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Form LP 202
(Rev. Jan. 1995)

96159680

Filing Fee \$25

SUBMIT IN DUPLICATE!

S008976 S0SIL 02/29/96
25.00 IA 0000022515 FILED

. DEPT-01 RECORDING \$27.00
. T45555 TRAN 8878 03/01/96 11:10:00
. #7295 # JJ *-96-159660

COOK COUNTY RECORDER
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.

- Limited partnership's name: Lawndale Restoration Limited Partnership
- File number assigned by the Secretary of State: S008976
- Federal Employer Identification Number (F.E.I.N.): 36-3968744
- 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).

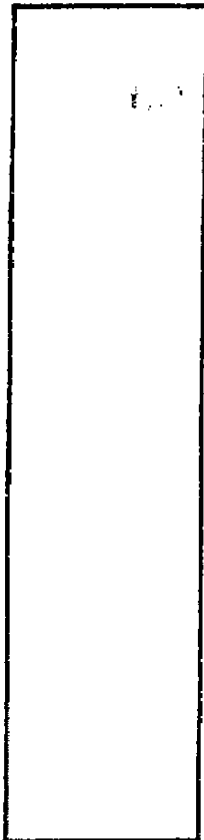
See attached Exhibit A

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.

CLP-9.5

Box 9 GAF

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F. 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 <u><i>Cecil C. Butler</i></u>	Number/Street <u>1120 South Homan Avenue</u>
Type or print name and title <u>Cecil C. Butler, Pres.</u>	City/town <u>Chicago, Illinois</u> Zip Code <u>60624</u>
<u>Boulevard Realty Services Corp.</u>	
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 _____
Signature _____	Number/Street _____
Type or print name and title _____	City/town _____
Name of General Partner if a corporation or other entity _____	State _____ Zip Code _____

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(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!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

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LAWDALE RESTORATION LIMITED PARTNERSHIP

EXHIBIT A TO AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

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Item 4(f) - Capital Contributions

Originally: \$4,562,134
As amended: \$19,449,202

Item 4(l) - Membership termination and distribution rights

Originally:

A partner may not withdraw from the Partnership or demand all or any portion of its capital contribution or capital account prior to dissolution. The Partnership will make periodic distributions of cash remaining after the payment of expenses and liabilities (including liabilities to the General Partner) in such amounts and at such times as the General Partner may determine. All such distributions are required to be made in accordance with Partnership interests. On dissolution, the net assets remaining after provision for liabilities will be distributed in accordance with Partnership interests.

As amended:

A Partner may not withdraw from the Partnership or demand all or any portion of its Capital Contribution or Capital Account prior to dissolution.

Within 90 days after the end of each fiscal year, the Partnership is required to distribute its cash flow remaining after the payment of Partnership expenses and liabilities (including certain liabilities to the General Partner), subject to the terms, conditions, and limitations of certain agreements by which the Partnership or its properties are bound. All distributions of cash flow to Partners prior to the end of the period in which capital contributions are payable to the Partnership (the "Pay-in Period") must be made 99% to the Investor Limited Partner and 1% to the General Partner. After the Pay-in Period, distributions of cash flow are required to be made (i) first, to the General Partner, in the amount of its Capital Contributions (reduced by distributions previously received), (ii) second, the remainder 99% to the Investor Limited Partner and 1% to the General Partner. In certain situations, the Partnership can be required to make special distributions of cash flow to the Investor Limited Partner to cover the tax liability on its share of Partnership income.

Proceeds from a sale or refinancing of Partnership property which remain after payment of Partnership liabilities and expenses are required to be distributed (i) first, to the Investor Limited Partner in an amount equal to its Adjusted Capital Contribution (as defined in the Partnership Agreement), (ii) second, to each other Partner in an amount equal to his or its Capital Contribution, reduced by prior distributions, and (iii)

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The balance of such proceeds, if any, 1% to the General Partner, 8.9% to the Special Limited Partner and 90.1% to the Investor Limited Partner.

Upon the liquidation and dissolution of the Partnership, unless the business of the Partnership is continued, any proceeds from the sale of Partnership properties which remain after the payment of Partnership liabilities and expenses must be distributed to the Partners in accordance with their positive Capital Account balances.

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