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Baker & Daniels  
810 W. Michigan Street Bldg.  
Spokane, WA 99204  
Robert B. Daniels

CERTIFICATE OF LIMITED PARTNERSHIP OF VMS NATIONAL RESIDENTIAL PORTFOLIO II

This Certificate is executed this 18 day of October, 1984, by VMS REALTY PARTNERS, the Managing General Partner of VMS NATIONAL RESIDENTIAL PORTFOLIO II, a limited partnership organized under the laws of the State of Illinois, which limited partnership, desiring to conduct business in Indiana and to take advantage of the provisions of the Indiana Uniform Limited Partnership Act, as amended, hereby files this Certificate of Limited Partnership for the purpose of complying with Ind. Code § 23-4-2-1 et seq.

(1) Name. The name of the Partnership is "VMS NATIONAL RESIDENTIAL PORTFOLIO II."

(2) Character of Business in Indiana. The character of the business of the Partnership in Indiana shall be to act as a general partner of a general partnership which will engage in the acquisition of interests in, and development, improvement, leasing and maintenance of, certain property located at 200 West 75th Place, in Merrillville, Lake County, Indiana, the legal description of which is set forth in Exhibit A attached hereto; and generally to acquire, maintain, lease, own, hold, develop, exchange, invest and reinvest in interests in real property, and to do all things necessary or incidental to such business.

(3) Principal Office and Place of Business. The principal place of business of the Partnership in Indiana shall be at the location of the property described in Section 2, in Merrillville, Indiana. The principal office of the Partnership is located in Illinois at the following address: c/o VMS REALTY, INC. 8700 West Bryn Mawr Avenue, Chicago Illinois 60631. The Partnership may maintain such additional offices or places of business as may be determined by the General Partner from time to time.

The following provisions of the attached Certificate of Limited Partnership (the "Certificate") filed by the Partnership in Cook County, Illinois, which Certificate, being a true, accurate and complete copy of the certificate of Limited partnership pursuant to which the Partnership was formed upon filing thereof, is attached hereto as Exhibit B, are incorporated herein by the following references thereto in respect to each of the following additional matters respecting the Partnership:

(4) The name and place of residence of each member; general and limited partnership is to exist: Certificate paragraph no. 4;

(5) The term for which the partnership is to exist: Certificate, paragraph no. 5;

(6) The amount of cash and a description of and the agreed value of the other property contributed by each limited partner: Certificate, paragraph no. 6;

(7) The additional contributions, if any agreed to be made by each limited partner and the times at which or events on the happening of which they shall be made: Certificate, paragraph no. 7;

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD  
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W. P. HENNING JR.

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(8) The time, if agreed upon, when the contribution of each limited partner is to be returned: Certificate, paragraph no. 8;

(9) The share of the profits or the other compensation by way of income which each limited partner shall receive by reason of his contribution: Certificate, paragraph no. 9;

(10) The right, if given, of a limited partner to substitute an assignee as contributor in his place, and the terms and conditions of the substitution: Certificate, paragraph no. 10;

(11) The right, if given, of the partners to admit additional limited partners: Certificate, paragraph no. 11;

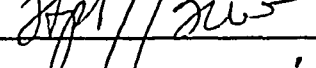
(12) The right, if given, of one or more of the limited partners to priority over other limited partners, as to contributions or as to compensation by way of income, and the nature of such priority: Certificate, paragraph no. 12;

(13) The right, if given, of the remaining general partner or partners to continue the business on the death, retirement, or insanity of a general partner: Certificate, paragraph no. 13;

(14) The right, if given, of a limited partner to demand and receive property other than cash in return for his contribution: Certificate, paragraph no. 14;

IN WITNESS WHEREOF, the undersigned executes this Certificate on the date first above mentioned.

MANAGING GENERAL PARTNER:  
VMS REALTY PARTNERS

By:  , Authorized Agent

Printed Name

Stephen Berini

STATE OF Illinois )  
COUNTY OF DuPage ) SS.

I, the undersigned, a Notary Public in and for said County in the State aforesaid, DO HEREBY CERTIFY that Robert D. VanKampen, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is a general partner of VMS Realty Partners, an Illinois general partnership, and that the statements set forth in the foregoing Certificate and Agreement are true and correct, and that he signed the same as his free and voluntary act and as the free and voluntary act of said partnership for the uses and purposes therein set forth.

Subscribed and sworn to before me this 26th day of September, 1984.

Cindy K. Greenfield  
Notary Public

My commission expires:

My Commission Expires April 23, 1987

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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 Peter R. Morris, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is a general partner of Chicago Wheaton Partners, an Illinois general partnership, that the statements set forth in the foregoing Certificate and Agreement are true and correct, and that he signed the same as his free and voluntary act and as the free and voluntary act of said partnership for the uses and purposes therein set forth.

