

Document Number Only

B95 00000067

95 FEB 23 12:32
DIVISION OF CORPORATION

600001418896
-03/02/95--01024--001
***1076.25 ***1076.25

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, ste. 200

Address

Tallahassee, FL. 32301 (904) 656-8298
City State Zip Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
95 FEB 23 PM 2:28

LeHill Partners L.P., Limited Partnership

600001418896
-03/02/95--01024--002
*****61.25 *****61.25

() Profit

() NonProfit

() Foreign

() Limited Partnership

() Reinstatement

() Certified Copy

() Call When Ready

() Walk In

() Mail Out

C. TAX

FILING

R. AGENT FEE

C. COPY

TOTAL

N. BANK

BALANCE DUE

OFFICER

CVS / 17.50

980.00

35.00

105.00

137.50

() Amendment

() Dissolution/Withdrawal

() Annual Report

() Reservation

() Photo Copies

() Call If Problem

() Will Wait

() Merger

() Mark

() Other

() Change of R.A.

() Fictitious Name

() Pick Up

() After 4:30

PLEASE RETURN EXTRA COPY(S)
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2/23/95

3:00

Name	
Availability	AK
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (1-89)

C. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
OFFICER

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. LeHill Partners L.P.
(Name of limited partnership as it is in the home state;
2. LeHill Partners L.P., Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware
(State of Formation)
4. _____
(Date of Formation)
5. _____
CT CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation _____, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
CT CORPORATION SYSTEM
Louis B...
(Officer, must sign on this line)
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)
8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS

Pelican Hill Associates, L.P.	c/o Gary Chensoff
<u>B95000 000066</u>	3600 Three First National Plaza
	Chicago, IL 60602
10. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:28

This _____ day of February, 19 95.

Pelican Hill Associates, L.P., sole general partner
By: ResortHill, Inc., a general partner

General Partner

By: Gary Chensoff, Gary Chensoff, President

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day
of February, 19 95, by Gary Chensoff, President of _____ (Name of General Partner) of
ResortHill, Inc., a general partner of Pelican Hill Associates,
L.P., the sole general partner of LeHill Partners, L.P.

(Name of Limited Partnership), A _____ Delaware _____ (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

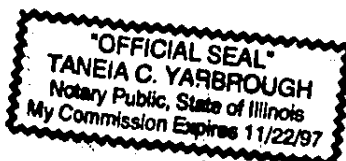
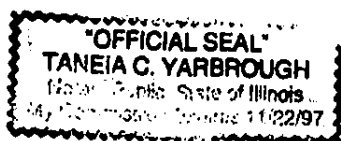
Taneia Yarbrough

Notary Public

State of Illinois at Large

My Commission Expires: _____

(SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:28

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Gary Chensoff, the President of ResortHill, Inc., an Illinois corporation, which is a General Partner of Pelican Hill Associates, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," who certified as follows:

1. The amount of capital contributions of the limited partners is \$140,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$140,000.

Dated this _____ day of February, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

GENERAL PARTNER:

ResortHill, Inc., an Illinois corporation

By: _____

Gary Chensoff, President

STATE OF ILLINOIS
COUNTY OF COOK
DATE: FEBRUARY ____, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Gary Chensoff, the President of ResortHill, Inc., which is a General Partner of Pelican Hill Associates, L.P. (the "Partnership"), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as a duly authorized officer of a General Partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of February, 1995.

Notary Public

Seal



State of Illinois at Large
My Commission Expires: 11/22/97

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEHILL PARTNERS L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2483206 8300

950040366

AUTHENTICATION:

7417407

DATE:

02-22-95

SRC
0-0161

Document Number Only

RECEIVED

B95000000667

95 FEB 23 PM 12:22
DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, ste. 200

Address

Tallahassee, FL 32301 (904) 656-8298
City State Zip Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
95 FEB 23 PM 2:28

LeHill Partners L.P., Limited Partnership

900001418899

03/02/95-01024-004

***1845.75 ***1845.75

900001418899

03/02/95-01024-005

*****61.25 *****61.25

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☒ CUS / G/S

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	BK 2/27
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2/23/95

