

UNOFFICIAL COPY



FORM **BCA 5.10/5.20** (rev. Dec. 2003)  
STATEMENT OF CHANGE OF  
REGISTERED AGENT AND/OR  
REGISTERED OFFICE  
Business Corporation Act

Doc#: 1025210059 Fee: \$70.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 09/09/2010 02:51 PM Pg: 1 of 18

**FILED**

**AUG 31 2009**

**JESSE WHITE  
SECRETARY OF STATE**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
217-782-3647  
www.cyberdriveillinois.com

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

File # 5799-542-4 Filing Fee: \$25 Approved: [Signature]  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: THE RENAISSANCE AT HILLSIDE, INC.

2. State or Country of Incorporation: ILLINOIS

3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent ABRAHAM J. STERN  
First Name Middle Name Last Name  
Registered Office 10 SOUTH WACKER DRIVE, 40TH FLOOR  
Number Street Suite No. (P.O. Box alone is unacceptable)  
CHICAGO 60606 COOK  
City ZIP Code County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent MS REGISTERED AGENT SERVICES, INC.  
First Name Middle Name Last Name  
Registered Office 191 NORTH WACKER DRIVE, SUITE 1800  
Number Street Suite No. (P.O. Box alone is unacceptable)  
CHICAGO 60606 COOK 86  
City ZIP Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.


6. The above change was authorized by: ("X" one box only)
- a.  Resolution duly adopted by the board of directors. (Note 5)
  - b.  Action of the registered agent. (Note 6)

**SEE REVERSE FOR SIGNATURE(S).**

CD

**UNOFFICIAL COPY****7. If authorized by the board of directors, sign here. See Note 5 below.**

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated 0 / Month & Day / 2009 Year The Renaissance At Hillside, Inc.  
 Exact Name of Corporation  
  
 Authorized Officer's Signature  
David Schecter, President  
 Name and Title (type or print)

**If change of registered office by registered agent, sign here. See Note 6 below.**

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
 Month & Day Year Signature of Registered Agent of Record  
 \_\_\_\_\_  
 Name (type or print)  
 If Registered Agent is a corporation,  
 Name and Title of officer who is signing on its behalf.

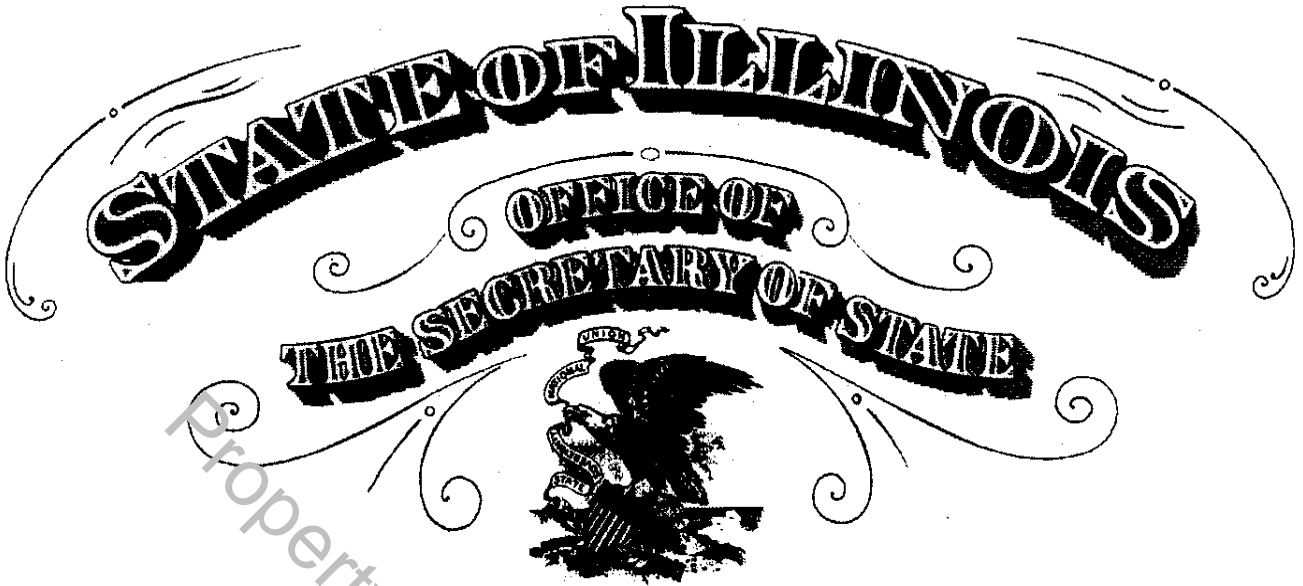
**NOTES**

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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File Number

