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SECRETARY'S CERTIFICATE

I, Louis H. Marks, being the duly elected, qualified and acting Secretary of each of: Bel Air Realty Company; Double Drive-In Corporation, both being Delaware corporations, Belmont Amusement Corporation; Dearborn Theatres, Inc.; Evanston Theatres Inc.; Fine Arts Theatres, Inc.; Hillside Amusement Corporation; Hillside Square Theatres, Inc.; Hyde Park Theatres, Inc.; M&R Theatres, Inc.; River Run Theatres, Inc.; Webster Place Theatres, Inc. and Y&W Theatre, Inc., all being Illinois corporations, (collectively the "Corporations"), DO HEREBY CERTIFY that:

Attached hereto as Exhibit A is a true and correct copy of the resolutions duly adopted by the Board of Directors and Shareholders of the Corporations and the same have not been altered, amended or repealed as of the date hereof.

IN WITNESS WHEREOF, I have set my hand this 2nd day of November, 1988.



Louis H. Marks

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EXHIBIT A

FURTHER RESOLVED, that the form, terms and provisions of the Agreement by and among the Corporation, Loews Chicago Cinemas, Inc. and each of the parties listed therein, dated as of September 2, 1988, (the "Agreement"), including all schedules, exhibits and other documents contemplated thereby, pertaining to the sale and/or lease of certain assets of the Corporation which are used in the motion picture exhibition business, is hereby, in all respects, approved, confirmed and ratified; and further resolved, that the execution and delivery of the Agreement by the President or other proper officer and the performance of the Corporation's obligations under the Agreement and all schedules, exhibits and other documents thereto are hereby, in all respects, approved, confirmed and ratified.

FURTHER RESOLVED, that the form, terms and provisions of any and all transfer documents, including but not limited to, bills of sale, leases, subleases, assignments of leases and subleases, deeds and deeds conveying improvements (the "Transfer Documents") and the Corporation's performance of its obligations under such Transfer Documents, are hereby, in all respects, approved; and further resolved, that the President, Vice President, Treasurer and/or Secretary of the Corporation are hereby authorized and directed to execute and deliver the Transfer Documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, substantially in the form approved, with such changes therein and modifications thereto as such executing officers may in their sole discretion approve, which approval shall be conclusively evidenced by their execution thereof.

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Corporation are hereby authorized and directed to take all such further action, to execute and deliver the

agreements, instruments and documents authorized in the foregoing resolutions and all such further agreements, instruments and documents relating thereto in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable.

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SECRETARY'S CERTIFICATE

The undersigned, Assistant Secretary of Loews Chicago Cinemas, Inc., an Illinois corporation, does hereby certify that attached hereto is a true copy of resolutions duly adopted by the Board of Directors of said Corporation at a meeting thereof duly convened and held on the 25th day of August, 1988, at which meeting a quorum was present and acting throughout, and that said resolutions are valid and in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of Loews Chicago Cinemas, Inc., this 25th day of August, 1988.

David I. Badain
Assistant Secretary

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RESOLVED, that the Corporation be, and it hereby is, authorized to enter into an agreement among the Corporation and each of the Sellers named therein (the "Agreement"), pursuant to which the Corporation will purchase certain theater assets of the Sellers, for a purchase price of \$67,500,000, subject to adjustment;

RESOLVED, that the Agreement be, and it hereby is, authorized and approved, and that the appropriate Officers of the Corporation be, and each of them hereby is, authorized to execute and deliver, in the name and on behalf of the Corporation, the Agreement, the execution by such Officer or Officers to be conclusive evidence of such approval;

RESOLVED, that the appropriate Officers of the Corporation be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Corporation, to take such other and further actions, and to execute and deliver all agreements, instruments, notices, waivers, consents and other documents which any such Officer deems necessary, desirable or appropriate to effectuate the Agreement and any other transactions contemplated by the Agreement and to effectuate the purpose and intent of the foregoing resolutions, the authority for the taking of such actions and the execution and deliver of such agreements, instruments, notices, waivers, consents and documents to be conclusively evidenced thereby.

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EXHIBIT A

The buildings, improvements, and fixtures of every kind and nature located on the following described land:

PARCEL 1:

LOT 4 (EXCEPT THAT PART LYING NORTH OF A LINE 380 FEET SOUTH OF THE NORTH LINE OF SECTION 13 (ALSO BEING THE CENTER LINE OF HINTZ ROAD) AND EAST OF A LINE 216 FEET WEST OF THE WEST LINE OF LOT 5 EXTENDED) IN HENRY GRANDT AND OTHERS SUBDIVISION OF PART OF THE SOUTH 1420.62 FEET OF SECTION 12 WEST OF THE CENTER OF MILWAUKEE AVENUE AND A PART OF THE NORTH 1/2 OF SECTION 13, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF SAID SUBDIVISION RECORDED IN THE REGISTRARS OFFICE OF COOK COUNTY, ILLINOIS ON JANUARY 29, 1923 AS DOCUMENT #172867 IN COOK COUNTY, ILLINOIS

ALSO

PARCEL 2:

