

M05000006771

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

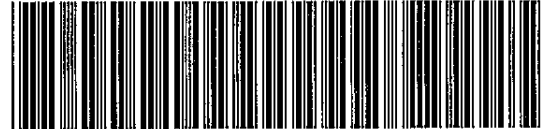
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

13/E

Office Use Only



300062188193

FILED

2005 DEC 29 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 DEC 29 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 782524 4311487

AUTHORIZATION

COST LIMIT \$ 25.00

[Signature]

FILED
2005 DEC 29 PM 3:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : December 28, 2005

ORDER TIME : 11:40 AM

ORDER NO. : 782524-005

CUSTOMER NO: 4311487

FOREIGN FILINGS

NAME: GUARANTY NCP, LLC

XXX LLC

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

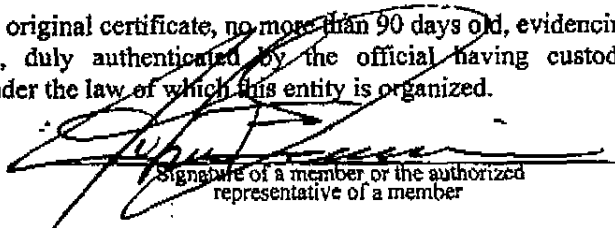
FILED
2005 DEC 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Guaranty NCP, LLC
2. Jurisdiction of its organization: Illinois
3. Date authorized to do business in Florida: December 8, 2005

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: Replacing the current Manager with the following:
NCP Investments, LLC, 360 N. Michigan Ave., Ste 1400, Chicago, IL
60601
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

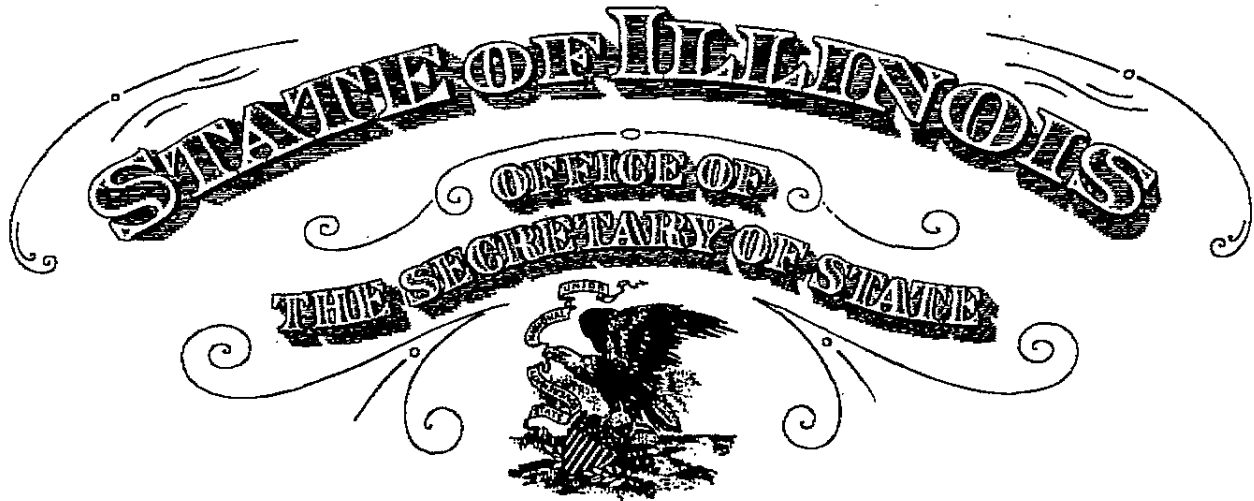
John F. Quinn

Typed or printed name of signer

Filing Fee: \$25.00

File Number

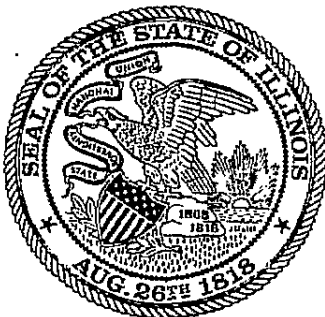
0169283-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

**GUARANTY NCP, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON NOVEMBER 30, 2005,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.**



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* 7TH
day of DECEMBER A.D. 2005

Jesse White

SECRETARY OF STATE



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

01692836

NOVEMBER 30, 2005

JEFFREY J. STAHL
55 W MONROE ST STE 500
CHICAGO, IL 60603

RE: GUARANTY NCP, LLC

Dear Sir or Madam:

It has been our pleasure to approve and place on record the Articles of Organization that created your Limited Liability Company. We extend our best wishes for success in your new future.