5618-470-8



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that*

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 15 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR G.R. BANCORP, LTD..\*\*\*\*\*



**In Testimony Whereof,** I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 23RD day of AUGUST A.D. 2010

*Jesse White*

SECRETARY OF STATE

Authentication #: 1023500667

Authenticate at: <http://www.cyberdriveillinois.com>

CD

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File Number: 5618-470-8



Property of Cook County Clerk's Office

345090973

**Whereas**, ARTICLES OF INCORPORATION OF G.R. BANCORP, LTD.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof**, I hereto set my hand and cause to

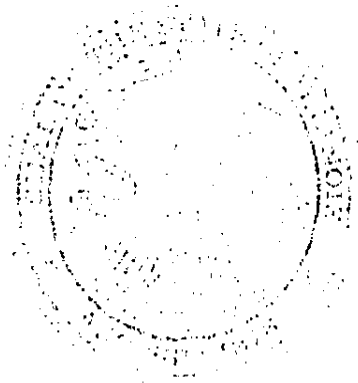
*be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this* 27TH

*day of* NOVEMBER *AD. 19* 90 *and*

*of the Independence of the United States*

*the two hundred and* 15TH



*Jim Edgar*  
SECRETARY OF STATE

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FORM BCA-47

## ARTICLES OF INCORPORATION

Filing Requirements -- Present 3 originally signed and fully executed copies in exact duplicate

For Inserts -- Use White Paper -- Size 8 1/2 x 11

(Do not write in this space)

Date Paid 11-27-90  
 Initial License Fee \$ 27.50  
 Franchise Tax \$ 55.00  
 Filing Fee \$ 75.00

---

Clerk 157.57

TO: JIM EDGAR, Secretary of State

I/We, the incorporator(s), being one or more natural persons of the age of twenty-one years or more or a corporation for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE The name of the corporation is: G.R. Bancorp, Ltd.

ARTICLE TWO 1. Name and address of the initial registered agent and registered office are:

Registered Agent Gerald Johnson  
First Name Middle Name Last Name

Registered Office 102 W. Main St.  
Number Street (Do not use P.O. Box) Suite #  
Grand Ridge, IL 61325 LASALLE  
City Zip Code County

ARTICLE THREE The duration of the corporation is  perpetual OR \_\_\_\_\_ years.

ARTICLE FOUR The purposes for which the corporation is organized are:  
To engage in any lawful act or activity for which the corporation may be organized under the Business Corporation Act of the State of Illinois.

ARTICLE FIVE Paragraph 1: The number of shares which the corporation shall be authorized to issue, itemized by class, series and par value, if any, is

Class	Series	*Par Value per share	Number of shares authorized
Common		NPV	100,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

# PAID

SEE ATTACHED EXHIBIT A NOV 27 1990

ARTICLE SIX The number of shares which the corporation proposes to issue without further report to the Secretary of State, itemized by class, series, and par value, if any, and the consideration to be received by the corporation therefor (expressed in dollars) are:

Class	Series	*Par Value per share	Number of shares to be issued	Total consideration to be received therefor
Common		NPV	2,500	\$ 55,000.00
				\$
				\$
Total				\$ 55,000.00

\* (Use NPV if no Par Value)

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ARTICLE SEVEN The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

ARTICLE EIGHT The number of directors to be elected at the first meeting of the shareholders is 7

ARTICLE NINE (Complete EITHER A or B)

[X] A. All the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or the incorporator(s) elect to pay the initial franchise tax on the basis of the entire consideration to be received for the issuance of shares.

[ ] B. Paragraph 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$

Paragraph 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$

Paragraph 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$

Paragraph 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be: \$

I/WE the incorporator(s) declare that I/we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my/our knowledge and belief, true, correct and complete. Executed this 21st day of November, 1990.

(Signatures must be in ink. Carbon copy, xerox or rubber stamp signatures are not acceptable.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution must be by its President or Vice-President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an Assistant Secretary.

Signature and Names
1. Melvin G. Ohlendorf
2. Joseph E. Lanuti
3. Robert E. White

Post Office Address
1. 110 W. Marquette St.
2. 621 Columbus St.
3. 122 1/2 W. Madison St.

FORM BCA-47

ARTICLES OF INCORPORATION

under the

BUSINESS CORPORATION ACT

For determination of Proper Fees please consult The Business Corporation Act.

