

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

396000000357



**networks**

PRIENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 084271 4324699

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 1,785.00

ORDER DATE : September 12, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 084271

600001948526

CUSTOMER NO: 4324699

CUSTOMER: Ms. Mary T. Vanderhaeghen  
Rosenberg & Liebenritt, P.c.  
Suite 1515  
Two North Riverside Plaza  
Chicago, IL 60606

*Dist*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 PM 4:32

FOREIGN FILINGS

NAME: ZM INVESTORS LIMITED  
PARTNERSHIP IV

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

*B/K*  
*9/16/96*

RECEIVED  
96 SEP 16 PM 3:47  
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

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

1. ZM Investors Limited Partnership IV  
(Name of limited partnership as it is in the home state;
2. \_\_\_\_\_  
(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. Illinois 4. November 20, 1995  
(State of Formation) (Date of Formation)
5. The Prentice-Hall Corporation System, Inc.  
(Name of Registered Agent for Service of Process)
6. 1201 Nays Street, Suite 105  
(Street Address of Registered Office)
- Tallahassee , Florida 32301  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
The Prentice-Hall Corporation System, Inc.  
By: Judith A. Blum  
(Agent must sign on this line)
8. 2 N. Riverside Plaza, Chicago, IL 60606  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
- | 9. NAME OF GENERAL PARTNERS                    | SPECIFIC ADDRESS                          |
|--|---|
| Zell/Merrill IV, Inc., an Illinois corporation | 2 N. Riverside Plaza<br>Chicago, IL 60606 |
| F96000004759                                   |   |
10. 2 N. Riverside Plaza, Chicago, IL 60606  
(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 Ann M. Schneider, 2 N. Riverside Plaza, #1515, Chicago, IL 60606  
(Mailing Address of Limited Partnership)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 PM 4:32

This 12th day of September, 19 96.  
Zell/Merrill IV, Inc.

By: [Signature]  
General Partner Ann M. Schneider, Secretary

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of September, 19 96, by Ann M. Schneider, Secy. (Name of General Partner) of

Zell/Merrill IV, Inc., the GP of ZM Investors Limited Partnership IV  
(Name of Limited Partnership), A n Illinois (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature: Patricia G. Greiner]

Notary Public

State of Illinois at Large

(SEAL)

My Commission Expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 PM 4:32

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Ann M. Schneider, Secretary of  
BEFORE ME, the undersigned, personally appeared Zell/Merrill IV, Inc.,  
general partner of ZM Investors Limited Partnership IV, a (an)  
Illinois, limited partnership, hereinafter referred to as the "Partnership", who  
certifies as follows:

1. The amount of capital contributions of the limited partners is \$1,672,650
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$1,044,469.

This 12th day of September, 1996

**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 Zell/Merrill IV, Inc.  
By: [Signature]  
Ann M. Schneider, Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 PM 4:32

STATE OF ILLINOIS  
COUNTY OF COOK  
DATE 9/12/96

Zell/Merrill IV, Inc.

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 Ann M. Schneider, Secy. of (General Partner, known to me and know 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 General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of September, 1996.

[Signature]  
Notary Public

Seal

State of Illinois at Large

My Commission Expires:



**B9600000357**

**ACCOUNT FILING COVER SHEET**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 29 PM 12:48

ACCOUNT NUMBER: FCA0000000005

REFERENCE: \_\_\_\_\_  
(SUB ACCT.)

DATE: 7/29/97

600002250946--1

REQUESTER NAME: LEXIS DOCUMENT SERVICES

ADDRESS: P.O. BOX 2969  
SPRINGFIELD, ILLINOIS 62708

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7296

897400038152

CORPORATION NAME: ZM Investors Limited Partnership IV

AUTHORIZATION: \_\_\_\_\_

\* File certificate of cancellation

\_\_\_\_ CERTIFIED COPY (1-9)

\_\_\_\_ CERTIFICATE OF STATUS (1-9)

☒ PLAIN STAMPED COPY

( ) CALL WHEN READY ( ) CALL IF PROBLEM ( ) AFTER 4:30  
☒ WALK IN ( ) WILL WAIT ( ) PICK-UP  
( ) MAIL OUT (IF APPLICABLE)

97 JUL 29 AM 11:44  
DIVISION OF CORPORATIONS

FILED  
7/29/97

800-634-9733

**CERTIFICATE OF CANCELLATION OF REGISTRATION  
OF A FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State  
State of Florida

It is hereby certified that:

1. ZM Investors Limited Partnership IV, a foreign limited partnership formed under the laws of the State of Illinois, hereby cancels its registration in the State of Florida.
2. The undersigned is a general partner of the aforesaid foreign limited partnership.

Signed on the 11th day of July, 1997.

ZELL/MERRILL IV, INC., an Illinois corporation

By: \_\_\_\_\_

Ann M. Schneider, Secretary

**STATE OF ILLINOIS  
COUNTY OF COOK**

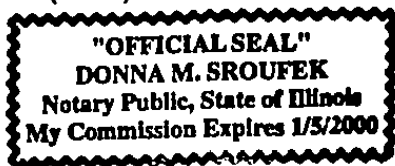
The foregoing instrument was acknowledged and sworn to before me this 11th day of July 1997, by Ann M. Schneider, Secretary of Zell/Merrill IV, Inc., the general partner of ZM Investors Limited Partnership IV, a limited partnership formed under the laws of the State of Illinois, on behalf of the limited partnership.

\_\_\_\_\_  
Notary Public

State of Illinois at Large

My Commission Expires: *Jan. 5, 2000*

(SEAL)



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 29 PM 12:49