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JIM EDGAR
SECRETARY OF STATE



03795461

OFFICE OF THE SECRETARY OF STATE

DATE: 05/12/89

SPRINGFIELD, ILLINOIS 62756

FILE: 8003110

BERRETTINI, MORANDO
200 WEST 22ND STREET
LOMBARD, IL. 60148

RE: CAMBRIDGE ASSOCIATES LIMITED PARTNERSHIP

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND FILE YOUR CERTIFICATE OF LIMITED PARTNERSHIP THAT CREATED YOUR LIMITED PARTNERSHIP WITH THIS OFFICE ON MAY 12, 1989. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR VENTURE. PLEASE NOTE THE ASSIGNED FILE NUMBER MUST BE USED WHEN TRANSACTING ANY BUSINESS WITH THIS OFFICE.

A COPY OF THIS APPLICATION MUST BE RECORDED WITH THE RECORDER IN THE COUNTY IN WHICH THE ILLINOIS REGISTERED AGENT HAS HIS OFFICE. RECORDING FEES VARY FROM COUNTY TO COUNTY.

THE ACT, AT SECTION 1105, REQUIRES THAT A FEDERAL EMPLOYER IDENTIFICATION NUMBER BE PROVIDED FOR ALL LIMITED PARTNERSHIP FILINGS. THE NUMBER IS AN IMPORTANT PART OF OUR INDEXING SYSTEM TO ASSURE IDENTIFICATION. THE ACT REQUIRES THAT IT BE OBTAINED ON BEHALF OF THE LIMITED PARTNERSHIP AND GIVEN TO THE SECRETARY OF STATE WITHIN 180 DAYS AFTER FILING. FEIN NUMBERS CAN BE OBTAINED BY CONTACTING THE U.S. INTERNAL REVENUE SERVICE OR SOCIAL SECURITY ADMINISTRATION OFFICE IN YOUR AREA.

THIS OFFICE LOOKS FORWARD TO ASSISTING YOU IN THE FUTURE.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jim Edgar".

JIM EDGAR
SECRETARY OF STATE
CORPORATION DEPARTMENT
LIMITED PARTNERSHIP DIVISION
TELEPHONE: (217) 785-8960

MAY 15 1989

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OFFICE OF THE CLERK OF COOK COUNTY
JANUARY 1998

STATE OF ILLINOIS
COUNTY OF COOK

IN SENATE

Property of Cook County Clerk's Office

RESOLUTION NO. 1000
AN ACT TO AMEND THE
CHARTER OF COOK COUNTY
BY CHANGING THE
MANNER OF ELECTING
THE CLERK OF COOK COUNTY

882 21 JAN

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LP 201

JIM EDGAR 7 9 5 4 6 1
Secretary of State
State of Illinois

Submit in Duplicate

\$75.00 filing fee. See other side for acceptable forms of payment.

CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

5003110

5003110 SOSIL 05/12/89
75.00 IO 000007059 FILED

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the undersigned general partners hereby form the limited partnership named below:

- The limited partnership's name is: Cambridge Associates Limited Partnership (Note 1)
Applied for and will be supplied within 180 days (Note 2)
- The Federal Employer Identification Number (F.E.I.N.) is: _____ (Note 2)
- This certificate of limited partnership is effective on: (Check one)
a) the filing date, or
b) _____ another date not more than 60 days subsequent to the filing date. Specify: _____
- The limited partnership's registered agent's name and registered office address is:
Registered Agent: Berkeleini Morando
Last Name First Name Middle Name
Firm Name (if any) _____
Registered Office: 200 West 22nd Street
(P.O. Box alone is unacceptable) Number Street Suite #
Lombard DuPage Illinois 60148
City County Zip Code
5. The address, including county, of the office at which the records required by Section 104 are to be kept is:
200 West 22nd Street
Lombard [DuPage County], Illinois 60148 (Note 3)
- The limited partnership's purpose(s) is: Real estate ownership and operation 60511
- The latest date upon which the limited partnership is to dissolve is: December 31, 2030
- The total aggregate amount of cash and the aggregate agreed value of other property or services contributed by the partners and which they have agreed to contribute is: \$ 600,000.00
- Distributions to be made in proportion to Profit Sharing Interests
A brief statement of the partners' membership termination and distribution rights, if any. One 8-1/2" x 11" card paper may be used, if needed, and attached to this form. The full text of such rights should be on file in the partnership's Section 104 office.
No Partner may demand termination of the Partnership.
- The names (last name first) and business addresses of all general partners must be listed:

<u>The Omega Group, Inc.</u>	<u>233 East Ontario, #2302-B, Chicago, IL 60611</u>
General Partner's Name	Business Address

_____	_____
General Partner's Name	Business Address

1015 The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

1016 All general partners are required to sign the certificate of limited partnership.

1016 Signature _____
Name (please print or type) _____

Gerald M. Walanka / President
Signature Gerald Walanka
The Omega Group, Inc. - General Partner
Name (please print or type)

If additional space is needed, this list must be continued in the same format on a plain white 8-1/2" x 11" sheet, which must be stapled to this form. Number of additional pages: 0

5525
8368

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File No. _____

Form LP 201

CERTIFICATE OF LIMITED PARTNERSHIP

Filing Fee \$75

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!

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope is included.

