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Springfield, MAY 22, 19 87

That to whom these presents shall come, Creating:

WHEREAS, A Verified Certificate of Amendment has been filed in the Office of the Commissioner of Banks and Trust Companies, showing action taken by the stockholders of HERITAGE CRESTWOOD BANK, at 13500 South Cicero Avenue, Crestwood, County of Cook, State of Illinois, amending its charter, to provide that the Charter of the Bank be amended to change the name from "Heritage Crestwood Bank" to "Heritage Bank Crestwood" and that 7,000 shares of \$6.25 Cumulative Convertible Preferred Stock, par value \$15.00 per share be converted into 10,500 shares of authorized but unissued Common Stock, par value \$10.00 per share. As a result of this conversion, the capital stock of this Bank will be divided into 70,500 shares of Common Stock, par value \$10.00 per share, and

WHEREAS, it appears from the evidence submitted to the Commissioner of Banks and Trust Companies that said action was taken in accordance with the provisions of Section 43 of an Act of the General Assembly of the State of Illinois, known as the "Illinois Banking Act", approved May 11, 1955, in force January 1, 1957, as amended, and

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NOW, THEREFORE, I, JOHN E. TRESTON, CFE, First Deputy Commissioner of Banks and Trust Companies, State of Illinois, by virtue of the power vested in me by the act aforesaid, do hereby approve the amendment and attach hereto a copy of same and the amendment shall be effective upon recording this certificate.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of my office, the day and year first above written.



John E. Treston

First Deputy Commissioner of Banks and Trust Companies

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STATE OF ILLINOIS)
) ss.
COUNTY OF Cook)

I hereby certify that there has been filed with me under the provisions of Section 43 of an act of the General Assembly of the State of Illinois known as the "Illinois Banking Act", approved May 11, 1955, in force January 1, 1957, a consent and approval executed by the shareholders of the Heritage Crestwood Bank, located at Crestwood,

Illinois, consenting to and approving the following amendment to the charter of the aforesaid bank:

The Charter Amendment attached hereto as Exhibit A, which Charter Amendment changes the name of the Bank to "Heritage Bank Crestwood" and converts its 7,000 shares of Preferred Stock into 10,500 shares of Common Stock.

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I further certify that the capital stock of said bank is divided into 60,000 shares of Common Stock of \$10.00 par value each, and 7,000 shares of Preferred Stock shares of \$ 15.00 par value each, and that the owners of record of all 67,000

shares executed aforesaid consent and approval and that same is a part of the corporate record of the aforesaid bank.

Wm. J. Walters
ASST. Secretary.

(Seal of the Corporation)

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~~John C. Dwyer~~ being duly sworn, declare on
President
oath that I am ~~Vice-President~~ of the bank mentioned in the foregoing certificate,
and that the statements made therein are true in substance and in fact.

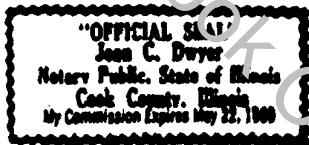
IN WITNESS WHEREOF, I have hereunto
set my hand, and caused the seal of
said corporation to be affixed, this
19th day of May

A. D. 19 87.

John E. Boy

Subscribed and sworn to before me this 17th day of May

A. D. 19 87.



Jean C. Dwyer
Notary Public.

(Seal of Notary Public)

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EXHIBIT A

CHARTER AMENDMENT OF HERITAGE CRESTWOOD BANK

MAY, 1987

RESOLVED, that the Charter of this Bank be amended to change the name of this Bank from "Heritage Crestwood Bank" to "Heritage Bank Crestwood" and that such change be effective as soon as possible upon approval of such change by the Commissioner of Banks and Trust Companies of the State of Illinois.

WHEREAS, there has previously been authorized for issuance, and issued, 7,000 shares of \$6.25 Cumulative Convertible Preferred Stock, par value \$15.00 per share;

WHEREAS, the sole stockholder of this Bank deems it advisable to convert all such shares of Preferred Stock into shares of Common Stock of the Bank; and

WHEREAS, there previously has been reserved for issuance 70,500 shares of Common Stock, par value \$10.00 per share, to accomplish such conversion;

NOW, THEREFORE, BE IT:

RESOLVED, that, it being more than two years after the dates of issuance of the 7,000 shares of Preferred Stock referred to above, and the certificates for all such shares, properly endorsed, having been surrendered to this Bank, all such 7,000 shares of \$6.25 Cumulative Convertible Preferred Stock, par value \$15.00 per share, be and they hereby are converted into 70,500 shares of Common Stock, par value \$10.00 per share, of this Bank.

RESOLVED FURTHER, that, as a result of such conversion, the capital stock of this Bank be and it hereby is divided into 70,500 shares of Common Stock, par value \$10.00 per share, and no shares of Preferred Stock.

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COOK COUNTY RECORDER

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ADAMS FOX ADELSTEIN & ROSEN
208 SOUTH LA SALLE, SUITE 550
CHICAGO, ILLINOIS 60604
(312) 368-1900

ATT: Joel Corwin



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