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SUBMIT IN DUPLICATE!

File # S013764

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 TO BE GOVERNED
(Pre-existing Illinois limited partnership)
Prior to 7-1-87

FORM LP 1110 MUST ACCOMPANY THIS CERTIFICATE AND IS A PART OF THIS APPLICATION.

- Limited partnership's name: Franklin Park Associates L.P.
- The address, including county, of the office at which records required by Section 104 are to be kept is: (P.O. Box alone & c/o are unacceptable): 8700 W. Bryn Mawr, Chicago, Illinois 60631
- Federal Employer Identification Number (F.E.I.N.): 36-3391969
- The limited partnership's registered agent's name and registered office address is:
Registered agent:
First name Arnold Middle name _____ Last name Weinberg
Registered Office: (P.O. Box alone and c/o are unacceptable)
Number 333 Street West Wacker Drive Suite # 1800
City Chicago County Cook State Illinois Zip Code 60606
- The limited partnership's purpose(s) is: ownership, financing, marketing, development, rehabilitation, management, sale, leasing and disposition
IRS Business Code Number is: 6511
- Dissolution date: Perpetual or October 26, 2060
(month, day, year)
- The county in which the pre-existing limited partnership's original certificate of limited partnership was filed is: Cook Recording date: 01/16/87 Document of Book & Page No.: 87-033464

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Form LP-7.6
(Rev. Jan. 1985)

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8. The total aggregate dollar amount of cash, property, and services contributed by all partners is:
(per Section 201-5) 60,000

9. A brief statement of the partners' membership termination and distribution rights:

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 to be governed.

SIGNATURE AND NAME
Signature *Jeffrey L. Blake*

BUSINESS ADDRESS
Number/Street 8700 W. Bryn Mawr

Type or print name and title Jeffrey L. Blake

City/town Chicago

Name of General Partner if a corporation or
other entity _____

State Illinois Zip Code 60631

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."

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

SCHEDULE A

Dissolution of the Partnership

17.1. Events of Dissolution. The happening of any one of the following events shall work as an immediate dissolution of the Partnership:

(a) The bankruptcy, dissolution, death, retirement, insanity or withdrawal of the last remaining General Partner, subject to the provisions of Section 17.3 hereof;

(b) The expiration of the term of the Partnership as provided in Article VI of this Agreement.

(c) The sale of substantially all of the Partnership's assets.

(d) The written consent of the General Partner and of those parties owning a majority of the Partnership Interests of all Limited Partners.

(e) The entry of a decree of judicial dissolution under Section 802 of the Act.

17.2. Bankruptcy. For purposes of this Agreement, the "bankruptcy" of a General Partner shall be deemed to have occurred upon the happening of any of the following: (i) the filing of an application by a General Partner for, or a consent to, the appointment of a trustee of its assets, (ii) the filing by a General Partner of a voluntary petition in bankruptcy or the filing of a pleading in any court of record admitting in writing its inability to pay its debts as they come due, (iii) the making by a General Partner of a general assignment for the benefit of creditors, (iv) the filing by a General Partner of an answer admitting the material allegations of, or consenting to, or defaulting in answering a bankruptcy petition filed against him in any bankruptcy proceeding, (v) the entry of an order, judgment or decree by any court of competent jurisdiction adjudicating a General Partner a bankrupt or appointing a trustee of his assets, and such order, judgment or decree continuing unstayed and in effect for any period of sixty (60) consecutive days, or (vi) any levy, execution or sale being made or lien created upon all or a part of a General Partner's Partnership Interest, if such levy, execution, sale or lien is not removed, discharged or satisfied within thirty (30) days after entry thereof, and if such General Partner is not in good faith contesting such levy, execution, sale or lien during such period.

17.3. Death, Bankruptcy, Retirement or Withdrawal of General Partner. In the event of (a) the death, bankruptcy, retirement, withdrawal or insolvency of a General Partner or an assignment for the benefit of creditors by a General Partner; or (b) the occurrence of the legal incapacity with respect to a General Partner, the Partnership shall not be dissolved and the affairs of the Partnership shall not be wound up in the event there is a General Partner remaining, but the business shall be continued by the remaining General Partner and Limited Partners under the

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terms of this Agreement (and the right to so continue shall be stated in the Certificate of Limited Partnership). The remaining Partners may, but shall not be required, to replace a retired, deceased or otherwise incapacitated General Partner, but may elect to continue the Partnership as then constituted so long as at least one General Partner remains or if a new General Partner is admitted and Partners owning not less than two-thirds (66 2/3%) of the Partnership Interests so elect to continue the business of the Partnership, which election shall be made within sixty (60) days of the death, bankruptcy, retirement, withdrawal, insolvency or legal incapacity of the General Partner. If there should be no remaining General Partner or no successor General Partner so elected, the Partnership shall be wound up in accordance with the provisions of Section 18.1.

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