

141565

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

3500

## FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF AUTHORITY **150117**

Pursuant to the provisions of Kentucky Revised Statutes Chapter 362, the \_\_\_\_\_  
TAYLOR BUILDING COMPANY

a foreign limited partnership organized under the laws of the state of ILLINOIS,  
the home office address of which is 65 E. SOUTH WATER ST., SUITE 802,  
CHICAGO, ILLINOIS

hereby applies for a Certificate of Authority to transact business in the Commonwealth  
of Kentucky and submits the following therefor:

(1) A certified copy of its articles of partnership and all existing amendments  
thereto; and

(2) (a) Designates as its process agent MARJORIE W. RUKA  
whose address is 312 SOUTH FOURTH ST., LOUISVILLE, KENTUCKY

(b) Designates the same address for its registered office.

Dated SEPTEMBER 5, 1979

ORIGINAL COPY  
FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

OCT 15 1979

*Drexell R. Davis*  
D.R.D.  
SECRETARY OF STATE

*Gerald S. Kauffman*  
GERALD S. KAUFFMAN, GENERAL PARTNER

### INSTRUCTIONS

1. \$35.00 filing fee must accompany the application. Make check payable to Kentucky State Treasurer.
2. Mail filing fee and application with articles of partnership to Secretary of State, Capitol Building, Frankfort, Kentucky 40601.
3. Articles of partnership must be certified by office where articles are filed for record.

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

I, 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-ninth..... day of..... August..... A. D. 19.79..... as Document No..... 25123481..... and recorded in ~~BOOK~~..... Jacket..... of Records, at Page..... 6 pages.....

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Chicago, this..... Twenty-ninth..... day of..... AUGUST..... A. D. 19.79.....

.....  
  
Recorder of Deeds,

STATE OF ILLINOIS)  
) ss  
COUNTY OF COOK)

On this 5<sup>th</sup> day of March, 1973, before me personally came David Fuchs, Sol Schechter, Max Chused, A. Leslie Fuchs, Gerald Frieder, to me personally known and known to me to be the persons described in and who executed the foregoing instrument and duly acknowledged that they executed the same.

Barbara D. Fedor  
Barbara D. Fedor, Notary

Commission Expires: 12/6/76


1973 AUG 29 PM 5 19

*111 314*  
RECORDED

25123451

STATE OF ILLINOIS)  
                                  ) ss  
COUNTY OF COOK)

On this 14<sup>th</sup> day of March, 1973, before me personally came Sol Liebner, Hyman S. Frank, Adele Frank, Henry Stein, Helen Stein, Samuel H. Gilmore, Bernard Kessler, Ted Ashley, Andrew J. Frankel, Caesar P. Kimmel, Nancy Kimmel, Marc J. Iglesias, Abraham Lindenbaum, Carl Grossberg, William Sarnoff, Jay Emmett Manuel Rosenstein, Bette (Elizabeth) Rosenstein, Albert Sarnoff, to me personally known and known to me to be the persons described in and who executed the foregoing instrument and duly acknowledged that they executed the same.

  
Barbara D. Fedor, Notary

Commission Expires: 12/6/76

Bernard Kessler  
Bernard Kessler

Ted Ashley  
Ted Ashley

By William V. Frankel  
William V. Frankel

Andrew J. Frankel  
Andrew J. Frankel

as joint tenants with  
right of survivorship

( Caesar P. Kimmel  
Caesar P. Kimmel

( Nancy Kimmel  
Nancy Kimmel

Marc J. Iglesias  
Marc J. Iglesias

Abraham Lindenbaum  
Abraham Lindenbaum

Carl Grossberg  
Carl Grossberg

William Sarnoff  
William Sarnoff

Jay Frankel  
Jay Frankel

as joint tenants with  
right of survivorship

( Manuel Rosenstein  
Manuel Rosenstein

( Belle Rosenstein  
Belle Rosenstein

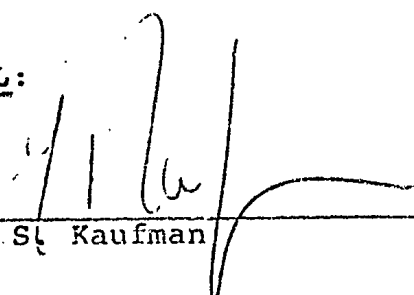
Albert Sarnoff  
Albert Sarnoff

4. The share of profits of the Partnership, or other compensation by way of income which a Limited Partner is entitled to receive by reason of his contribution to capital of the Partnership as set forth in Schedule B to the Certificate of Limited Partnership of the Partnership as set forth in item 2 above of this Amendment to Certificate of Limited Partnership with respect to the share of profits of Albert Sarnoff as an additional Limited Partner of the Partnership.

