

UNOFFICIAL COPY

STATE OF ILLINOIS

OFFICE OF
COMMISSIONER OF BANKS AND TRUST COMPANIES



92020884

NUMBER 2808*Springfield,*

December 23, 19 91

That to wit, the representatives shall come, greeting:

CERTIFICATE OF MERGER

WHEREAS, there has been submitted to the Office of Commissioner of Banks and Trust Companies (the "Commissioner") an executed Merger Agreement between 1st Heritage Bank, an Illinois state chartered banking corporation ("Existing Bank") and Heritage Bank Country Club Hills, an Illinois state chartered banking corporation ("Interim Bank"), joined in by Heritage Financial Services, Inc., an Illinois Corporation ("Corporation"), said agreement being hereinafter referred to as the "Merger Agreement", together with certified copies of the authorizing resolutions of the Boards of Directors of the Existing Bank and the Interim Bank showing approval of the Merger Agreement by a majority of the entire board of each of said corporations; and

WHEREAS, the Merger Agreement provides that Interim Bank shall be merged with, into and under the Charter of the Existing Bank in accordance with and pursuant to the provisions of the Illinois Banking Act and the Existing Bank shall be the continuing bank. The name of the continuing bank shall be the same as the name of the Interim Bank, namely "Heritage Bank Country Club Hills", and the office and place of business of the continuing bank shall be that of the Existing Bank at 4101 W. 183rd Street, Country Club Hills, Illinois.

WHEREAS, it appears from the evidence furnished to the Commissioner, upon the effectiveness of the merger, the continuing bank will have issued and outstanding 44,267 shares of Capital Stock, \$10 par value, all of which will be held by the Corporation; Capital Stock of the continuing bank amounting to \$442,670, the Surplus amounting to \$3,400,000 and Reserve for Operating Expenses (consisting of undivided profits and reserves for contingencies) amounting to \$1,697,079 on a pro forma basis as of June 30, 1991, have been fully paid in and are in the custody of the proper officers of said bank; and

92020884

23
Box 374

UNOFFICIAL COPY

Property of Cook County Clerk's Office

1/10/2018

UNOFFICIAL COPY

WHEREAS, the Commissioner is of the opinion and finds that:

(a) The continuing bank meets the requirements of the Illinois Banking Act for the formation of a new bank at 4101 W. 183rd Street, Country Club Hills, Illinois, the place of business of the continuing bank;

(b) the same matters exist with respect to the continuing bank which would have been required under Section 10 of the Illinois Banking Act for the organization of a new bank;

(c) the Merger Agreement is fair to all persons affected; and

(d) the continuing bank will be operated in a safe and sound manner; and

WHEREAS, there have been filed with the Commissioner copies of resolutions of the stockholders of the Existing Bank and the Interim Bank, approving the Merger Agreement, in accordance with the provisions of the Illinois Banking Act.

NOW, THEREFORE, I, Robert J. Piel, Commissioner of Banks and Trust Companies of the State of Illinois, by virtue of the power vested in me by the Illinois Banking Act, do hereby approve the Merger Agreement and do declare the merger of Heritage Bank Country Club Hills into 1st Heritage Bank, to be effective upon the terms and provisions of the Merger Agreement on January 10, 1992, and do hereby authorize 1st Heritage Bank as the continuing bank in said merger to continue business as a bank, under the name of Heritage Bank Country Club Hills, pursuant to the provisions of the Illinois Banking Act, for the purpose of discount and deposit, buying and selling exchange and doing a general banking business, excepting the issuing of bills to circulate as money, and with power to loan money on personal and real estate security, and to accept and execute trusts upon obtaining a certificate of authority pursuant to the "Corporate Fiduciary Act", and shall be subject to all of the provisions of this Act.

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



Robert J. Piel

Commissioner of Banks and Trust Companies

DEPT-01 RECORDING
15333 TRAM 6858 01/13/92 11:38:00
40500 * C * -92-020884
COOK COUNTY RECORDER \$23.00

92020884

UNOFFICIAL COPY

Property of Cook County Clerk's Office
48803225

UNOFFICIAL COPY

7 2 0 2 9 2 0 8 8 4

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Property of Cook County Clerk's Office