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Form LP 201
(Rev. Jan. 1991)

GEORGE H. RYAN
Secretary of State
State of Illinois

File # C007444
Assigned by Secretary of State

Filing Fee \$75

SUBMIT IN DUPLICATE!

CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

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

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OFFICE USE ONLY

C007444 S051L 07/16/93
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75.00 10 C000015635 FILED

DEPT-01 RECORDING
427.50
145555 TRAN 2001 07/20/93 16:06:00
93-563056
COOK COUNTY RECORDER

1. Limited partnership's name: West Woodlawn Phase II Limited Partnership

2. The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office box alone and c/o are unacceptable) c/o Neighborhood Reinvestment Resources, One East Wacker Drive, Suite 2900, Chicago, IL 60601 Cook County

3. Federal Employer Identification Number (F.E.I.N.): has been applied for

4. This certificate of limited partnership is effective on: (Check one)
a) the filing date; or b) another date later than but not more than 60 days subsequent to the filing date: _____ (month, day, year)

5. The limited partnership's registered agent's name and registered office address is:

Registered agent:	<u>Neighborhood Reinvestment Resources</u>		
	First name	Middle name	Last name
Registered Office:	<u>One East Wacker Drive</u>		
(P.O. Box alone and c/o are unacceptable)	Number	Street	Suite #
	<u>Chicago</u>	<u>Cook</u>	<u>Illinois 60601</u>
	City	County	Zip Code

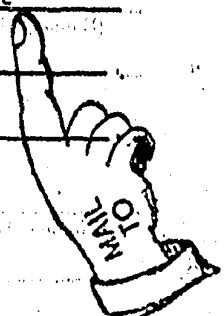
6. The limited partnership's purpose(s) is: To provide loans and other assistance to a designated partnership, which partnership shall be engaged in the acquisition, development, rehabilitation and rental of real estate.

IRS Industrial Code Number is: 6748 93563056

7. Dissolution date is: Perpetual or December 31, 2000 (month, day, year)

8. The total aggregate dollar amount of cash, property and services contributed by all partners is: (per Section 201-5) \$6,000.00

9. A brief statement of the partners' membership termination and distribution rights:
See Exhibit A attached hereto.



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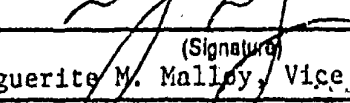
10. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

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.

SIGNATURE AND NAME

BUSINESS ADDRESS

1. 

 (Signature)
 Marguerite M. Malloy, Vice President

 (Type or print name and title)
 Neighborhood Reinvestment Resources, Inc.

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

1. One East Wacker Dr., Suite 2900

 Number Street
 Chicago

 City/Town
 Illinois 60601

 State Zip Code

2. _____
 (Signature)

 (Type or print name and title)

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

2. _____
 Number Street

 City/Town

 State Zip Code

3. _____
 (Signature)

 (Type or print name and title)

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

3. _____
 Number Street

 City/Town

 State Zip Code

4. _____
 (Signature)

 (Type or print name and title)

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

4. _____
 Number Street

 City/Town

 State Zip Code

5. _____
 (Signature)

 (Type or print name and title)

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

5. _____
 Number Street

 City/Town

 State Zip Code

6. _____
 (Signature)

 (Type or print name and title)

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

6. _____
 Number Street

 City/Town

 State Zip Code

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(Signatures must be in ink 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, 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!

RETURN TO:

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

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EXHIBIT A

607444 SERIAL 07/16/93
ID 0000015635 FILE
75.00

**ATTACHMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
FOR WOODLAWN PHASE II LIMITED PARTNERSHIP**

Termination, Transfer and Distribution Rights: A Limited Partner may transfer its interest in the Limited Partnership only to certain designated permitted transferees 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 Partnership, 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 the 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 Partner 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; (d) Removal of the General Partner for cause; (e) Withdrawal 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.

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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 services contracts. The Limited Partners Committee also has the right to approve accountants and accounting principles, banks and bank accounts.

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11/11/2011