5. In all other respects, the Certificate of Limited Partnership of the Partnership shall continue in full force and effect as originally filed.

IN WITNESS WHEREOF, the undersigned have duly made, signed and sworn to this Amendment to Certificate of Limited Partnership as of the 1st day of March, 1973.


GENERAL:

  
 \_\_\_\_\_  
 Gerald S. Kaufman


as joint tenants with  
 right of survivorship

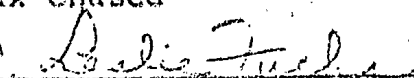
as joint tenants with  
 right of survivorship

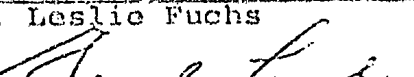
LIMITED:

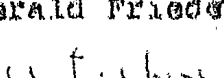
  
 \_\_\_\_\_  
 David Fuchs

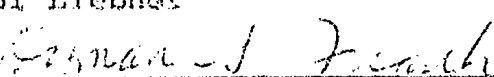
  
 \_\_\_\_\_  
 Sol Schechter

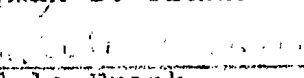
  
 \_\_\_\_\_  
 Max Chused


  
 \_\_\_\_\_  
 A. Leslie Fuchs

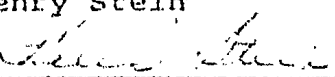
  
 \_\_\_\_\_  
 Gerald Frieder

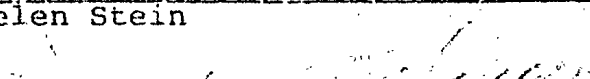
  
 \_\_\_\_\_  
 Sol Liebner

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 \_\_\_\_\_  
 Hyman S. Frank

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 \_\_\_\_\_  
 Adele Frank

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 \_\_\_\_\_  
 Henry Stein

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 \_\_\_\_\_  
 Helen Stein

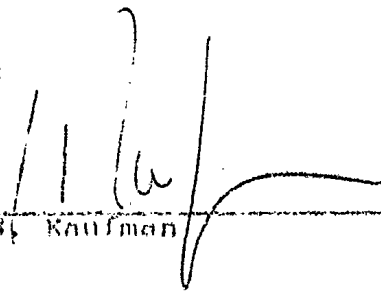
  
 \_\_\_\_\_  
 Samuel H. Gilmore

4. The share of profits of the Partnership, or other compensation by way of income which a Limited Partner is entitled to receive by reason of his contribution to capital of the Partnership as set forth in Schedule B to the Certificate of Limited Partnership of the Partnership as set forth in item 2 above of this Amendment to Certificate of Limited Partnership with respect to the share of profits of Albert Sarnoff as an additional Limited Partner of the Partnership.

5. In all other respects, the Certificate of Limited Partnership of the Partnership shall continue in full force and effect as originally filed.

IN WITNESS WHEREOF, the undersigned have duly made, signed and sworn to this Amendment to Certificate of Limited Partnership as of the 1st day of March, 1973.

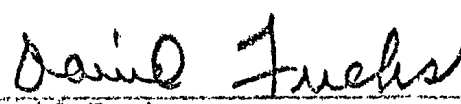
GENERAL:

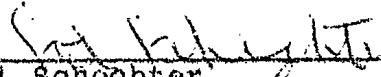
  
 \_\_\_\_\_  
 Gerald S. Kaufman

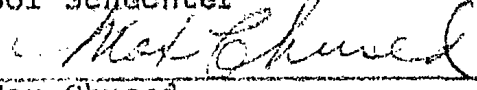
as joint tenants with  
 right of survivorship


as joint tenants with  
 right of survivorship

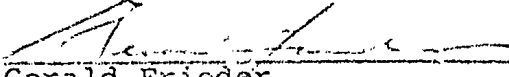
LIMITED:

