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LP 1205
(10/90)

SUBMIT IN DUPLICATE

Secretary of State
State of Illinois

3 4 3 1 2 4
91348124

\$25 filing fee. See other side for acceptable forms of payment.

CERTIFICATE TO BE GOVERNED BY THE REVISED UNIFORM LIMITED PARTNERSHIP ACT (Pre-existing Illinois Limited Partnership)

91348124

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the preexisting limited partnership named below is governed by that Act:

- The limited partnership's name is: Belhaven Associates, Ltd.
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3331666 (Note 1)
- The limited partnership's registered agent's name and registered office address is:

Registered Agent: Mangum, Ronald Scott

Last Name	First Name	Middle Name	Fee
Mangum, Smetanka & Johnson			\$14.29
Firm Name (if any)			

Registered Office: 35 E. Wacker Drive

Number	Street	Suite #	City	County	Illinois	Zip Code
			Chicago	Cook	Illinois	60601

- The office address, including county, at which the records required by Section 104 are to be kept is:
11401 South Oakley Avenue
Chicago, Illinois Cook County 60643 (Note 2)

- The limited partnership's purpose(s) is: To acquire the land at 11401 S. Oakley Avenue, Chicago Illinois, to construct a 230 bed skilled and intermediate care nursing facility thereon and subsequently thereto, to lease such facility to a corporation.
- The latest date upon which the limited partnership is to dissolve is: perpetual

- The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
Recording date: 12/28/84 Document of Book & Page No.: 27388232

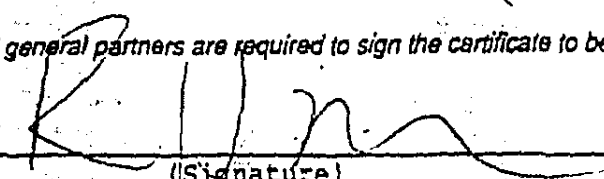
- The total aggregate amount of cash and the aggregate agreed value of other property or services contributed by the partners and which they have agreed to contribute is: \$ 30,000.00

- A brief statement of the partners' membership termination and distribution rights, if any. One 8-1/2" x 11" standard paper may be used, if needed, and attached to this form. The full text of such rights should be on file in the partnership's Section 104 office.

- The names (last name first) and business addresses of all general partners must be listed on a separate sheet which must be stapled to this form.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

All general partners are required to sign the certificate to be governed by the Revised Uniform Limited Partnership Act (Note 3)



(Signature)
Richard C. Haskell, General Partner
(Type or print Name and Title)

(Name of General Partner if a corporation or other entity)

DEPT-01 RECORDING \$1.00
 4349 ÷ C * - 91 - 348124
 COOK COUNTY RECORDER

(Signature)
(Type or print Name and Title)

(Name of General Partner if a corporation or other entity)

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NOTES

Note 1: If the Federal Employer Identification Number has not been obtained at the time of filing this document, it shall be obtained and shall be reported to the Secretary of State within 180 days after the date of filing this certificate.

Note 2: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

Note 3: If a corporation acts as a general partner, the name and state of incorporation shall be shown and the execution shall be by an officer.

Property of Cook County Clerk's Office

Form LP 1205

134812A

File No.

**CERTIFICATE TO BE GOVERNED BY
THE REVISED UNIFORM LIMITED
PARTNERSHIP ACT**

\$25

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, Payable to "Secretary of State."

DO NOT SEND CASH!

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope is included.

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 330 Centennial Building
Springfield, Illinois 62756
Telephone (217) 785-8960

8.0 Dissolution and Termination. Notwithstanding anything to the contrary herein, and in addition to any other act of dissolution arising by operation of law or otherwise, the Partnership shall be dissolved:

(a) with the written consent of (i) seventy-five percent (75%) of the interest of the General Partners and (ii) seventy-five percent (75%) of the interest of the Limited Partners;

(b) upon the sale of all or substantially all of the Partnership property; provided, however, that a sale of all or substantially all of the Partnership property where pursuant to the terms thereof, payment to the Partnership of all or a portion of the sales price is delayed ("Delayed Payment Sale"), shall not be deemed a sale of all or substantially all of the Partnership property which shall cause a dissolution of the Partnership; or

(c) upon the written direction of a majority in interest of the General Partners at any time after (i) a Delayed Payment Sale; (ii) 24 months after the date of filing this Certificate if within that period the Partnership does not acquire land and begin to construct a nursing home thereon; (iii) substantially all of the Nursing Home is sold, exchanged, gifted or otherwise transferred and after such transfer the Partnership is not the lessor of the Nursing Home; or (iv) the Nursing Home shall have been closed (after beginning operations) for any reason, voluntarily or involuntarily, for a period of 24 consecutive months, provided the Partnership shall not at the time of termination have any contractual obligations with respect to the continued operation and management of the Nursing Home.

Upon dissolution of the Partnership, the Partnership affairs shall be wound up with reasonable promptness and upon said winding up, the assets of the Partnership remaining after payment (or adequate provision for the payment) of all liabilities (including, without limitation, all loans made to the Partnership by any Partner) of the Partnership and remaining after application, if any, of the provisions of Section 4.0 and Section 4.2 (said Sections shall be applied before applying this Section) shall be distributed as follows:

(d) that portion of the assets which is not in excess of the then Current Capital shall be distributed to those persons who are Partners at the time of distribution, with each such Partner receiving that percentage of said distribution which is equal to the

percentage his capital contributions is of the aggregate capital contributions of all the Partners;

(e) the balance, if any, shall be distributed to those persons who are Partners at the time of distribution, with each such Partner receiving that percentage of said distribution which is equal to his Partnership Percentage at the time of distribution.

The General Partners may (but shall not be required) in making distributions under this Section to distribute property other than cash to the Limited Partners and/or themselves.

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BELHAVEN ASSOCIATES, LTD.
ATTACHMENT 2 TO FORM LP 1205

LINE 10. The name and business address of the sole General Partner of Belhaven Associates, Ltd., is:

Haskell, Richard
6300 N. River Road
Des Plaines, IL 60018



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Record and Retake To:

MANGUM, SMJETANKA & JOHNSON
83 EAST WACKER DRIVE
SUITE 3130
CHICAGO, ILLINOIS 60601

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