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Form LP 202
(Rev. Jan. 1995)

Filing Fee \$25

95280262

SUBMIT IN DUPLICATE!

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COOK COUNTY RECORDER

TO THE
CLERK OF THE
COURT
OF COOK COUNTY
CHICAGO, ILLINOIS

Property of Cook County Clerk's Office

GEORGE H. RYAN
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT TO THE 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.

1. Limited partnership's name: KOSON Housing Limited Partnership
2. File number assigned by the Secretary of State: 5009990
3. Federal Employer Identification Number (F.E.I.N.): 36-3745260
4. The certificate of limited partnership is amended as follows:
(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)
 - a) Admission of a new general partner (give name and business address below).
 - b) Withdrawal of a general partner (give name below).
 - c) Change of registered agent and/or registered agent's office (give new name and address, including county below).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county below).
 - e) Change in the general partners name and/or business address (give name and new address below).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount below).
 - g) Change in limited partnership's name (give new name below).
 - h) Change in date of dissolution (give new date below).
 - i) Other (give information below).

c) Jeffrey Kuta
55 E. Monroe, Suite 4100
Chicago, IL 60603

d) DANE & SUPERIOR, Suite 604
CHICAGO, COOK, IL
60661

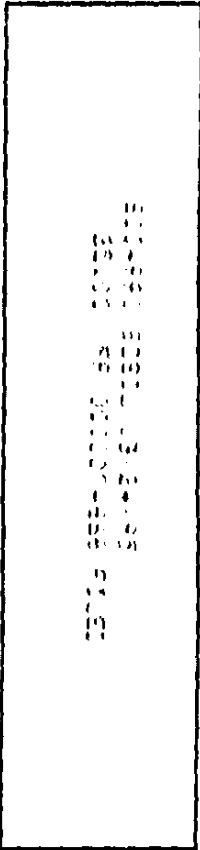
If additional space is needed, it must be continued on the reverse side and/or in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

2350

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

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

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME

BUSINESS ADDRESS

Signature [Handwritten Signature]

Number/Street _____

Type or print name and title BENJAMIN F. WHITMAN, Vice President

City/Town _____

Name of General Partner if a corporation or
other entity Investment Management Corporation

State _____ Zip Code _____

Signature _____

Number/Street _____

Type or print name and title _____

City/Town _____

Name of General Partner if a corporation or
other entity _____

State _____ Zip Code _____

Signature _____

Number/Street _____

Type or print name and title _____

City/Town _____

Name of General Partner if a corporation or
other entity _____

State _____ Zip Code _____

(Signatures must be in **BLACK 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."

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62758
Telephone: (217) 785-8960

Return to:

Holleb & Coff

410 North Dearborn

35 E. Monroe

Chicago, IL 60603

DO NOT SEND CASH!