  
 \_\_\_\_\_  
 David Fuchs

  
 \_\_\_\_\_  
 Sol Schachter

  
 \_\_\_\_\_  
 Max Chused

  
 \_\_\_\_\_  
 A. Leslie Fuchs

  
 \_\_\_\_\_  
 Gerald Frieder

\_\_\_\_\_  
 Sol Liebner

( \_\_\_\_\_  
 ( Hyman S. Frank

( \_\_\_\_\_  
 ( Adele Frank

( \_\_\_\_\_  
 ( Henry Stein

( \_\_\_\_\_  
 ( Helen Stein

\_\_\_\_\_  
 Samuel H. Gilmore

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE TAYLOR BUILDING COMPANY

---

WHEREAS, The Taylor Building Company-----  
has heretofore formed a Limited Partnership pursuant to the laws  
of the State of Illinois; and

WHEREAS, said Limited Partnership has heretofore filed  
with the Cook County Recorder of Deeds as Document No. 21014681  
a Certificate of Limited Partnership; and

WHEREAS, it is desired to amend said Certificate of Limited  
Partnership.

NOW, THEREFORE, the Certificate of Limited Partnership of  
The Taylor Building Company (the "Partnership"),-----  
is hereby amended as follows:

1. Schedule A annexed to and made a part of the Certificate  
of Limited Partnership is amended by deleting therefrom the name  
Albert Sarnoff and his address as set forth thereon.

2. Schedule B annexed to and made a part of the Certificate  
of Limited Partnership of the Partnership is hereby amended by  
adding thereto as an additional Limited Partner the following:

<u>Name</u>	<u>Address</u>	<u>Original Cash Contribution</u>	<u>Share of Profits &amp; Losses</u>
Albert Sarnoff	10 Rockefeller Plaza New York City, New York	\$12,500.00*	2.50%

3. The amount of cash contributed by the Limited Partners as  
set forth on Schedule B to the Certificate of Limited Partnership  
of the Partnership is hereby amended as set forth in item 2 above of  
this Amendment to Certificate of Limited Partnership with respect to  
the contribution of Albert Sarnoff as an additional Limited Partner  
of the Partnership.

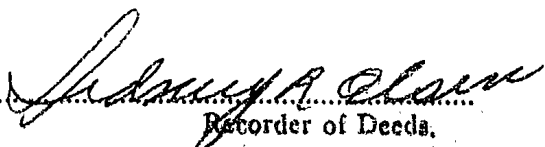
\*Based upon the original cash contribution of Mr. Sarnoff as a  
General Partner of the Partnership upon its formation.



STATE OF ILLINOIS, }  
County of Cook. }<sup>ss.</sup>

I, 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.....Seventeenth..... day of.....~~No~~.....ember.....A. D. 1969.....as Document No.....21014681.....and recorded in ~~Book~~.....Jacket.....of Records, at Page.....14.....pages.....

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Chicago, this.....Twenty-ninth.....day of.....AUGUST.....A. D. 1979.....

.....  
Recorder of Deeds.

## CERTIFICATE OF LIMITED PARTNERSHIP

of

## THE TAYLOR BUILDING COMPANY

We, the undersigned, being desirous of forming a Limited Partnership pursuant to the laws of the State of Illinois, do certify as follows:

1. The name of the Partnership is **THE TAYLOR BUILDING COMPANY.**
2. The character of the business to be conducted by the Partnership is to acquire for investment certain real property located in **Louisville, Kentucky**, commonly known as the Taylor Building with the street address of **312 South Fourth Street.**
3. The location of the principal place of business of the Partnership is **1 North La Salle Street, Chicago, Illinois, c/o Norman M. Gold, Esq.,** but the Partnership may have other or additional places of business.
4. The name and place of residence of each General Partner is set forth on Schedule A annexed hereto and made a part hereof. The name and place of residence of the Limited Partners are set forth on Schedule B annexed hereto and made a part hereof.

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5. The term of the Partnership shall commence on the date of the filing of this Certificate in the office of the Recorder of the County of Cook, State of Illinois and shall continue until terminated upon the occurrence of one or more of the following events:

(a) The sale or liquidation of the Partnership property;

(b) The death, bankruptcy, insanity, incompetency or retirement of a General Partner and the failure of the remaining General Partners within thirty (30) days after such death, bankruptcy, insanity, incompetency or retirement to elect to reconstitute and continue the business of the partnership;

(c) The death, bankruptcy, insanity, incompetency or retirement of the last remaining General Partner;

(d) Any event which, as a matter of law, would result in the dissolution and termination of the Partnership.

