

Document Number Only

BA5000000242

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100001535121
-07/11/95--01106--011
***1785.00 ***1785.00

RECEIVED
95 JUL -6 PM 1:30
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED

The Falls Partners limited L.P., Ltd.

100001535121
-07/11/95--01106--010
*****70.00 *****70.00

☐ Profit
☐ NonProfit
☐ Limited Liability Company

☐ 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	h/k
Document Examiner	7/6/95
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

3:00
7/6/95 BK
7/6/95
F. TAX 17.50
FILING 17.50.00
F. AGENT FEE 35.00
F. COPY 52.50
F. TOTAL 118.55.00
F. BANK
BALANCE DUE
F. (1111)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

file 2ND

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The Falls Partners Limited L.P., L.L.C.
(Name of limited partnership as it is in the home state;)

2. -NA-
(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. JULY 5, 1995
(State of Formation) (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
Beth A. Pope
(Officer must sign on this line)

Beth A. Pope, Asst. Secy.
(Type Name and Title of Officer)

8. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange St., Wilmington, DE 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

Please see attached

10. c/o Heitman/JMB Advisory Corporation
180 North LaSalle Street, Chicago, Illinois 60601
(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 Heitman/JMB Advisory Corporation
180 North LaSalle Street, Chicago, Illinois 60601
(Mailing Address of Limited Partnership)

This 5th day of July, 1995.

The Falls Mall L.L.C., L.C.

General Partner

By: HRC-LLC, Inc., a Wyoming corporation, Its Manager

By: [Signature]

STATE OF IL Its Vice President

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of July, 1995, by Stuart C. Katz, Vice President of (Name of General Partner) of HRC-LLC, Inc., Manager of The Falls Mall L.L.C., L.C.

The Falls Partners Limited L.P., Ltd.

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

[Signature]

Notary Public

State of ILLINOIS at Large

(SEAL)

My Commission Expires:

7/29/98

"OFFICIAL SEAL"

Laura L. Lightholder

Notary Public, State of Illinois

My Commission Expires 7/29/98

FILED STATE
SECRETARY OF CORPORATIONS
95 JUL -6 PM 1:30

**GENERAL PARTNERS
OF
THE FALLS PARTNERS LIMITED L.P.**

Sub-Post, Inc.
The REEF Funds
875 North Michigan Avenue
Suite 4114
Chicago, Illinois 60611
Attention: Gerald E. Egan

F4500002921

Sub-Britel, Inc.
The REEF Funds
875 North Michigan Avenue
Suite 4114
Chicago, Illinois 60611
Attention: Gerald E. Egan

F4500002921

The Falls Mall L.L.C.
c/o Heitman/JMB Advisory Corporation -
180 North LaSalle Street
Suite 3600
Chicago, Illinois 60601

M4500000208

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 PM 1:30

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Stuart C. Katz, Vice President of
HRC-LLC, Inc., Manager of The Falls

BEFORE ME, the undersigned, personally appeared Mall L.L.C., L.C., a
general partner of The Falls Partners Limited L.P., L.P., a ~~(S-Corp)~~
Delaware limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 48,015,000.00.

2. The anticipated amount of the capital contributions of the limited partners that are allo-
cated for the purposes of transacting business in Florida is \$ 48,015,000.00.

This 5th day of July, 19 95

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

The Falls Mall L.L.C., L.C.

By: HRC-LLC, Inc., Its Manager

By: [Signature]
Its Vice President

STATE OF ILLINOIS

COUNTY OF COOK

DATE 7/5/95

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
Stuart C. Katz, Vice President of HRC-LLC, Inc., (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

Vice President of the Manager of

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 5TH day of July,
19 95.

[Signature]
Notary Public

Seal "OFFICIAL SEAL"
Laura L. Lightholder
Notary Public, State of Illinois
My Commission Expires 7/29/98

State of ILLINOIS at Large
My Commission Expires:
7/29/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL - PH 1:30

B95 000000242

Heitman Capital Management

Susan K. Nelson
Corporate Legal Assistant

Direct Dial (312) 541-4700
Facsimile (312) 541-6738

February 5, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

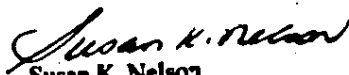
Re: The Falls Partners Limited L.P., Ltd.

Dear Sir/Madam:

Enclosed please find the fully-executed Limited Partnership Annual Report and Supplemental Affidavit of Capital Contributions as requested in your letter (copy attached) for the referenced limited partnership. Also enclosed is Check No. 1014 for \$576.25 and Check No. 1016 for \$1,750.00 as payment of the applicable filing fees.

Should you have any questions, please feel free to call me.

Very truly yours,


Susan K. Nelson
Legal Assistant

SKN:tt
Enclosures

400002088184--9
-02/14/97-01076--006
***1750.00 ***1750.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 FEB -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of The Falls Partners Limited L.P., Ltd.,
a(an) Delaware

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 101,517,822.00.

This 31st day of January, 19 97.

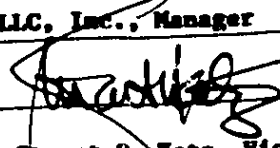
FURTHER AFFIANT SAYETH NOT.

*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(s)

The Falls Mall L.L.C., General Partner

By: **HRC-LLC, Inc., Manager**

By: 

Stuart C. Katz, Vice President

FEES:

\$7 per \$1,000 based on U.C. additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

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 Murrah
Secretary of State
DIVISION OF CORPORATIONS

FILED

DEC 29 PM 5:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000242

THE FALLS PARTNERS LIMITED L.P., LTD.

Mailing Address

C/O METROBANK/AMC ADVISORY CORPORATION
180 NORTH LASALLE STREET
CHICAGO IL 60601

Principal Office Address

C/O THE CORPORATION TRUST COMPANY
1200 ORANGE STREET
WASHINGTON DE 20001

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

100001683861
-01/10/96--01039-040

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

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

3. Car, Formed or Registered to Do Business in
FL/MDA 07/06/1996

3a. Date of Last Report

N/A

4. State or Country of Formation

DE

Applied For

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

5a. Capital Contributions as Shown
on Record
\$48,015,000.00

5b. Amount of Capital Contributions in
FL/MDA to date:
-0-

6. PI Number

8. FEES: 1.) Filing 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 \$578.25 (\$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

Name

10. If changed, new Registered Agent/Office

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

Suite, Apt. #, etc.

City

FL Zip Code

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)

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

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

SUB-POST, INC.

SUB-ORTEL, INC.

THE FALLS MALL L.L.C.

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

875 NORTH MICHIGAN AV
873 NORTH MICHIGAN AV
180 NORTH LASALLE STR

11b. City, State & Zip Code

CHICAGO IL 60611
CHICAGO IL 60611
CHICAGO IL 60601

11c. Registration/
Document Number

F85000002822
F85000002821
M85000000208

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

12. I 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

By: The Falls Mall L.L.C.
By: Stuart C. Katz, Vice President

Typed or Printed Name of General Partner Signing Form

Stuart C. Katz, Vice President

DATE December 26, 1995

Telephone Number (312) 855-5700