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E.R.I.C. ARLINGTON HEIGHTS CORPORATION

CERTIFICATE

I, Thomas D. Parker, Secretary of E.R.I.C. Arlington Heights Corporation, a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that the following resolutions were adopted by the Board of Directors of the Corporation at its meeting held on December 3, 1987, and such resolutions have not been rescinded or modified and continue to be in full force and effect:

RESOLVED, that the Certificate of Incorporation, which has been read by all the Directors, be and hereby is in all respects approved and all action of every nature thereby shown to have been taken or authorized be and hereby is in all respects approved, ratified and confirmed; and further

RESOLVED, that the adoption of the By-Laws by the incorporator for the regulation and management of the affairs of the Corporation is hereby in all respects approved, ratified and confirmed as the By-Laws of the Corporation; and further

RESOLVED, that the following persons are hereby elected to the offices of the Corporation set forth opposite their names:

C.J. Whyman	- President and Chief Executive Officer
Leslie B. Samuels	- Vice President
Ronald S. Fabian	- Vice President, Treasurer and Assistant Secretary
C. Leeper	- Vice President and Assistant Secretary
John Wooding	- Vice President and Assistant Secretary
Thomas D. Parker	- Secretary; and further

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- RESOLVED, that The Prentice-Hall Corporation System, Inc. shall be the registered agent of this Corporation in charge of the registered office in Delaware and of the books required by law to be kept in that office, and as agent upon whom process against this Corporation may be served, shall act under the direction and supervision of counsel for this Corporation in all matters arising out of and pertaining to such agency, including the forwarding of process served, official notices and communications, and shall service bulletins, covering reports and tax requirements; and further
- RESOLVED, that the Secretary of this Corporation be and hereby is authorized and directed to procure all corporate books, books of account and stock books required by the statutes of the State of Delaware or necessary or appropriate in connection with business of this Corporation; and further
- RESOLVED, that the Treasurer of this Corporation be and hereby is authorized to pay all charges and expenses incident to or arising out of the organization of this Corporation and to reimburse any person who has made any disbursement therefor; and further
- RESOLVED, that the Corporation issue one thousand shares of its Common Stock to Eastern Realty Investment Corporation, as fully paid and nonassessable, and that the Treasurer be instructed to credit the sum of \$1,000.00 to the Corporation's stated capital account; and further
- RESOLVED, that Manufacturers Hanover Trust Company, 530 Fifth Avenue, New York, New York be named an authorized depository of the Corporation and that the Secretary be authorized to draw checks on and otherwise deal with the funds of the Corporation credited to its account with said bank and that the Board of Directors hereby adopts whatever in haec verba resolutions may be required by said Bank to carry out the intent of this resolution, such adoption to be evidenced by the insertion of such resolutions in the minute books of the Corporation after due execution by the Secretary; and further
- RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States of

any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory or country to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocations of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, dependency or country; and further

RESOLVED, that it is in the best interest of the Corporation to acquire that certain retail shopping mall located in the Village of Arlington Heights, State of Illinois, and known as Loehmann's Plaza (the "Property"); and further

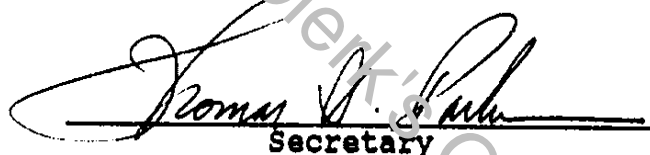
RESOLVED, that the Corporation is hereby authorized to acquire the Property and to accept title thereto; and further

B.M.
RESOLVED, that the Purchase Agreement to be entered into by and between the Corporation, as Purchaser, and American National Bank and Trust Company of Chicago, as trustee under trust agreement dated December 3, 1985 and known as Trust No. 66162, and Gary L. Schwab, collectively as Seller, ~~substantially in the form attached hereto as Exhibit A (draft of November 12, 1987), relating to the purchase by the Corporation of the Property, is hereby approved, and that any director or officer of the Corporation, acting singly, is hereby authorized to execute and deliver such Purchase Agreement in the name and on behalf of the Corporation, with such additions, changes and deletions as the director or officer executing the same may approve, the execution and delivery thereof to be conclusive evidence of such approval; and further~~

RESOLVED, that the appropriate officers of the Corporation are, and each of such officers acting singly is, hereby authorized to take all such further action and to execute and deliver any agreement, document and certificate relating to the Property and the Corporation's purchase of the Property in the name and on behalf of the Corporation, as the person executing the same may determine to be in the best interests of the Corporation, such execution to be conclusive evidence of such determination; and further

RESOLVED, that the appropriate officers of the Corporation and its counsel be and hereby are authorized to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and such officers are authorized to pay such expenses as in their judgment shall be necessary, proper or advisable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein and each of them.

IN WITNESS WHEREOF, I have affixed hereto my signature and corporate seal of the Corporation this 6th day of January, 1988.


Secretary

I, CHRISTOPHER C. LEEPER, Vice President of the Corporation, do hereby certify that Thomas D. Parker is the duly elected Secretary of the Corporation and that the signature shown above is his true and actual signature.

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IN WITNESS WHEREOF, I have affixed hereto my signature
this 6TH day of January, 1988.