(e) In any event, by December 31, 2016.

6. The amount of cash contributed by the Limited Partners is set forth on Schedule B annexed hereto and made a part hereof. No property other than cash was contributed by the Limited Partners.

7. No additional contributions are required of the Limited Partners.

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8. The contributions of the Limited Partners to the capital of the Partnership are to be returned to them, to the extent that funds are available for such purpose after payment of all debts of the Partnership, upon the termination and liquidation of the Partnership, as provided in the Agreement of Limited Partnership.

9. The share of the profits of the Partnership or other compensation by way of income which the Limited Partner is entitled to receive by reason of his contribution to the capital of the Partnership is as set forth in Schedule B.

10. A Limited Partner does not have the right to substitute an assignee in his place and stead without the consent of the General Partners. The Limited Partner may assign all or any part of his interest without such assignee being a substitute Limited Partner, without consent of any other partner, to his spouse, parents, descendants or siblings, in trusts or otherwise, or to partnerships or corporations controlled by such partner and such persons. Transfer without substitution as a Limited Partner is also permitted:

(a) Without consent, to the legal representatives of deceased, insane or incompetent Limited Partners; to the distributees of a deceased partner; and to distributees upon liquidation of a corporate partner.

(b) In the event of a sale by such Limited Partner,

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after first offering such interest to his other partners on the same terms and conditions.

11. No right is given to the partners to admit additional Limited Partners, except as in accordance with paragraph 10 hereof.

12. The Limited Partners have no right or priority as to contributions or as to compensations by way of income.

13. (a) Upon the retirement, death, bankruptcy, incompetency or insanity of a General Partner, the Partnership shall be dissolved and terminated unless within thirty (30) days the remaining General Partners shall elect to continue the business of the Partnership.

(b) If the remaining General Partners elect to continue the business of the Partnership after the death, bankruptcy, insanity, incompetency or retirement of a General Partner, the estate or legal representatives of the deceased, incompetent or insane General Partner who does not elect to withdraw, shall be changed to that of a Limited Partner, subject to all of the terms and conditions of the Agreement of Limited Partnership and the interest of any other General Partner not continuing shall be purchased by the other General Partners.

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14. No right is given to the Limited Partners to demand or receive property other than cash in return for their contributions.

IN WITNESS WHEREOF, the undersigned have duly made, signed and sworn to this Certificate of Limited Partnership as of the 14<sup>th</sup> day of July, 1969.

**GENERAL:**

Robert Sarnoff

Robert Sarnoff

As joint tenants with right of survivorship

As joint tenants with right of survivorship

As joint tenants with right of survivorship

As joint tenants with right of survivorship

**LIMITED:**

David Fuchs

Marlene Weik ally in part

Sol Schechter

Max Chused

A. Leslie Fuchs

Gerald Frieder

Sol Liebner

Hymen S. Frank

Adela Frank

Henry Stein

Helen Stein

Samuel H. Gilmore

Arnold Weisler

William V. Frankel

Andrew J. Frankel

Cesar P. Kimmel

Nancy Kimmel

Margaret Kimmel

Abraham Lindenbaum

Carl Bronshteyn

William Sarnoff

Ray Engel

Manuel Bernstein

Hattie Rosenblum

21 314 661

STATE OF NEW YORK }  
COUNTY OF NEW YORK }

88.1

On this 1st day of July, 1969 before me personally came ALFRED ASHLEY to me known to be the individual described in and who executed the foregoing instrument and to me known to be the attorney-in-fact of TED ASHLEY, the individual described in, and who by his attorney-in-fact, executed the same, and acknowledged that he executed said instrument as the act and deed of said TED ASHLEY by virtue of a Power of Attorney.

*James Bladen*  
Notary Public

NOTARY PUBLIC  
STATE OF NEW YORK  
My Commission Expires  
August 1, 1970  
James Bladen Notary Public

21014681



STATE OF NEW YORK )  
COUNTY OF NEW YORK )

SS.:

On this 1st day of July, 1969, before me personally came CARMEN FERRAGAMO to me known to be the individual described in and who executed the foregoing instrument and to me known to be the attorney-in-fact of WILLIAM V. FRANKEL, the individual described in, and who by his attorney-in-fact, executed the same, and acknowledged that she executed said instrument as the act and deed of said WILLIAM V. FRANKEL by virtue of a Power of Attorney.