THAT PART LYING WEST OF THE CENTER LINE OF MILWAUKEE AVENUE OF A TRACT OF LAND DESCRIBED AS FOLLOWS COMMENCING ON THE EAST LINE OF THE WEST 1/2 OF THE NORTH EAST 1/4 OF SECTION 13, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, 8.9 CHAINS SOUTH OF THE NORTH EAST CORNER THEREOF, THENCE SOUTH ON SAID LINE 5.10 CHAINS THENCE WEST PARALLEL WITH THE NORTH LINE OF SAID SECTION, 32.80 CHAINS TO A POINT 7.20 CHAINS EAST OF THE WEST LINE OF THE EAST 1/2 OF THE NORTH WEST 1/4 OF SAID SECTION, THENCE NORTH PARALLEL WITH SAID WEST LINE 6.64 CHAINS, THENCE EAST PARALLEL WITH THE NORTH LINE OF SAID SECTION, 21.80 CHAINS TO THE CENTER OF THE DES PLAINES RIVER, THENCE SOUTHERLY ALONG THE CENTER OF SAID RIVER 1.57 CHAINS, THENCE EAST PARALLEL WITH SAID NORTH LINE 10.37 CHAINS TO THE PLACE OF BEGINNING (EXCEPT ANY PART FALLING SOUTH OF THE NORTH 924 FEET OF SAID SECTION) IN COOK COUNTY, ILLINOIS.

P. I. Number: 03-13-101-016
03-13-101-024
03-13-200-009

Street Address: 1010 South Milwaukee
Wheeling, Illinois

This instrument was prepared by
and after recording return to:

Maureen A. Dowd
Kirkland & Ellis
200 E. Randolph
Chicago, IL 60601

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01/20/08

SPECIAL WARRANTY DEED
(Corporation to Individual)
(Mincel)

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CAUTION: Consult a lawyer before using this form. As warranties including merchantability and fitness are excluded.

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THIS INDENTURE, made this 2nd day of November, 1988, between M & R THEATRES, INC.

3751053

a corporation created and existing under and by virtue of the laws of the State of Illinois and duly authorized to transact business in the State of Illinois, party of the first part, and LOEWS CHICAGO CINEMAS, INC., an Illinois corporation, 711 Fifth Avenue, New York, NY

Above Space For Recorder's Use Only

party of the second part, WITNESSETH, that the party of the first part, for and in consideration of the sum of Ten and no/100 \$10.00 Dollars and other good and valuable consideration

in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, and pursuant to authority of the Board of Directors of said corporation, by these presents, does REMISE, RELEASE, ALIEN AND CONVEY unto the party of the second part, and to its heirs and assigns, FOREVER, all the following described land, situated in the County of Cook and State of Illinois known and described as follows, to wit:

Legally described on Exhibit A attached hereto and made a part hereof.

This deed is subject to the condition that title to the buildings, improvements and fixtures of every kind and description then located on the land shall revert to the grantor or its successors or assigns of the land upon termination of a certain Lease dated November, 1988, by and between grantor and grantee, demising the land described on Exhibit A attached hereto and made a part hereof (the "Lease"). A memorandum of the Lease was filed in the Office of the Registrar of Titles of Cook County, Illinois on November, 1988, as Document No. _____.

COOK CC. NO. 016 2 3 0 9 9 9
STATE OF ILLINOIS REAL ESTATE TRANSFER TAX
NOV 2 '88 DEPT. OF REVENUE 56.75
P.B. 11252

Cook County, REAL ESTATE TRANSACTION TAX
REVENUE STAMP NOV 7 '88 56.75
FD-11424

Together with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of the party of the first part, either in law or equity, of, in and to the above described premises, with the hereditaments and appurtenances: TO HAVE AND TO HOLD the said premises, as above described, with the appurtenances, unto the party of the second part, its heirs and assigns forever.

And the party of the first part, for itself and its successors, does covenant, promise and agree, to and with the party of the second part, its heirs and assigns, that it has not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner incumbered or charged, except as herein recited; and that the said premises, against all persons lawfully claiming, or to claim the same, by, through or under it, it WILL WARRANT AND FOREVER DEFEND.

IN WITNESS WHEREOF, said party of the first part has caused its corporate seal to be hereto affixed, and has caused its name to be signed to these presents by its _____ President, and attested by its _____ Secretary, the day and year first above written.

M & R THEATRES, INC.

By [Signature]

Attest: [Signature] Secretary

This instrument was prepared by Maureen A. Dowd, Kirkland & Ellis, 200 East Randolph Drive, Chicago, IL 60601

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STATE OF ILLINOIS ss.
COUNTY OF COOK

I, the undersigned a notary public
in and for said County, in the State aforesaid. DO HEREBY CERTIFY that MARTIN ROSENFELD
personally known to me to be the President of the corporation, and LOUIS MARIS
personally known to me to be the Secretary of said corporation, and personally known to
me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this
day in person and severally acknowledged that as such President and Secretary,
they signed and delivered the said instrument and caused the corporate seal of said corporation to be
affixed thereto, pursuant to authority, given by the Board of Directors of said corporation
as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and
purposes therein set forth.

GIVEN under my hand and official seal this 2ND day of November 19 88
Rinda Menges
Notary Public
Commission expires 3-19-89

CHICAGO TITLE INS.
7173529

3751053

of Grantor

3751053

DELIVER TO

Address: MS

Remainder to

3751053

NOV 2 1988

3751053

MB DIRECTIVE

1483395

10000

SPECIAL WARRANTY DEED
Corporation to Individual

TO

ADDRESS OF PROPERTY:

MAIL TO:

GEORGE E. COLE
LEGAL FORMS