The Limited Liability Company must file an Annual Report prior to the first day of its anniversary month next year. A pre-printed Annual Report form will be sent to the registered agent at the address shown on the anniversary month.

Due to statutory changes in the Limited Liability Company Act, Certificates of Organization will no longer be issued with the Articles of Organization.

Sincerely yours,

Jesse White
Secretary of State

Department of Business Services
Limited Liability Company Division
Telephone (217) 524-8008



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

01692836

DECEMBER 27, 2005

JEFFREY J. STAHL
55 W MONROE ST STE 500
CHICAGO, IL 60603

RE: GUARANTY NCP, LLC

Dear Sir or Madam:

Application for Amendment has been placed on file, and the limited liability company credited with the required filing fee.

Sincerely yours,

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Telephone (217) 524-8008

Form LLC-5.25

July 2005

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
Room 351 Hewlett Building
501 S. Second St.
Springfield, IL 62756
www.cyberdriveillinois.com

Payment must be made by business
firm check payable to Secretary of
State. (If check is returned for any
reason this filing will be void.)

Illinois
Limited Liability Company Act
Articles of Amendment

SUBMIT IN DUPLICATE



LC0630764

Filing Fee: \$150

Approved: JAB

FILE # 0169 2836

This space for use by Secretary of State.

FILE DATE 12/27/2005

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: GUARANTY NCP, LLC

2. Articles of Amendment effective on:

☒ the file date☐ a later date (not to exceed 30 days after the file date)

Month, Day, Year

3. Articles of Organization are amended as follows (check applicable item(s) below):

- ☐ a) Admission of a new member (give name and address below)*
- ☒ b) Admission of a new manager (give name and address below)*
- ☐ c) Withdrawal of a member (give name below)*
- ☒ d) Withdrawal of a manager (give name below)*
- ☐ e) Change in address of the office at which the records required by Section 1-40 of the Act are kept (give new address, including county below)
- ☐ f) Change of registered agent and/or registered agent's office (give new name and address, including county below) (Address change of P.O. Box alone or c/o is unacceptable.)
- ☐ g) Change in the Limited Liability Company's name (give new name below)
- ☐ h) Change in date of dissolution or other events of dissolution enumerated in Item 6 of the Articles of Organization
- ☐ i) Other (give information in space below)

* Changes in members/managers may, but are not required to, be reported in an amendment to the Articles of Organization.

Additional information:

01710486

b) New Manager: NCP Investments, LLC, 360 N. Michigan Ave., Suite 1400, Chicago, IL 60601

d) Old Manager: New Chicago Partners, LLC

(continued on back)

LLC-5.25

4. This amendment was approved in accordance with Section 5-25 of the Illinois Limited Liability Company Act, and, if adopted by the managers, was approved by not less than the minimum number of managers necessary to approve the amendment, member action not being required; or, if adopted by the members, was approved by not less than the minimum number of members necessary to approve the amendment.
5. I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Amendment are to the best of my knowledge and belief, true, correct and complete.

Dated DECEMBER 21 2005
Month Day Year
[Signature]
Signature (Must comply with Section 5-45 of ILCA.)
John F. Quinn, Manager of
Name and Title (type or print)
NCP Investments, LLC, Manager
If the member or manager signing this document is a company or other entity,
state name of company and indicate whether it is a member or manager
of the Limited Liability Company.

LLC-5.5

7. (OPTIONAL) Other agreed upon events of dissolution and/or provisions for the regulation of the internal affairs of the Company: (If more space is needed, attach additional 8 1/2" x 11" sheets.)

8. The Limited Liability Company: (Check either a or b below.)
a. ☒ is managed by the manager(s) (List names and business addresses.)

NEW CHICAGO PARTNERS, LLC, 360 N. MICHIGAN AVE., SUITE 1400, CHICAGO, IL 60601

00324728

- b. ☐ has management vested in the member(s) (List names and addresses.)

9. I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated NOVEMBER 30, 2005
Month, Day Year

1. 
Signature

MYLES A. COCHRAN, ORGANIZER

Name and Title (type or print)

Name if a Corporation or other entity

2.
Signature

Name and Title (type or print)

Name if a Corporation or other entity

1. 55 WEST MONROE, ST. 500
Number Street

CHICAGO

City/Town

ILLINOIS, 60603

State

ZIP Code

2.
Number Street

City/Town

State

ZIP Code

Signatures must be in black ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.

STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE
I hereby certify that this is a true and correct copy,
consisting of SIX pages, as taken from the
original on file in this office.



Jesse White
JESSE WHITE
SECRETARY OF STATE

DATE: 12/28/2005

BY: *[Signature]*