**Notary Public**

**State of New York**  
Notary Public, Term of Two Years  
Exp. 12-31-1971  
Qualified to Notary Public  
JULY 1969 STATE SEAL NO. 10

21 014 681





STATE OF NEW YORK }  
COUNTY OF NEW YORK }

SS.:

On this 1st day of July, 1969 before me personally came  
GERALD S. KATZMAN, ALBERT SARNOFF, DAVID FUCHS, GERALD FRIEDER,  
SOL LIEBER, MITMAN S. FRANK, ADELE FRANK, HENRY STEIN, HELEN STEIN,  
SAMUEL M. GILMORE, ABRAHAM J. FRANKEL, CAESAR P. KIDGEL, HANRY KIDGEL,  
ABRAHAM LINDERMAN, CARL GROSSBERG, WILLIAM SARNOFF, JAY HESSEY,  
MANUEL ROSENSTEIN and BETTE ROSENSTEIN to me known to be the in-  
dividuals described in and who executed the foregoing instrument,  
and severally acknowledged that each executed the same.

*James Blah*  
Notary Public

~~NOTARY PUBLIC~~  
~~STATE OF NEW YORK~~

21 014 681

STATE OF ILLINOIS )  
                          ) ss.  
COUNTY OF COOK     )

I, Bertie Schoenburg, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that MARILYN WILK, attorney-in-fact of SOL SCHECHTER, MAX CHUSED and A. LESLIE FUCHS, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such attorney-in-fact, appeared before me this day in person and acknowledged that she signed and delivered the said instrument as her own free and voluntary act as said attorney-in-fact, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 1st day of July, 1969.

Bertie Schoenburg  
Notary Public

21 014 661



SCHEDULE A

GENERAL PARTNERS

NAME	ADDRESS	CASH CONTRIBUTION	SHARE PROFITS
Gerald S. Kaufman	3740 Lake Shore Drive Chicago, Illinois	\$31,250.	6.25%
Albert Sarnoff	10 Rockefeller Plaza New York City, New York	12,500.	2.50

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**SCHEDULE B**

**LIMITED PARTNERS**

<b>NAME</b>	<b>ADDRESS</b>	<b>CASH CONTRIBUTION</b>	<b>SHARE PROFITS LOSS</b>
David Fuchs	900 Fifth Avenue New York, New York	\$31,250.	6.25%
Bob Schachter	Box 614 Kinston, North Carolina	12,500.	2.50%
Max Ch...	Box 614 Kinston, North Carolina	12,500.	2.50%
A. Leslie Fuchs	Box 614 Kinston, North Carolina	12,500.	2.50%
Carol...	25 Lakeview Road Ossining, New York	25,000.	5.00%
Bob Liebow	850 7th Avenue New York, New York	25,000.	5.00%
Hyman S. ... and ... as joint ... right of ...		62,500.	12.50%
Henry ... as joint ... right of ...	1609 55th New York, New York	12,500.	2.50%
Arnold H. ...	70 Central Park South New York, New York	25,000.	5.00%
Walter ...	Valhalla ... New York, New York	62,500.	12.50%
Jack ...	101 ... New York, New York	12,500.	2.50%
William ...	1 ... New York, New York	12,500.	2.50%

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SCHEDULE B (CON'T)

NAME	ADDRESS	CASH CONTRIBUTION	SHARE OF PROFITS / LOSSES
Andrew J. Frankel	10 Rockefeller Plaza New York City, New York	\$25,000.	5.00%
Caesar P. & Nancy Kimmel, as joint tenants with right of survivorship	10 Rockefeller Plaza New York City, New York	25,000.	5.00
Marc J. Iglesias	909 Third Avenue 20th Floor New York City, New York	12,500.	2.50
Abraham Lindenbaum	16 Court Street Brooklyn, New York	25,000.	5.00
Carl Groceberg	165 E. 72nd Street New York City, New York	12,500.	2.50
William Sarnoff	47 E. 88th Street New York City, New York	12,500.	2.50
Jay Emmett	909 Third Avenue 21st Floor New York City, New York	25,000.	5.00
Manuel & Bette Rosenstein as joint tenants with right of survivorship	320 So. Harrison Avenue Apt. 11D East Orange, New Jersey	12,500.	2.50

