



Whereas, ARTICLES OF INCORPORATION OF HEP ILLINOIS - WENTWORTH, INC.

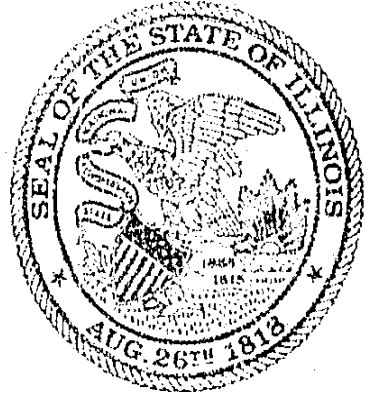
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

DEPT-01 RECORDINGS \$31.00
T8888 TRAN 4478 11/19/92 11:32:00
\$3192 * -92-269904
COOK COUNTY RECORDER

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Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 12th day of NOVEMBER A.D. 19 92 and of the Independence of the United States the two hundred and 17th



George H Ryan SECRETARY OF STATE

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Form **BCA-2.10**

ARTICLES OF INCORPORATION

(Rev. Jan. 1981)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

FILED

NOV 12 1992

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

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."

| | | |
|---------------|----------|-------|
| Date | 11/12/92 | 9/2 |
| Franchise Tax | \$ | |
| Filing Fee | \$ | 25 - |
| Approved: | | 75 - |
| | | 100 - |

1. CORPORATE NAME:

HEP Illinois Wentworth, Inc

(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. Initial Registered Agent:

Elizabeth L. Corey

Initial Registered Office:

| | | |
|-------------------|----------------|------------------|
| First Name | Middle Initial | Last Name |
| (Ross) L. Hardies | | NAME(S) & NUMBER |
| Number | Street | Suite # |
| Chicago | 60601 | Cook |
| City | Zip Code | County |

3. Purpose or purposes for which the corporation is organized.

(If not sufficient space to cover this point, add one or more sheets of this size.)

See Exhibit A

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

| Class | Par Value per Share | Number of Shares Authorized | Number of Shares Proposed to be Issued | Consideration to be Received Therefor |
|-------|---------------------|-----------------------------|--|---------------------------------------|
| Comm. | \$ 1.00 | 1,000 | 100 | \$ 1,000.00 |

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

EXPEDITED

NOV 12 1992

SECRETARY OF STATE

(over)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

| Name | Residential Address |
|------|---------------------|
| | |
| | |
| | |

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

See Exhibit B

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated November 10, 19 72.

RECORDING DESK

BOX 170

Ross & Hardies Address

| | | | |
|----|------------------------------------|--------------|-----------------|
| 1. | <u>150 N. Michigan, Suite 2500</u> | | |
| | <u>Chicago</u> | <u>IL</u> | <u>60601</u> |
| | <u>City/Town</u> | <u>State</u> | <u>Zip Code</u> |
| 2. | <u>Street</u> | | |
| | <u>City/Town</u> | <u>State</u> | <u>Zip Code</u> |
| 3. | <u>Street</u> | | |
| | <u>City/Town</u> | <u>State</u> | <u>Zip Code</u> |

| | Signature and Name |
|----|--|
| 1. | <u>Elizabeth L. Corey</u> Signature Elizabeth L. Corey (Type or Print Name) |
| 2. | <u>Signature</u> (Type or Print Name) |
| 3. | <u>Signature</u> (Type or Print Name) |

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$18,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State
Department of Business Services

Springfield, IL 62756
Telephone (217) 782-9522
782-9523

STATE OF ILLINOIS

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EXHIBIT A

"ARTICLE THREE. Purposes. The purposes for which the corporation is organized are:

Section 1. (a) To create a private corporation to construct or to acquire a housing project or projects, and to operate the same; to enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (b) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development ("HUD") which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

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Section 2. (a) To own, invest and otherwise deal in and with health care properties, including, but not limited to, nursing homes, congregate care facilities and retirement living apartments, without limit as to number or geographic location; (b) to purchase, or acquire by merger or other business combination, any business, goodwill and other property of any individual, corporation or other entity, whether as a going concern or otherwise, and to assume any or all of its debts, contracts and obligations; to buy, or acquire by merger or other business combination, securities, goods, merchandise in bulk and any and all other property, whether real, personal or mixed and whether located within or without the State of Illinois; and also to sell or otherwise dispose of any of the foregoing property; and (c) to engage in any lawful act or activity for which a corporation may be organized under the ILLINOIS BUSINESS CORPORATION ACT of 1983 as amended."

Office

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EXHIBIT B

ARTICLE SEVEN. Other Provisions.

A. "Powers.

Section 1. The corporation shall have the power to do and perform all things whatsoever set out in Section 1 and Section 2 of ARTICLE THREE above, and necessary or incidental to the accomplishment of said purposes.

Section 2. The corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of HUD, and the corporation shall be bound by such agreement."

B "Restrictions.

Section 1. So long as HUD, or its successors or assigns, is the insurer or holder of deeds of trust on Wentworth Nursing Center, FHA Project No. 071-43097, no amendment to the Articles of Incorporation or the bylaws of the corporation which results in any of the following shall be of force or effect without the prior written consent of HUD: (i) any amendment which modifies the duration of the corporation; (ii) any amendment which results in the requirement that a HUD prior participation certification be obtained for any additional party; or (iii) any amendment which in any way affects the said deed of trust or Regulatory Agreement.

Section 2. Notwithstanding any other provision of the bylaws or of the Articles of Incorporation of the corporation, upon any dissolution of the corporation, no title or right to possession and control of the project, and no right to collect the rents therefrom shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD.

Section 3. Notwithstanding any other provisions of the bylaws, in the event that any provision of the bylaws or in the Articles of Incorporation of the corporation

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conflicts with any provisions of the Regulatory Agreement, the provisions of the Regulatory Agreement shall control.

Section 4. So long as HUD, or its successors or assigns, is the insurer or holder of mortgages on Wentworth Nursing Center, FHA Project No. 071-43097, this corporation shall not be voluntarily dissolved without the prior written approval of HUD.

C. "Duration. The period of duration of the corporation shall be perpetual."

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