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Mr. Milton Roth, Lwyr.
3637 Grant St.
Gary, Ind. 46408

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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

Oct 30 10 04 AM '69

ANDREW J. HICENKO
RECORDER

We, the undersigned, being duly sworn, desiring to form

a limited partnership under and pursuant to the Uniform Limited Partnership Act of the State of Indiana, do hereby certify as follows:

1. The name of the partnership is

MIDDLEBURY VILLAGE ASSOCIATES

2. The character of the business of the partnership is

to acquire, own, improve, develop, build upon, lease, sell and hold for investment, real property.

3. The location of the principal place of business of the partnership is 32 West Randolph Street, Chicago, Illinois.

4. a) The name and place of residence of the general partner is:

Morris Kalish
8201 Lake Shore Drive
Gary, Indiana

b) The name and place of residence of the limited partners are:

Saul Bellow
5805 So. Dorchester
Chicago, Illinois

Myron E. Oppenheim
2430 Woodbridge Lane
Highland Park, Illinois

George Shipporeit
2916 Grant Avenue
Evanston, Illinois

John C. Heinrich
580 North Lake Shore Dr.
Chicago, Illinois

Milton Roth
6851 Ironwood Avenue
Gary, Indiana

Lawrence Novak
754 Stonegate Drive
Highland Park, Illinois

5. The term for which the partnership is to exist is from the date of the filing of the Certificate of Limited Partnership until December 31, 2010. The partnership may terminate prior to December 31, 2010 in the event of:

a) The death, withdrawal, retirement, assignment for the benefit of creditors or adjudication in bank-

ruptcy or insanity of the general partner.

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6. The amount of cash contributed by each limited partner shall be as follows:

<u>Limited Partner</u>	<u>Amount</u>
Saul Bellow\$	\$ 36,000.00
Myron E. Oppenheim	22,500.00
George Shipporeit	18,750.00
John C. Heinrich	18,750.00
Milton Roth	9,000.00
Lawrence Novak	7,500.00

No property other than cash has been contributed by limited partners.

7. No additional contributions have been agreed to be made by the limited partners.

8. There is no time agreed upon as to when the contribution of the limited partners are to be returned, except that they shall be returned if initial endorsement of the FHA mortgage in Project No. 073-44018-LDF-12 does not occur prior to December 31, 1969.

9. The share of the profits which the limited partners are receive by reason of their contributions are as follows:

<u>Limited Partner</u>	<u>Share of Profits</u>
Saul Bellow\$	24%
Myron E. Oppenheim	15%
George Shipporeit	12-1/2%
John C. Heinrich	12-1/2%
Milton Roth	6%
Lawrence Novak	5%

10. There is no right of the limited partner to substitute an assignee as the contributor in his place.

11. The general partner does not have the right to admit additional limited partners. Additional limited partners may be admitted upon the written agreement of all the partners.

12. No limited partner has priority over any other limited

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partner as to contributions or as to compensation by way of income.

13. In the event of the death, retirement or insanity of the general partner, the limited partners may elect to continue the business of the partnership.

14. No limited partner has the right to demand and receive property other than cash in return for his contribution.

DATED as of the 1st day of April, 1969.

General Partner:

Limited Partners:

Morris Kalish
Morris Kalish

Saul Bellows
Saul Bellows



Myron E. Oppenheim
Myron E. Oppenheim

George Shipporeit
George Shipporeit

John C. Heinrich
John C. Heinrich

Milton Roth
Milton Roth

Lawrence Novak
Lawrence Novak

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STATE OF INDIANA)
COUNTY OF LAKE)

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Subscribed and sworn to before me by Morris Kalish, the general partner, this 20th day of October, 1969.

[Signature]
Notary Public

My Commission Expires: June 7, 1973



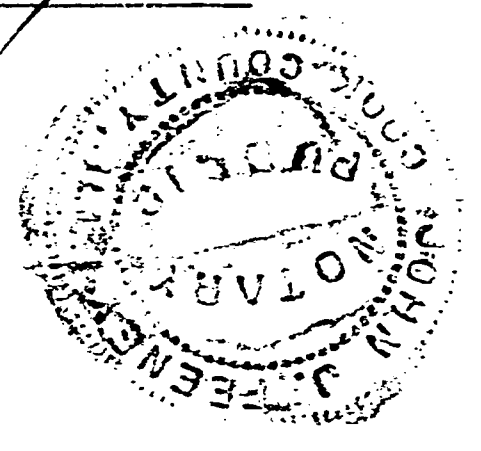
STATE OF INDIANA)
COUNTY OF LAKE)



Subscribed and sworn to before me by Saul Bellows, Myron E. Oppenheim, George Shipporeit, John C. Heinrich, Milton Roth, Lawrence Novak, the limited partners, this 20th day of October, 1969.

[Signature]
Notary Public

My Commission Expires: June 7, 1973



This instrument prepared by Milton Roth, 3637 Grant Street, Gary, Indiana 46408.