FILED

NOV 27 1990

JIM EDGAR SECRETARY OF STATE

RETURN TO:

Corporation Department Secretary of State Springfield, Illinois 62756 Telephone (217) 782-6961

**UNOFFICIAL COPY****EXHIBIT A****ARTICLE FIVE - Paragraph 2:**

a) Unless otherwise determined by the board of directors, no holder of the stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof.

b) No shareholder shall have the right to sell, assign, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation"

c) In the absence of fraud, a director of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation nor, in the absence of fraud, shall any transaction or contract with the corporation be affected in any manner by reason of the fact that a director or firm with which a director is associated is in any way interested in such transaction or contract if, at the meeting of the board of directors adopting or ratifying such transaction or contract, (1) the interested director discloses the interest therein and refrains from voting on such transaction or contract; and (2) such transaction or contract is adopted or ratified by a majority of a quorum of directors present.

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d) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if her or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnification hereunder shall be made only on a determination by a majority of disinterested directors subject to the approval of a majority of the stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

1) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonable incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.



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2) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

3) In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

4) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

e) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

f) The board of directors of the corporation shall consist of seven directors which number may be decreased to no less than three and may be increased to no more than ten by resolution of the directors or shareholders without the necessity of amending these by-laws.

g) The board of directors shall have the authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wherever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of directors may deem proper.

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h) Any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

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FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
 CONSOLIDATION OR EXCHANGE**  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-6961  
 www.cyberdriveillinois.com

**FILED**  
**JUL 16 2010**  
 JESSE WHITE  
 SECRETARY OF STATE

**PAID**  
**JUL 19 2010**  
**EXPEDITED**  
 SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

Filing fee is \$100, but if merger or consolidation involves more than two corporations, submit \$50 for each additional corporation.

File # 5618-470-8 Filing Fee: \$ 100.00 Approved: JK

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.**

1. Names of Corporations proposing to ~~consolidate~~ <sup>merge</sup> and State or Country of incorporation.  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
PCB Acquisition Corporation	Illinois	6702-999-2 ✓
G.R. Bancorp, Ltd. <span style="float: right;">S</span>	Illinois	5618-470-8 ✓

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ <sup>surviving</sup> corporation: G.R. Bancorp, Ltd.  
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~

See Exhibit A

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5. The ~~consolidation~~<sup>merger</sup> was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the ~~exchange~~ state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 -- 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
PCB Acquisition Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
G.R. Bancorp, Ltd.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

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**7. Complete if reporting a merger under §11.30 – 90 percent-owned subsidiary provisions.**

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____


b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

**8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.**

Dated July 15, 2010, PCB Acquisition Corporation  
Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
Mark A. Scheffers, President  
Name and Title (type or print)

Dated July, 2010, G.R. Bancorp, Ltd.  
Month & Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
Michael White, President  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
 \_\_\_\_\_  
Name and Title (type or print)

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**7. Complete if reporting a merger under §11.30 – 90 percent-owned subsidiary provisions.**

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

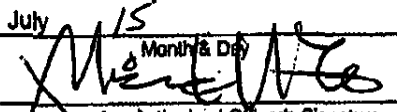
(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

**8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.**

Dated July \_\_\_\_\_, 2010      PCB Acquisition Corporation  
Month & Day Year Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature  
Mark A. Scheffers, President  
 Name and Title (type or print)

Dated July 15 \_\_\_\_\_, 2010      G.R. Bancorp, Ltd.  
Month & Day Year Exact Name of Corporation

  
 Any Authorized Officer's Signature  
Michael White, President  
 Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature  
 \_\_\_\_\_  
 Name and Title (type or print)

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**Exhibit A  
to the  
Articles of Merger  
of  
PCB Acquisition Corporation  
and  
G.R. Bancorp, Ltd.**

**PLAN OF MERGER**

A copy of the Agreement and Plan of Merger (the "*Agreement*") as entered into as of the 22nd day of January, 2010, among Premier Commerce Bancorp, Inc., an Illinois corporation ("*Parent*"), PCB Acquisition Corporation, an Illinois corporation and a wholly owned subsidiary of Parent ("*MergerSub*"), and G.R. Bancorp, Ltd., an Illinois corporation ("*GRB*"), is on file at the principal office of Parent.