Subscribed and sworn to before me this 25<sup>th</sup> day of September, 1984.

Carolyn L. Christopher  
Notary Public

My commission expires:

My Commission Expires Oct 6, 1987

27272722

STATE OF Illinois )  
COUNTY OF Cook ) SS.

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Carl A. Stone, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is a general partner of Chicago Wheaton Partners, an Illinois general partnership, that the statements set forth in the foregoing Certificate and Agreement are true and correct, and that he signed the same as his free and voluntary act and as the free and voluntary act of said partnership for the uses and purposes therein set forth.

Subscribed and sworn to before me this 25<sup>th</sup> day of September, 1984.

Carlynn L. Christopher  
Notary Public

My commission expires:

My Commission Expires Oct. 6, 1987

27272722

STATE OF Illinois,  
COUNTY OF Cook ) ss.

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Joel A. Stone, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is President of VMS Realty, Inc., an Illinois corporation, that the statements set forth in the foregoing Certificate and Agreement are true and correct, and that he signed the same as his free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Subscribed and sworn to before me this 25<sup>th</sup>  
day of September, 1984.

Carolyn L. Christopher  
Notary Public

My commission expires:

My Commission Expires Oct. 6, 1987

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*Handwritten initials*

END OF RECORDED DOCUMENT

STATE OF New York )  
COUNTY OF New York ) SS:

Stephen Berini, being duly sworn according to law, acknowledges the execution of the foregoing Certificate and deposes and says that the facts set forth in the foregoing Certificates are true and correct.

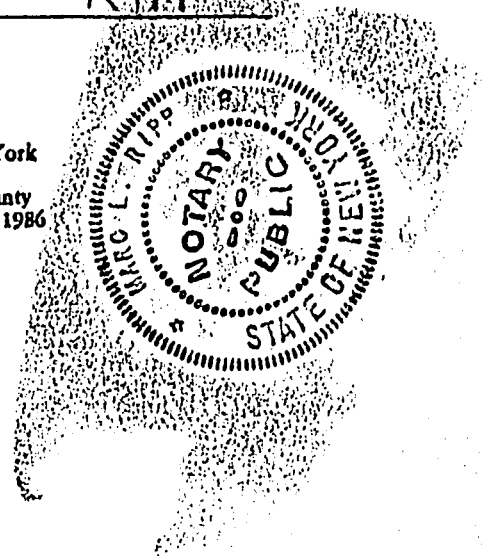
x [Signature]  
Stephen Berini, Authorized Agent

Subscribed and sworn to before me, the undersigned Notary Public and for said county and State, this 18 day of October, 1984.

[Signature]  
Notary Public  
MARC L. RIPP  
Printed Name

I am a resident of N.Y. County,  
My Commission expires: \_\_\_\_\_

MARC L. RIPP  
Notary Public, State of New York  
No. 31-4806229  
Qualified in New York County  
Commission Expires March 30, 1986



**Parcel 1:** Part of the Southeast Quarter of the Southeast Quarter of Section 16, Township 35 North, Range 8 West of the 2nd P.M., described as follows: Commencing at a point in the East line of Section 16; Township 35 North, Range 8 West of the 2nd P.M., which is 793.34 feet North of the Southeast corner of said Southeast Quarter (said point being the Northeast corner of Southmoor Park 2nd Addition, Plat Book 30, page 59 in Recorder's Office of Lake County, Indiana), thence West on the North line of said Southmoor Park 2nd Addition (being a line which forms an angle of 90 degrees 42 minutes 15 seconds with last described line) a distance of 330.0 feet and to the true point of beginning; thence North on a line which is parallel with the East line of Section 16 a distance of 395.28 feet to a point in a line which is 1188.65 feet North of the Southeast corner of Section 16 (measured along the East line of said Section); thence West a distance of 141.91 feet to the Southwest corner of tract described in said Deed Record 873, page 122, thence North 153.84 feet; thence West 451.08 feet to a point 400 feet East of the West line of the Southeast Quarter of the Southeast Quarter (or School Lot 16) of Section 16; thence South 549.12 feet to the North line of said Southmoor Park 2nd Addition; thence East along said line 594 feet to the point of beginning, in Lake County, Indiana.

