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Form LP 202
(Rev. Jan. 1995)

3007952 SPSIL 01/08/95
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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

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

(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."

DO NOT SEND CASH!

BUSINESS ADDRESS

Number/Street _____

City/Town _____

State _____ Zip Code _____

Number/Street _____

City/Town _____

State _____ Zip Code _____

Number/Street _____

City/Town _____

State _____ Zip Code _____

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 765-8960

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ATTACHMENT TO
CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARKSIDE TERRACES LIMITED PARTNERSHIP

4(f) Change in the partners' total aggregate contribution amount.

Old: \$1,000.00

New: \$1,455,140

4(h) Change in date of dissolution.

Old: December 31, 2033

New: December 31, 2040

4(i) Other - limited partnership's purpose.

Old:

To invest directly or indirectly in real property.

New:

Acquiring, owning, developing, constructing, rehabilitating, leasing, managing, operating, and, if appropriate or desirable, selling or otherwise disposing of the Partnership Property or any substantial part thereof; and, during the Compliance Period (as that term is defined in Section 42 of the Internal Revenue Code), operating certain of the units in compliance with said Section 42.

4(j) Other - Partners' membership termination and distribution rights.

Old:

The partners have no voluntary termination rights. Upon termination of the Partnership, the proceeds of liquidation shall be distributed to and among the Partners in accordance with the terms of the Partnership Agreement which is kept at the principal office of the Partnership.

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New:

The following is a summary explanation of certain rights of general and limited partners, which are set forth in greater detail in the Partnership's First Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement"), a copy of which is kept at the office at which the records required by Section 201 of the Act are kept:

(a) **Termination.** The partnership terminates as of the earlier of December 31, 2040, unanimous partners' agreement to terminate, departure of the last general partner without substitution, or disposition of substantially all non-cash assets. Partners may not withdraw from or dissolve the partnership or sell, transfer, or assign their partnership interests without other partners' consent. The Limited Partner may remove and replace any general partner for specific causes. Upon bankruptcy, dissolution, liquidation, death, or incapacity of a general partner, such general partner's successor-in-interest becomes a special limited partner. Upon any such event, or upon withdrawal or wrongful dissolution of the partnership by a general partner or removal of a general partner for cause, the partnership is continued if another general partner remains or the Limited Partner appoints a substitute general partner.

(b) **Distributions.** Net operating cash flow is distributed 1% to the General Partner, and 99% to the Limited Partner. Net proceeds of capital transactions are to be distributed in accordance with the Partnership Agreement.

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Return to:



JAY GILBERT
479 North Main Street
Suite 200
Glen Ellyn, IL 60137