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#3080038 ALINNO0 2000 PSDSPS-F86		•	· i	10 # "C007 444	*!	
State of Jillinots BMIT IN DUPLICATE! CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership) and so set to the registered certificate of partnership on the set of the registered and the partnership) PSDSPS—SSS1 Limited partnership's name: Vest Woodlawn Phase II Limited Partnership The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office way) The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office way) The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office to a limited partnership is name: Vest Woodlawn Phase II Limited Partnership The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office to a limited partnership is registered.) Federal Employer identification Number (F.E.I.N.): This certificate of limited partnership is eldetive on: (Check one) a) X. the filling date; or b) another date: [Imonth, day, year) The limited partnership's registered agent's name and registered office address is: Registered Office: (P.O. Box alone and Cock	·· — -· ·			salgned by Socretary of S	omit elle verse, a auf free tale	
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Company Content Cont	うさりこうさーでや ***		,,0	ender in State Service	COOT	
The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office at which the records required by Section 104 are to be kept is: (Post office at which the records required by Section 104 are to be kept is: (Post office by Algeborhood Reinvestment Resources, One East Wacker Drive, Suite 2900, Chicago, TL 20601 Cook County Federal Employer Identification Number (F.E.I.N.): has been applied for This certificate of limited partnership is effective on: (Check one) a) X. the filling date: manufacture of the filling date: month, day, year) The limited partnership's registered agent's name and registered office address is: Registered agent: Neighborhood Reinvestment Resources First name Midde name Lest name Cone East Wacker Drive 2900 (P.O. Box alone and Chicago Cook Ill. old 60601 City County 290 Code The limited partnership's purpose(s) is: To provide loans and other assistance to a cost chared partnership, which partnership shall be engaged in the acquisition, development. rehabilitation and rental of real estate. IRS industrial Code Number is: 2798 Dissolution date is: Perpetual or December 31, 2000 [month, day, year) The total aggregate dollar amount of cash, property and services contributed by all partners is: (per Section 201-5) \$6,000.00		The grade of the same of the s	•		Mary Francisco	
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NAME(3) & BUSINESS ADDITES (ES) OF GENERAL ARTHER(S)

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

All general partners are required to sign the certificate of limited partnership.

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1.		1.	One	East Wacker	Dr., Suite 2900	
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	Marguerite M. Malley Vice President		Chicago			
	Neighborhood Reinvestment Resources	•		. Čity/town		
	Neighborhood Reinvestment Resources		Illinois		60601	
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	(Tyre o print name and title)			City/town		
	(Name of General Partner (10) corporation or other entity)		Sinto		Zip Code	
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	(Name of General Partner if a corporation or other entity)		State		Zip Code	
	ı				CA	

(Signatures must be in link on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:

Payment must be made by certified check, cashler's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RETURN TO:

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

EXHIBIT A

ATTACHMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

FOR WOODLAWN PHASE II LIMITED PARTNERSHIP

007444 SBSIL 07/16/93 75.00 IO 0000015635 Termination, Transfer and Distribution Rights: A Limited Partner may transfer its interest in the Limited Partnership only to certain designated permitted transferoes or pursuant to certain rights of first refusal set forth in the Partnership Agreement. Upon a vote of the Limited Partners holding at least sixty-seven percent (67%) of the Partnership interest and the concurrence of the General Partner, the Partnership will dissolve, windup and liquidate. Upon such termination, assets of the Partnership will be applied first to pay creditors of the Partnership, second to repay Limited Partner loans to the Paraprship, and will then be distributed to the Partners in accordance with their relative capital account balances. A Limited Partner may voluntarily withdraw during certain periods and under certain conditions. Other than the foregoing, no partner has the right to terminate its interest in the Partnership or demand a return of its capital contribution. The Limited Partners Committee also has the right to approve distributions periodically to Partners.

Participation Rights of Limited Partners: Without the consent of all Limited Partners, the General Partner shall not have the authority to: (i) do any act in contravention of the Partnership Agreement; (ii) do any act which would make it not in the best interest of the Partnership for the ordinary business of the Partnership to be carried on; (iii) confess a judgment against top Partnership; (iv) possess or assign rights in Partnership property other than for a Partnership purpose; and (v) knowingly perform any act that would subject any Limited Parmer to liability as a General Partner, nor engage in any business outside the State of Illinois.

Issues relating to the following Items require the consent of Limited Partners holding Partnership interest equal to or in excess of sixty-seven percent (67%) of all Limited Partner interests in the Partnership: (a) Voluntary termination of the Partnership Agreement; (b) Dissolution of the Partnership; (c) Winding up and liquidating the Partnership; Id) Removal of the General Partner for cause; (3) Withdrawai of the General Partner under certain circumstances; (f) Contracting with any affiliates of any Partner; and (g) Borrowing money and issuing evidence of indebtedness in the name of the Partnership. 93563056

The Limited Partners also have voting rights for certain actions such as amendments to the Partnership Agreement, transfer of General Partner Interests, admission of additional General Partners, and election of General Partners to carry on the Partnership business, as well as for actions requiring consent of all Partners. Without the consent of a majority in interest of Limited Partners, no transferee of a General Partner's interest shall result in such transferee being admitted into the Partnership, and no amendments may be made to the Partnership Agreement except in certain circumstances affecting a Limited Partner where such partner's consent is

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also required.

The Limited Partners have the further right to participate in a Limited Partners' Committee, which Limited Partners' Committee (operating by majority vote) has the right to approve distribution to the Partners, an overall plan for the Partnership (including budgets, schedules of estimated costs and projections of cash flow and operations for the Partnership) financial services contracts proposed to be entered into by the Partnership, a program for development of the project subject to such financial Topology of County Clark's Office services contracts. The Limited Partners Committee also has the right to approve accountants and accounting principles, banks and bank accounts.

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