**Parcel 2:** Part of the Southeast Quarter of the Southeast Quarter of Section 16, Township 35 North, Range 8 West of the 2nd P.M., described as follows: Beginning on the West line of the Southeast Quarter of the Southeast Quarter of Section 16, Township 35 North, Range 8 West of the 2nd P.M., at the Northwest corner of Southmoor Park 2nd Addition, Plat Book 30, page 59, in the Recorder's Office of Lake County, Indiana, (said point being 794.54 feet North of the Southwest corner of said Southeast Quarter of the Southeast Quarter), thence North along the West line of the Southeast Quarter of the Southeast Quarter of Section 16 a distance of 220.00 feet (to the Northwest corner of tract described in Deed Record 1130, page 251, to John A. Kordys and wife, Audrey F.) to the true point of beginning; thence East on a line parallel with the North line of said Southmoor Park 2nd Addition (being the North line of a tract described in Deed from Albert M. Popp and wife, Clara A., to John A. Kordys and wife, Audrey F., recorded in Deed Record 1130, page 251 and said North line extended) a distance of 400 feet; thence North on a line parallel with the West line of the Southeast Quarter of the Southeast Quarter of Section 16 (being the West line of said Parcel 1 above) a distance of 60 feet; thence West on a line parallel with the North line of said Southmoor Park 2nd Addition which line is 60 feet North of and parallel to the first described course in this parcel, a distance of 400 feet to the West line of said Southeast Quarter of the Southeast Quarter of Section 16, thence South on said West line of the Southeast Quarter of the Southeast Quarter of Section 16, a distance of 60 feet to the point of beginning, in Lake County, Indiana.

*Exhibit A*



STATE OF ILLINOIS, }  
County of Cook. } ss.

HARRY BUS YOURELL  
I, ~~XXXXXXXXXXXXXXXX~~ SIDNEY R. OLSEN, Recorder of Deeds, and Keeper of the Records of said Recorder of Deeds, in and for said County, in the State aforesaid, Do Hereby Certify, that the following is a true and correct photographic copy of the record of a certain Instrument filed in said Office the.....Twenty-seventh..... day of.....September.....A. D. 19.84.....as Document No.....27272722.....and recorded in ~~Book~~ Jacket.....of Records, at Page.....9...pages....

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Chicago, this.....Nineteenth.....day of.....October.....A. D. 19.84.....

*Harry Bus Yourell*  
Recorder of Deeds.

*Exhibit B*

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Box 179  
NAS

Limited Partnership Agreement  
and Certificate of Limited Partnership  
of VMS National Residential Portfolio II,  
an Illinois limited partnership

Pursuant to the provisions of the Uniform Limited Partnership Act of the State of Illinois, the undersigned, being all of the Partners of VMS National Residential Portfolio II, an Illinois limited partnership, being first duly sworn on oath, do hereby certify and state that:

1. The name of the partnership is "VMS National Residential Portfolio II", an Illinois limited partnership.

2. The character of the business to be conducted by the Partnership is the business of acquiring a general partnership interest in an Illinois general partnership which will acquire, own, operate, lease and sell (either directly or through investments in other limited partnerships) approximately 51 apartment complexes comprising a total of approximately 9500 residential units, and carrying out all activities pertaining thereto.

3. The location of the principal place of business of the Partnership is 8700 West Bryn Mawr, Chicago, Illinois.

4. The name and place of residence of each person or entity that is a member of the Partnership is as follows:

Managing General Partner:

VMS Realty Partners, an  
Illinois general partnership  
8700 West Bryn Mawr Avenue  
Chicago, Illinois 60631

General Partner:

Chicago Wheaton Partners, an  
Illinois general partnership  
8700 West Bryn Mawr Avenue  
Chicago, Illinois 60631

Limited Partner:

VMS Realty, Inc., an Illinois  
corporation  
8700 West Bryn Mawr Avenue  
Chicago, Illinois 60631

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Exhibit B

5. The Partnership is to (i) commence on the date of the filing of this Certificate and Agreement in the office of the County Clerk of Cook County and the initial publication of this Certificate and Agreement and (ii) continue until December 31, 2030, unless sooner terminated in accordance with this Certificate and Agreement.

6. The Limited Partner has contributed the sum of One Hundred Dollars (\$100.00) to the Partnership and shall not be obligated to make any further contribution.

7. There are no additional contributions which have been agreed to be made by the limited partner.

8. No Partner is entitled to a return of his capital contribution prior to the termination and liquidation of the Partnership, except that the Limited Partner shall be entitled to the return of its capital contribution upon its withdrawal from the Partnership, which shall occur at such time as additional limited partners are admitted to the Partnership.

9. The Partnership's net profits, net losses, and cash flow are to be allocated as follows: (i) 98% to Chicago Wheaton Partners, (ii) 1% to VMS Realty Partners; and (iii) 1% to VMS Realty, Inc.