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17.00

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LAW OFFICES

**KATTEN, MUCHIN, GITLES, ZAVIS, PEARL & GALLER**

4100 MID-CONTINENTAL PLAZA 55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603

TELEPHONE (312) 346-7400

TELECOPIER (312) 346-1437

TELEX 26-B102 CABLE "ATLAW"

ALAN M. BERRY  
VICTOR H. BEZMAN  
ROBERT L. BROOKS  
RONALD M. DE NOVEN  
DONALD E. EGAN  
ALAN S. FINDER  
GERALD H. GALLER  
GERALD A. GITLES  
ALAN S. GRATCH  
FRANCIS S. HROBRI, JR.  
ANTHONY W. HAHN  
DAVID J. HOCHMAN  
MELVIN L. KATTEN  
KARL B. KENNEDY  
GARRY LAKIN  
GARY B. LAWSON  
BERNARD M. LUBELCHER

MICHAEL E. COBB  
ALLAN B. MUCHIN  
JAMES C. MURRAY, JR.  
STEPHEN M. NEUMER  
MELVIN E. PEARL  
GERALD H. PENNER  
KEITH M. ROCKROSS  
MICHAEL A. REITER  
HOWARD M. RICHARD  
LESLIE SARGENT  
DAVID R. SHEVITT  
ROBERT Y. SPERLING  
RICHARD W. WALLER  
HERBERT B. WANDER  
THOMAS R. WEGNER  
JEFFREY H. WOHLSTADTER  
MICHAEL WM. ZAVIS

SHELDON I. BANOFF  
DAVID A. BRONNER  
MATTHEW S. BROWN  
GARRY W. COHEN  
ROBERT S. CONNORS  
AVERY DELOTT  
RICHARD L. EPLING  
MICHAEL R. FRIED  
SHIRAZ E. SHARR  
LEE HARRIS  
NANCY HOPKINS  
LIZABETH F. HORN  
LAWRENCE A. LASKEY  
BARRY LEVINSKY  
IRVING B. LEVINSON  
LAURIE G. MAC FARLANE  
FLOYD A. MANDELL  
JOHN J. MUSTER

NANCY A. PACHER  
DANIEL M. PELLICIONI  
DAYLE R. PODELL  
STEVEN M. RASHER  
NANCY S. RENDLEMAN  
PETER J. RUE  
VINCENT A. F. SERGI  
WILLIAM J. SHEPIDAN, JR.  
MICHAEL S. SHINDLER  
MONTON C. STRAUSS  
PERRY L. TAYLOR, JR.  
LEE ANN WATSON  
  
OF COUNSEL  
CHARLES D. STEIN  
DAVID ALTMAN  
JERRY M. REINSDORF  
HOWARD C. RIZER

October 12, 1979

Mr. Tom Anderson  
Office of Secretary of State  
Frankfort, Kentucky 40601

Re: The Taylor Building Company  
an Illinois limited partnership

Dear Mr. Anderson:

At the instruction of Thomas P. McCarthy, Esq., of Louisville with whom I recently have worked on matters pertaining to the referenced partnership, I enclose the following:

- A. Foreign Limited Partnership Application for Certificate of Authority;
- B. Certified Copy of the Certificate of Limited Partnership and a Certified Copy of an Amendment to Certificate of Limited Partnership of The Taylor Building Company;
- C. This firm's check in the amount of \$35.00 payable to the Kentucky State Treasurer; and
- D. A Resolution of the Partnership pertaining to filing in Kentucky under the name "Marion E. Taylor Building Company."

LAW OFFICES

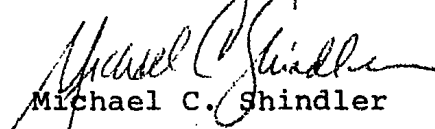
KATTEN, MUCHIN, OITLER, ZAVIG, PHARL & GALLER

Mr. Tom Anderson  
Page Two  
October 12, 1979

Please process the enclosed and return the filed Certificates to me.

Thank you for your attention to this matter.

Very truly yours,

  
Michael C. Shindler

MCS/rh  
Enclosures  
cc/William McDowell, Jr., Esq.  
Thomas P. McCarthy, Esq.  
Gerald S. Kaufman