

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-7777  
904-222-7777

800-342-8086

13960000000358



ACCOUNT NO. : 072100000032

REFERENCE : 084271 4324699

AUTHORIZATION : Patricia Tzyue

COST LIMIT : \$ 1,785.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 PM 4:35

ORDER DATE : September 12, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 084271

CUSTOMER NO: 4324699

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

(200)

400001948524

FOREIGN FILINGS

NAME: ZML PARTNERS 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

RECEIVED  
96 SEP 16 PM 3:47  
DIVISION OF CORPORATIONS

BK  
9/14/96

Florida Department of State, Jim Smith, Secretary of State

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

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 SEP 16 P.M. 36

1. ZML Partners 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

(State of Formation)

4. November 22, 1995

(Date of Formation)

5. The Prentice-Hall Corporation System, Inc.

(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105

(Street Address of Registered Office)

Tallahassee

(City)

Florida

32301

(Zip Code)

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

The Prentice-Hall Corporation System, Inc.

By: John H. Suber

(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

ZM Investors Limited Partnership IV, an  
Illinois limited partnership

2 N. Riverside Plaza  
Chicago, IL 60606

139600000357

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)

This 12th day of September, 1996.

General Partner Ann M. Schneider, Secy. of Zell/Merrill IV, Inc., the GP of  
ZM Investors Limited Partnership IV

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day  
of September, 1996, by Ann M. Schneider, Secretary (Name of General Partner) of  
Zell/Merrill IV, Inc., the GP of ZM Investors Limited Partnership IV (General Partner)

(Name of Limited Partnership), An Illinois (State or Country) Limited  
Partnership, on behalf of the Limited Partnership.

Patricia G. Greiner  
Notary Public

State of Illinois at Large

(SEAL)

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 PM 4:36

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Ann M. Schneider, Secretary of  
BEFORE ME, the undersigned, personally appeared Zell/Merrill IV, Inc. a  
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 \$ 1,858,500.

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 \$ 1,160,521.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 6 PM 4:36

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 ack-  
nowledged 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.

Patricia G. Grier

Notary Public

Seal

State of Illinois at Large  
My Commission Expires:  
\_\_\_\_\_

**LEXIS** Document Services

**B96000000358**

**ACCOUNT FILING COVER SHEET**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUL 29 PM 12:56

ACCOUNT NUMBER: ECA0000000005

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

DATE: 7/29/97

200002250942--4

REQUESTER NAME: LEXIS DOCUMENT SERVICES

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

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7296

CORPORATION NAME: ZML Partners Limited Partnership IV

AUTHORIZATION: C. Woodyard

\* 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)

DIVISION OF CORPORATIONS

97 JUL 29 AM 11:15

RECEIVED

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. ZML Partners 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.

**ZM INVESTORS LIMITED PARTNERSHIP IV**, an  
Illinois limited partnership

By: Zell/Merrill IV, Inc., an Illinois corporation, its  
general partner

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

Ann M. Schneider, Secretary

**STATE OF ILLINOIS  
COUNTY OF COOK**

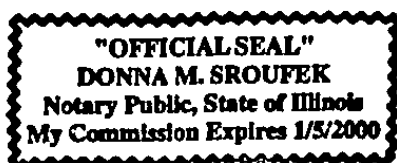
The foregoing instrument was acknowledged and sworn to before me this 11th day of July, 1997, by Ann M. Schneider, Secretary of Zell/Merrill IV, Inc., the general partner of ZM Investors Limited Partnership IV, which is the general partner of ZML Partners Limited Partnership IV, a limited partnership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

Donna M. Sroufek  
Notary Public

State of Illinois at Large

My Commission Expires: Jan. 5, 2000

(SEAL)



FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUL 29 PM 12:56