RETURN TO:

Secretary of State
Corporation Department
Limited Partnership Division
Springfield, Illinois 62756
Telephone (217) 785-8960

CPS-1

Property of Cook County Clerk's Office

NOTES

- Note 1: The name of the limited partnership must contain, without abbreviation, the words "limited partnership."
- Note 2: If the Federal Employer Identification Number has not been obtained at the time of filing this document, it shall be obtained and shall be reported to the Secretary of State within 180 days after the date of filing this certificate.
- Note 3: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

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0 3 7 9 5 4 6 1

UNANIMOUS CONSENT OF
THE DIRECTORS OF
THE OMEGA GROUP, INC.

The Undersigned, being all the members of the Board of Directors of THE OMEGA GROUP, INC., an Illinois corporation, hereby consent in writing, without a meeting, pursuant to the authority of Section 8.45 of the Illinois Business Corporation Act, and agree to the following actions as if the Board of Directors has convened and acted favorably upon these matters:

RESOLVED, that this corporation will acquire a one percent (1%) interest as General Partner in Cambridge Associates Limited Partnership, a to-be-formed Illinois Limited Partnership which will acquire a 240-unit apartment complex, commonly known as 4127 West 127th Street, Alsip, Illinois (the "Premises"), and to transfer legal title to the real estate to the Partnership.

FURTHER RESOLVED, that the form, terms, and provisions of the proposed Firm Commitment ("Commitment") by and between this corporation, as General Partner on behalf of Cambridge Associates Limited Partnership, a to-be-formed Illinois Limited Partnership (the "Mortgagor") and TRI Capital Corporation (the "Lender") pursuant to which the Mortgagor will borrow \$6,200,000 to be provided by TRI in the form of a HUD Co-Insured Section 223(f) Loan, the latest draft of which is attached to, and incorporated as part of, this resolution, are hereby approved.

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed, without further resolution of this Board of Directors, to execute the Commitment, making such changes as they, with the approval of counsel to this corporation, may deem appropriate (their signatures to be conclusive evidence of their approval).

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed, without further resolution of this Board of Directors, and upon advice of counsel to this corporation, to execute all ancillary instruments and documents, and to take all action they may deem necessary or appropriate to carry into effect the Commitment, and to consummate the transaction provided for therein.

DATED: May 1, 1989


GERALD WALANKA


MORANDO BERRETTINI


JACK NORMAN

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QUIT-CLAIM DEED

3795461

MAIL TO:

NAME: Arnold M. Flank, Esq.
39 S. LaSalle Street, #408
ADDRESS: Chicago, IL 60603

CITY & STATE

THE GRANTOR The Omega Group, Inc., an Illinois corporation

of the City of Chicago County of Cook State of Illinois
for and in consideration of Ten (\$10.00) DOLLARS
and other good and valuable considerations in hand paid,

CONVEY and QUIT CLAIM to Cambridge Associates Limited Partnership, an Illinois Limited Partnership of the Village of Lombard County of DuPage State of Illinois all interest in the following described Real Estate situated in the County of Cook in the State of Illinois, to wit:

Lots 1 through 11, in the Cambridge Square Apartment Development, being a Subdivision of part of the North East 1/4 of the North East 1/4 of Section 34, Township 37 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois.

- P.P.I.N. Nos.: 2423201010
2423201011
2423201012
2423201013
2423201014
2423201015
2423201016
2423201017
2423201018
2423201019
2423201020

Address: 4033-4127 West
121st Street, Alsip

hereby releasing and waiving all rights under and by virtue of the Homestead Exemption Laws of the State of Illinois.

DATED this 17th day of May 1989

APPROVED: Samuel H. Sinki, Assistant Secretary
By: [Signature] President

NOTE: PLEASE TYPE OR PRINT NAME BELOW ALL SIGNATURES.

Cambridge Associates Limited Partnership	c/o Morando Berrettini 200 W. 22nd Avenue; Lombard, IL 60148
Name of Grantee	Address Zip
Cambridge Associates Limited Partnership	c/o Morando Berrettini 200 W. 22nd Avenue; Lombard, IL 60148
Name of Taxpayer	Address Zip
Arnold M. Flank, Esq.	39 S. LaSalle St., #408, Chicago, IL 60603
Name of Person Preparing Deed	Address Zip

This conveyance must contain the name and address of the grantee, (Ch.115: 12.1) name and address for tax billing, (Ch.115: 9.2) and name and address of person preparing instrument: (Ch.115: 9.3)

3795461

TRANSFER STAMP

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Gerald M. Walanka and Samuel H. Binkin, being the President and Assistant Secretary, respectively, of The Omega Group, Inc. are personally known to me to be the same person s whose name s are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as their free and voluntary act, for the uses and purposes therein set forth, including the release and waiver of the right of homestead.

Given under my hand and notarial seal this 17th day of May 1989

(Impress Seal Here)

[Handwritten Signature]
Notary Public

Commission Expires

OFFICIAL SEAL
ARNOLD M. FLANK
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. MAY 18, 1991

Property of Cook County Clerk's Office

State of Illinois
DEPARTMENT OF REVENUE
STATEMENT OF EXEMPTION UNDER REAL ESTATE TRANSFER TAX ACT

I hereby declare that the attached deed represents a transaction exempt under provisions of Paragraph 2, Section 4, of the Real Estate Transfer Tax Act.

Dated this 17th day of May 1989.

[Handwritten Signature]
Signature of Buyer-Seller or the Representative of The Omega Group, Inc.

(1002)
(1002)

GREATER ILLINOIS
TITLE COMPANY
BOX 118
1025 78
REV 5/78

3795461
1989 MAY 17 PM 3:22
CAROL MOSELEY BRAIN
REGISTRAR OF TITLES

Age of Grantee
Age of Grantee
[Handwritten Signature]

[Handwritten Notes]
3795461

QUIT-CLAIM DEED