

Filing Fee \$75

SUBMIT IN DUPLICATE!

File # 5013051

Assigned by  
Secretary of State

(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.)

GEORGE H. RYAN  
SECRETARY OF STATE  
STATE OF ILLINOIS

CERTIFICATE OF LIMITED PARTNERSHIP  
(Illinois limited partnership)

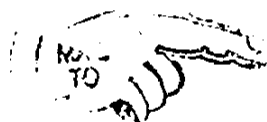
- Limited partnership's name: J-I Limited Partnership
- The address, including county, of the office at which the records required by Section 104 are to be kept is: (P.O. Box alone and c/o are unacceptable) 333 West Wacker Drive, Suite 2800,  
Chicago, Cook County, Illinois 60606
- Federal Employer Identification Number (F.E.I.N.): 36-4179813
- 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 (60) days subsequent to the filing date: \_\_\_\_\_  
(month, day, year)
- The limited partnership's registered agent's name and registered office address is:  
Registered agent: Jeffrey A. Hechtman  
First name Middle name Last name  
Registered Office: 333 West Wacker Drive, Suite 2800  
(P.O. Box alone and c/o are unacceptable) Number Street Suite #  
Chicago, Illinois Cook Illinois 60606  
City County Zip Code
- The limited partnership's purpose(s) is:  
See Exhibit A attached hereto and made a part hereof.

IRS Business Code Number is: 6790

7. Dissolution date is:  Perpetual or December 31, 2047  
(month, day, year)

CLP-3.4

After recording return to:  
Sue Ann Ryckeghem  
Norwood Marcus & Berk Chartered  
333 West Wacker Drive  
Suite 2800  
Chicago, IL 60606



8951.000

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Form LP 201  
(Rev. Jan. 1995)

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8. The total aggregate dollar amount of cash, property and services contributed by all partners is  
\$10,000.00

9. A brief statement of the partners' membership termination and distribution rights:  
See Exhibit B attached hereto and made a part hereof

### 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

Signature [Signature]

Number/Street 333 W. Wacker Dr., Suite 2800

Type or print name and title Jeffrey A. Hechtman,  
as Trustee

City/town Chicago

Name of General Partner if a corporation or  
other entity Jeffrey A. Hechtman Revocable Trust State Illinois Zip Code 60606

Signature [Signature]

Number/Street 333 W. Wacker Dr., Suite 2800

Type or print name and title Ilene K. Hechtman,  
as Trustee

City/town Chicago

Name of General Partner if a corporation or  
other entity Ilene K. Hechtman Revocable Trust State Illinois Zip Code 60606

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 62756  
Telephone: (217) 785-8960

**DO NOT SEND CASH!**

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## EXHIBIT A

### ILLINOIS CERTIFICATE OF LIMITED PARTNERSHIP J-1 LIMITED PARTNERSHIP (the "Partnership")

Number 6.

The purpose of the Partnership shall be to engage in:

- (a) the business of making, protecting, enhancing, and otherwise dealing with investments of all types, including but not limited to:
- (i) purchasing, trading, acquiring, disposing or otherwise investing, on margin or otherwise, domestically or otherwise, in any type of security, whether common stock, preferred stock, debt securities and rights, options and warrants thereto, or otherwise, and all other activities incidental thereto;
  - (ii) purchasing, leasing, managing, encumbering, selling, or otherwise investing, domestically or otherwise, in any type of real property, and all other activities incidental thereto; and
  - (iii) lending, advancing, arranging, or providing financing to, or entering into joint ventures with, individuals, partnerships, corporations or other Persons, and all other activities incidental thereto, and
- (b) any other purpose allowed by applicable law; provided, however, that nothing in that certain Limited Partnership Agreement of J-1 Limited Partnership dated August 15, 1997 shall allow the Partnership to make any investments, or do any other things, which shall not be permitted by the Revised Uniform Limited Partnership Act of 1986.

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## EXHIBIT B

### ILLINOIS CERTIFICATE OF LIMITED PARTNERSHIP J-1 LIMITED PARTNERSHIP (the "Partnership")

Number 9.