10. The Limited Partner has no right to substitute an assignee of its interest in the Partnership as a Limited Partner therein unless the Managing General Partner consents to such substitution and this Certificate and Agreement is appropriately amended. This Certificate and Agreement shall be appropriately amended subsequent to any such transfer(s).

11. The Managing General Partner, in its sole and absolute discretion, and without the consent of the Limited Partner, may admit additional Limited Partners to the Partnership.

12. No Limited Partner shall have priority over any other Limited Partner as to contributions or as to compensation by way of income.

13. Upon the death, retirement, adjudication or bankruptcy, insolvency or insanity or dissolution and liquidation of the last remaining General Partner, the Limited Partner(s) may elect, within sixty (60) days thereafter, to continue the business of the Partnership, and such election shall be effected by an amendment to this Certificate and Agreement converting the interest of such General Partner to a limited partnership interest and the interest(s) of the Limited

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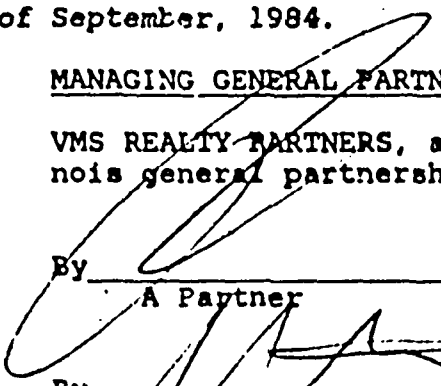
Partner(s) to general partnership interests. For purposes of this paragraph only, the General Partners hereby grant to the Limited Partner an irrevocable power-of-attorney, coupled with an interest, to amend this Certificate and Agreement.

14. The Limited Partner has no right to demand and receive property other than cash in return for its contribution.

IN WITNESS WHEREOF, the General and Limited Partners, each being duly sworn, have executed this Certificate and Agreement this 26th day of September, 1984.

MANAGING GENERAL PARTNER

VMS REALTY PARTNERS, an Illinois general partnership

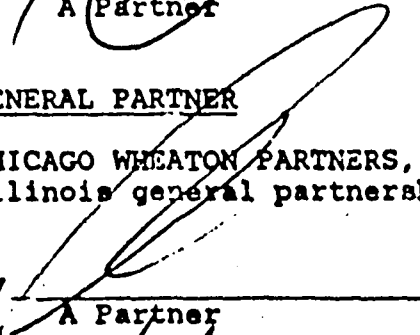
By  \_\_\_\_\_  
A Partner

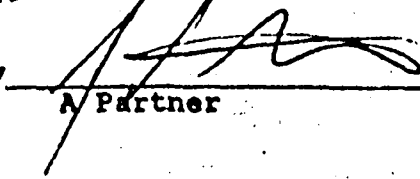
By  \_\_\_\_\_  
A Partner

By  \_\_\_\_\_  
A Partner

GENERAL PARTNER

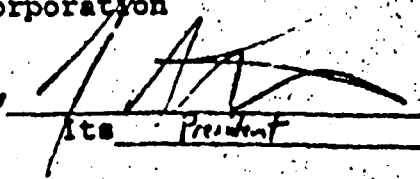
CHICAGO WHEATON PARTNERS, an Illinois general partnership

By  \_\_\_\_\_  
A Partner

By  \_\_\_\_\_  
A Partner

LIMITED PARTNER

VMS REALTY, INC., an Illinois corporation

By  \_\_\_\_\_  
Its President

27272722

STATE OF Illinois )  
COUNTY OF Cook ) SS.

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Peter P. Morris personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is a general partner of VMS Realty Partners, an Illinois general partnership, and that the statements set forth in the foregoing Certificate and Agreement are true and correct, and that he signed the same as his free and voluntary act and as the free and voluntary act of said partnership for the uses and purposes therein set forth.

Subscribed and sworn to before me this 25<sup>th</sup> day of September, 1987.

Carolyn L. Christopher  
Notary Public.

My commission expires:  
My Commission Expires Oct 6, 1987

27272722

STATE OF Illinois )  
COUNTY OF Cook ) SS.

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Joel R. Stone personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that he is a general partner of VMS Realty Partners, an Illinois general partnership, and that the statements set forth in the foregoing Certificate and Agreement are true and correct, and that he signed the same as his free and voluntary act and as the free and voluntary act of said partnership for the uses and purposes therein set forth.

Subscribed and sworn to before me this 25<sup>th</sup> day of September, 1984.

Carolyn L. Christopher  
Notary Public

My commission expires:

My Commission Expires Oct 2 1987

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