3:00

2 CUS

FILING

R. AGENT FEE

C. COPY

TOTAL

N. DARR

BALANCE DUE

OFFICE

17.00

1750.00

25.00

105.00

1907.00

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. LeHill Partners L.P.
(Name of limited partnership as it is in the home state;

2. LeHill Partners L.P., Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. _____
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation , Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM

Carrie Bay
(Officer must sign on this line)
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Pelican Hill Associates, L.P.

c/o Gary Chensoff
3600 Three First National Plaza
Chicago, IL 60602

B95000 000066

10. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:28

This _____ day of February, 19 95.

Pelican Hill Associates, L.P., sole general partner

By: ResortHill, Inc., a general partner

General Partner

By: Gary Chensoff, Gary Chensoff, President

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of February, 19 95, by Gary Chensoff, President of _____ (Name of General Partner) of ResortHill, Inc., a general partner of Pelican Hill Associates, L.P., the sole general partner of LeHill Partners L.P.

(Name of Limited Partnership), A _____ Delaware _____ (State or Country) Limited Partnership, on behalf of the Limited Partnership.

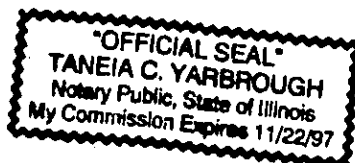
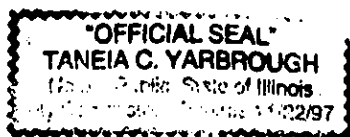
Taneia Yarbrough

Notary Public

State of Illinois at Large

(SEAL)

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:28

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Gary Chensoff, the President of ResortHill, Inc., an Illinois corporation, which is a General Partner of Pelican Hill Associates, L.P., a Delaware limited partnership, which is the sole General Partner of LeHill Partners L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," who certified as follows:

1. The amount of capital contributions of the limited partners is \$27,720,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$27,720,000.

Dated this _____ day of February, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

SOLE GENERAL PARTNER:

Pelican Hill Associates, L.P., a Delaware limited partnership

By: ResortHill, Inc., an Illinois corporation, a general partner

By: *Gary Chensoff*
Gary Chensoff, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:28

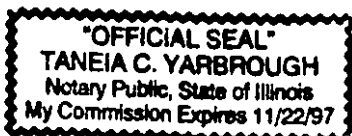
STATE OF ILLINOIS
COUNTY OF COOK
DATE: FEBRUARY ____, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Gary Chensoff, the President of ResortHill, Inc., which is a General Partner of Pelican Hill Associates, L.P., which is the sole General Partner of LeHill Partners L.P. (the "Partnership"), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as a duly authorized officer of a General Partner of the sole General Partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of February, 1995.

Taneia Yarbrough
Notary Public

Seal



State of Illinois at Large
My Commission Expires: 11/22/97

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEHILL PARTNERS L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2483206 8300

950040366

AUTHENTICATION:

7417407

DATE:

02-22-95

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -4 PH 2:02

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000067

LEHILL PARTNERS L.P., LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE *mtm*

2. New Mailing Address, if Applicable

Suite Apt # etc

City State & Zip

2a. New Principal Office Address, if Applicable

Suite Apt # etc

City State & Zip

Mailing Address

C/O GARY CHENSOFF
3800 THREE FIRST NATIONAL PLAZA
CHICAGO IL 60602

Principal Office Address

CORPORATION TRUST CENTER
1208 ORANGE STREET
WILMINGTON DE 19801

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA 02/23/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record

\$27,720,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$27,720,000.00

6. FEI Number

36-4005255

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite Apt # etc

City

Zip Code

FL

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

PELICAN HILL ASSOCIATES, L.P.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

C/O 3800 THREE FIRST

11b. City State & Zip Code

CHICAGO IL 60602

11c. Registration/
Document Number

B95000000066

*President of ResortHill Inc., which is the sole general partner
of Pelican Hill Associates, L.P.

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate, and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

Gary V. Chensoff (*See title above)

DATE 12/27/95

Telephone Number 312-977-4485

CR2E003 (6/95)