

*Steven Kennedy
707 Ridge Rd
Dundee
Suite 204*

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902584

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARK CENTER LIMITED PARTNERSHIP

We, the undersigned, desiring to form a limited partnership pursuant to the laws of the State of Illinois, do hereby certify as follows:

1. The name of the Partnership is "Park Center Limited Partnership."

2. The purposes of the Partnership are to (a) acquire, hold, own, develop, improve, remodel, renovate, operate, manage, lease, sell, and otherwise deal with certain real property commonly known as Park Center Office Complex, Crown Point, Indiana, and (b) do all other things necessary or desirable to further the purposes of the Partnership, including engaging in any and all activities related or incidental to the foregoing purposes.

3. The principal place of business of the Partnership is 867 North Dearborn Street, Chicago, Illinois 60610, or at such other place as may hereafter be determined by the General Partner.

4. (a) The name and address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
The Fogelson Co., Inc. an Illinois corporation	867 North Dearborn Street Chicago, Illinois 60610

(b) The names and places of residence of the Limited Partners are as follows:

<u>Name</u>	<u>Address</u>
Gerald W. Fogelson	180 East Pearson, #6103 Chicago, Illinois 60610
B J Spathies	731 Forest Glen Lane Oak Brook, Illinois 60521

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RECORDED, LAKE COUNTY
CROWN POINT, INDIANA 46307
J. BLASTICK

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5. The term for which the Partnership is to exist is thirty-five (35) years unless sooner terminated in accordance with the Partnership Agreement.

6. Each Limited Partners has contributed the following amounts of cash to the Partnership:

<u>Name</u>	<u>Capital Contribution</u>
Gerald W. Fogelson	\$89,000.00
B J Spathies	\$10,000.00

7. The Limited Partners have agreed to provide the following additional contributions of cash to the Partnership, which additional contributions are to be made at such times and in such amounts during the 12-month period following the date hereof as shall be requested by the General Partner in a notice sent to the Limited Partners not less than ten days prior to the date of the required contribution:

<u>Name</u>	<u>Required Additional Capital Contribution</u>
Gerald W. Fogelson	\$44,500.00
B J Spathies	\$ 5,000.00

8. No Limited Partner has the right to retire, withdraw or receive any return of his capital.

9. The share of the profits which the Limited Partners shall receive by reason of their contributions are as follows:

<u>Name</u>	<u>Percentage of Profits</u>
Gerald W. Fogelson	89%
B J Spathies	10%

10. A Limited Partner has no right to sell, transfer, assign or hypothecate the whole or any part of his interest in the Partnership without the written consent of the General Partner.

11. The General Partner may admit additional Limited Partners.

12. No one or more of the Limited Partners has any priority over other Limited Partners as to contributions or as to compensation by way of income.

13. In the event of the bankruptcy, dissolution or withdrawal of the General Partner, the Partnership shall be terminated and dissolved unless, within one hundred twenty (120) days after the date of such bankruptcy, dissolution or withdrawal, the Limited Partners who are holders of not less than seventy-five percent (75%) of the interests of all Limited Partners shall designate a substitute General Partner who shall receive an interest in the Partnership in such amount as the Limited Partners may agree, in which case the Partnership shall continue.

14. No Limited Partner has any right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership as of this 15th day of January, 1987.

SIGNED AND SWORN to
before me this 15
day of January, 1987.

Elisa E. Christopher
Notary Public - Elisa E. Christopher
Resident of Cook Co., Ill.
Commission Expires: 10/1/89

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THE FOGELSON CO., INC.
and Illinois corporation

By: [Signature]
Gerald W. Fogelson

[Signature]
B J Spathies