Christopher C. Repp
Vice President

Property of Cook County Clerk's Office

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Exhibit A

LEGAL DESCRIPTION

THAT PART OF THE SOUTHEAST 1/4 OF SECTION 9 AND PART OF THE SOUTHWEST 1/4 OF SECTION 10, ALL IN TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHEAST CORNER OF SECTION 9, AS AFORESAID; THENCE WEST ALONG THE SOUTH LINE OF SAID SECTION 9, A DISTANCE OF 260.08 FEET; THENCE NORTH, PARALLEL WITH THE EAST LINE OF SAID SECTION 9, A DISTANCE OF 334.95 FEET; THENCE EAST PARALLEL WITH THE SOUTH LINE OF SAID SECTION 9, A DISTANCE OF 260.08 FEET TO THE EAST LINE OF SAID SECTION 9, BEING ALSO THE WEST LINE OF SECTION 10, TOWNSHIP AND RANGE AFORESAID; THENCE NORTH ALONG SAID WEST LINE 502.41 FEET TO THE SOUTH LINE OF THE NORTH 502.5 FEET OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 10; THENCE EAST ALONG SAID SOUTH LINE 660.93 FEET TO THE EAST LINE OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 10; THENCE SOUTH ALONG SAID EAST LINE, 799.07 FEET TO THE NORTH LINE OF GOLF ROAD AS DEDICATED BY DOCUMENT NUMBERS LR 2351615 AND 10488008; THENCE WEST ALONG SAID NORTH LINE, 289.07 FEET TO A LINE 372.0 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SECTION 10; THENCE SOUTH ALONG SAID PARALLEL LINE 43.70 FEET TO THE SOUTH LINE OF SAID SECTION 10; THENCE WEST ALONG SAID SOUTH LINE 130.0 FEET THENCE NORTH PARALLEL WITH THE WEST LINE OF SAID SECTION 10, A DISTANCE OF 45.90 FEET TO THE NORTH LINE OF GOLF ROAD AS AFORESAID; THENCE WEST ALONG SAID NORTH LINE 142.0 FEET TO A LINE 100.0 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SECTION 10; THENCE SOUTH ALONG SAID PARALLEL LINE 48.31 FEET TO THE SOUTH LINE OF SAID SECTION 10, THENCE WEST ALONG SAID SOUTH LINE 100.0 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.

Street Address:

120-388 East Golf Road
Arlington Heights, Illinois 60005

Permanent Tax Index Nos.:

08-09-402-008
08-09-402-016
08-09-402-017
08-10-302-005
08-10-302-025
08-10-302-026

3580595

Recorder's Office

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TRUSTEE'S DEED

Form 2459 Rev. 5-77

Individual

511571271 (RMS) not attached

THIS INDENTURE, made this 7th day of January 1988, between AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a corporation duly organized and existing as a national banking association under the laws of the United States of America, and duly authorized to accept and execute trusts within the State of Illinois, not personally but as Trustee under the provisions of a deed or deeds in trust duly recorded and delivered to said national banking association in pursuance of a certain Trust Agreement, dated the third day of December, 1985, and known as Trust Number 66162, party of the first part, and

E.R.I.C. Arlington Heights Corporation party of the second part.

WITNESSETH, that said party of the first part, in consideration of the sum of (\$10.00) Ten and no/100-----Dollars, and other good and valuable considerations in hand paid, does hereby grant, sell and convey unto said parties of the second part, the following described real estate, situated in Cook County, Illinois, to-wit:

See Exhibit A attached hereto and by this reference made a part hereof.

together with the tenements and appurtenances thereunto belonging TO HAVE AND TO HOLD the same unto said party of the second part, and to the proper use, benefit and behoof, forever, of said party of the second part.

This deed is executed by the party of the first part, as Trustee, as aforesaid, pursuant to and in the exercise of the power and authority granted to and vested in it by the terms of said Deed or Deeds in Trust and the provisions of said Trust Agreement above mentioned, and of every other power and authority thereunto enabling. This deed is made subject to the liens of all taxes, deeds and/or mortgages upon said real estate, if any, recorded or registered in said county.

IN WITNESS WHEREOF, said party of the first part has caused its corporate seal to be hereunto affixed, and has caused its name to be signed to these presents by one of its Vice Presidents or its Assistant Vice Presidents and attested by its Assistant Secretary, the day and year first above written.

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO as Trustee, as aforesaid, and not personally.



By: [Signature] VICE PRESIDENT

Attest: [Signature] ASSISTANT SECRETARY

STATE OF ILLINOIS, COUNTY OF COOK } SS.

THIS INSTRUMENT PREPARED BY

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO 33 N. LAUREL ST. CHICAGO, ILLINOIS

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that the above named Vice President and Assistant Secretary of the AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a National Banking Association, Grantor, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Assistant Secretary respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said National Banking Association for the uses and purposes therein set forth; and the said Assistant Secretary, then and there acknowledged that said Assistant Secretary, as custodian of the corporate seal of said National Banking Association caused the corporate seal of said National Banking Association to be affixed to said instrument as said Assistant Secretary's own free and voluntary act and as the free and voluntary act of said National Banking Association for the uses and purposes therein set forth.

OFFICIAL SEAL of Notary Public in and for the State of Illinois, Name: Steven G. Burns, My Commission Expires 3/21/90

[Signature] Date: JAN 07 1988 Notary Public

DELIVERY NAME: Steven G. Horowitz, Esq. Cleary, Gottlieb, Steen & Hamilton STREET: One State Street Plaza CITY: New York, New York 10004

FOR INFORMATION ONLY INSERT STREET ADDRESS OF ABOVE DESCRIBED PROPERTY HERE East Golf Road Arlington Heights, Illinois

Vertical text on the right edge of the document, including '3680595' and other markings.