1. **The Merger.** In accordance with the terms and subject to the conditions of the Agreement, MergerSub will merge with and into GRB (the "*Merger*") and the separate corporate existence of MergerSub will terminate. GRB will be the Surviving Corporation and will continue its corporate existence under the laws of the State of Illinois.
2. **Effective Time.** The Merger shall become effective at 5:00 p.m. central standard time following the filing of these Articles of Merger with the Illinois Secretary of State (the "*Effective Time*").
3. **Effects of Merger on Capital Stock.** Upon the Merger becoming effective and at the Effective Time, the shares of GRB Common Stock issued and outstanding immediately prior to the Effective Time, other than shares held by GRB or any GRB subsidiary (except for shares held by any of them in a fiduciary capacity) and dissenting shares, will be converted into the right to receive cash, to be paid by Parent pursuant to the terms of the Agreement. Each share of GRB Common Stock held as treasury stock immediately prior to the Effective Time shall be cancelled and retired at the Effective Time and no consideration shall be issued in exchange therefore.

At the Effective Time, the shares of the common stock of MergerSub issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of validly issued, fully paid and nonassessable common stock of the Surviving Corporation.

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4. **Amendment to the Articles of Incorporation.** At the Effective Time, Article Seven of the Articles of Incorporation of GRB shall be amended and to read in its entirety as follows.

## ARTICLE 7A

7A.1. **No Cumulative Voting.** No shareholder of the Corporation shall have cumulative voting rights in any circumstances.

## ARTICLE 7B

7B.1. **Amendments.** The Corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Section 7B.

## ARTICLE 7C

7C.1. **Certain Limitations on Director Liability.** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Business Corporation Act of 1983, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.



**UNOFFICIAL COPY**

FORM **BCA 5.10/5.20** (rev. Dec. 2003)  
**STATEMENT OF CHANGE OF  
 REGISTERED AGENT AND/OR  
 REGISTERED OFFICE**  
 Business Corporation Act

Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 782-3647  
 www.cyberdriveillinois.com

**FILED****AUG 16 2010****JESSE WHITE  
 SECRETARY OF STATE**

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File # 5618-470-8 Filing Fee: \$25.00 Approved: JC  
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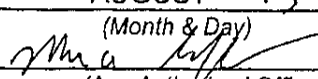
1. CORPORATE NAME: G.R. BANCORP, LTD. ✓
2. STATE OR COUNTRY OF INCORPORATION: ILLINOIS
3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (*before change*):
- |                   |                         |                    |   |
|-------------------|-------------------------|--------------------|---|
| Registered Agent  | <u>STANLEY D. TWAIT</u> |                    |   |
|                   | <i>First Name</i>       | <i>Middle Name</i> | <i>Last Name</i>                                      |
| Registered Office | <u>511 E. ETNA ROAD</u> |                    |   |
|                   | <i>Number</i>           | <i>Street</i>      | <i>Suite No. (A P.O. Box alone is not acceptable)</i> |
|                   | <u>OTTAWA</u>           | <u>IL</u>          | <u>61350</u>  |
|                   | <i>City</i>             | <i>ZIP Code</i>    | <i>County</i>   |
|                   |                         |                    | <u>LA SALLE</u>                                       |
4. Name and address of the registered agent and registered office shall be (*after all changes herein reported*):
- |                   |                                       |                    |   |
|-------------------|---------------------------------------|--------------------|---|
| Registered Agent  | <u>BFKPN CORPORATE SERVICES, INC.</u> |                    |   |
|                   | <i>First Name</i>                     | <i>Middle Name</i> | <i>Last Name</i>                                      |
| Registered Office | <u>200 W MADISON STREET STE 3900</u>  |                    |   |
|                   | <i>Number</i>                         | <i>Street</i>      | <i>Suite No. (A P.O. Box alone is not acceptable)</i> |
|                   | <u>CHICAGO</u>                        | <u>IL</u>          | <u>60606</u>  |
|                   | <i>City</i>                           | <i>ZIP Code</i>    | <i>County</i>   |
|                   |                                       |                    | <u>COOK</u>   |
5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
- a.  By resolution duly adopted by the board of directors. (Note 5)
- b.  By action of the registered agent. (Note 6)

**SEE REVERSE SIDE FOR SIGNATURE(S).**

**UNOFFICIAL COPY**

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated AUGUST 13, <sup>2010</sup>~~2009~~ G.R. BANCORP, LTD.  
 (Month & Day) (Year) (Exact Name of Corporation) ✓  
  
 (Any Authorized Officer's Signature)  
 Mark A. Scheffers, President  
 (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year) (Signature of Registered Agent of Record)

\_\_\_\_\_  
 (Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

**NOTES**

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.