**Withdrawal.** No Partner shall have the right to withdraw from the Partnership.

**Partition.** Each of the Partners irrevocably waives any right that he may have to:

- (a) maintain any action for partition with respect to any of the assets of the Partnership, or
- (b) otherwise obtain a distribution of Partnership assets which constitutes a return of any part of his contribution to the Partnership prior to a distribution in liquidation of the Partnership.

**Term and Dissolution.** The Partnership shall commence as of the execution of that certain Limited Partnership Agreement (the "Partnership Agreement") of J-1 Limited Partnership dated August 15, 1997 and shall continue until December 31, 2047, except that the Partnership may continue beyond such date if agreed to by a Majority in Interest within 60 days after such date. The Partnership shall not be dissolved until the end of the Term provided in the Partnership Agreement.

**Distribution in Liquidation.** Upon the dissolution of the Partnership, the Partnership shall be liquidated. Notwithstanding any dissolution of the Partnership, prior to such time as the Partnership shall be terminated as provided in the Partnership Agreement, the Partnership's business and the affairs of the Partners, as such, shall continue to be governed by the Partnership Agreement.

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The proceeds from the liquidation of the assets of the Partnership and collection of the Partnership's receivables, together with the property distributed in kind, to the extent sufficient therefor, shall be applied and distributed in the following order of priority:

- (a) to the payment and discharge of all of the Partnership's debts and liabilities, including any such debts and liabilities owed to a Partner, except the claims of secured creditors whose obligations will be assumed or otherwise transferred on the liquidation of Partnership assets;
- (b) to the establishment of reserves which the General Partners as defined in the Partnership Agreement, reasonably determine to be necessary; and
- (c) the balance, if any, to the Partners in proportion to their respective Partnership Percentages, as such term is described in the Partnership Agreement.

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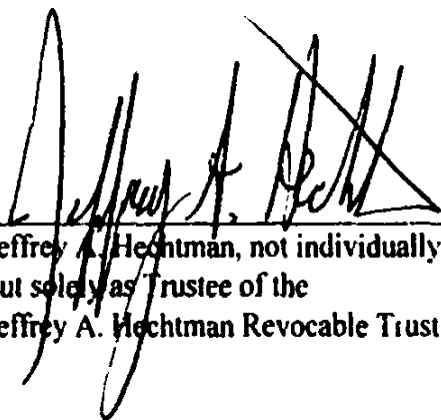
September 10, 1997

Illinois Secretary of State  
Department of Business Services  
Limited Partnership Division  
Michael Howlett Building  
Springfield, Illinois 62756

Re: J-I Limited Partnership  
Certificate of Limited Partnership

Gentlemen/Madame:

In connection with the filing of a Certificate of Limited Partnership for J-I Limited Partnership (the "Partnership"), the undersigned hereby certifies that (i) the Jeffrey A. Hechtman Revocable Trust dated June 22, 1995 (the "Trust") is a general partner of the Partnership, (ii) the Trust is located at 333 West Wacker Drive, Suite 2800, Chicago, Illinois 60606 and (iii) the Trust is a duly formed and validly existing trust under the laws of the State of Illinois and is in full force and effect as of the date hereof.



Jeffrey A. Hechtman, not individually,  
but solely as Trustee of the  
Jeffrey A. Hechtman Revocable Trust

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September 10, 1997

Illinois Secretary of State  
Department of Business Services  
Limited Partnership Division  
Michael Howlett Building  
Springfield, Illinois 62756

Re: J-I Limited Partnership  
Certificate of Limited Partnership

Gentlemen/Madame:

In connection with the filing of a Certificate of Limited Partnership for J-I Limited Partnership (the "Partnership"), the undersigned hereby certifies that (i) the Ilene K. Hechtman Revocable Trust dated June 22, 1995 (the "Trust") is a general partner of the Partnership, (ii) the Trust is located at 333 West Wacker Drive, Suite 2800, Chicago, Illinois 60606 and (iii) the Trust is a duly formed and validly existing trust under the laws of the State of Illinois and is in full force and effect as of the date hereof.

Ilene K. Hechtman

Ilene K. Hechtman, not individually,  
but solely as Trustee of the  
Ilene K. Hechtman Revocable Trust

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