

SHERWIN WILLIAMS CREDIT UNION
16230 PRINCE DRIVE
SOUTH HOLLAND, IL 60473-3299

STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL INSTITUTIONS
CREDIT UNION DIVISION
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CERTIFICATE OF PROCEEDINGS
AMENDMENT TO ARTICLES OF INCORPORATION



STATE OF ILLINOIS)
)
COUNTY OF COOK)

I hereby certify that a (regular) (annual) (special) meeting of the members of the SHERWIN-WILLIAMS EMPLOYEES CREDIT UNION, held on the 28th day of APRIL, A.D., 1993, pursuant to the notice required by Article XXI of the By-Laws of the said Credit Union and by Section 4 of "The Credit Union Act", approved August 30, 1979, and in force January 1, 1980, as amended, the following resolution was adopted:

RESOLVED THAT THE ARTICLES OF INCORPORATION OF THIS CREDIT UNION BE AMENDED TO READ AS FOLLOWS:

3. That the membership is limited to:

b) an occupation, give charcter of occupation: employees names of employers:
Any employee of the Sherwin-Williams Company who is a regular employee of the Kensington Plant or Chicago area.

- Martin- Senour
- W.W. Young
- Wyman Gordon
- Kaiser Aluminum
- Morie Painting & Decorating
- Midwest Welding Supply
- City Wide Collection Company
- Dreis & Krump Manufacturing Company, Chicago, Illinois
- United Coatings, Inc.
- PMC Specialties Group, Inc.
- Allis-Chalmers
- Ingersoll Products Division, Borg-Warner Corp.
- United Insurance Company of America, who receives compensation directly from the Home Office of said Company, exclusive of the Home Office Field Payroll
- Peterson Electro-Musical Products
- Etcon Corporation
- Seehausen's, Inc.
- Chicago Gear . D.O. James Corp.
- Sonicraft, Inc.
- Amity Packing Co., Inc.
- Plus III Glass Company, Inc.
- Confab, Incorporated
- Accounters Community Center
- Marteau Industries, Inc.
- Journeyman-Apprentice & Misc. help of Typographical Union No. 16
- Point One Motors, Inc.
- Millard Maintenance Service Corporation
- Standard Window Cleaning Company
- Columbia Tool & Gage Company
- St. Joe Container Company
- Maintenance Consultants, Inc.
- Chemetron Fire Systems
- Martek, Inc.
- Amkus, Inc.
- Mandolini Co.
- Village Auto Repair, Inc.
- Barco
- Arcom
- United Air Cleaner, Inc.
- LL & D Trucking
- Chicago Iron & Metal, Inc.
- Chicago Industrial Iron and Metal, Inc. (Teamsters Local 714)
- ADDCO, Harvey, Illinois
- Bell + Howell Employees Credit Union
- former Bell + Howell Company subsidiaries now independent:
- Bell + Howell - Chicago
- Tandy Rank Video - Northbrook

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COOK COUNTY RECORDER

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Rank Video Services - Northbrook
EIKI International - Laguna Niguel, CA
Iron Mountain - Los Angeles, CA

- NIA Comprehensive Center for Developmental Disabilities, Inc. Chicago, IL;
- Whiting Employees Credit Union (due to Merger)
- Whiting Corporation, Harvey, IL;
- Swenson Process Equipment Inc.
- Spraylan Corporation
- Daley's Ambulance And Medical Supplies
- Miner Enterprises Inc., Geneva, IL
- Harris Lamps, Chicago, IL
- Sacred Heart Convent, Wilmette, IL
- Schnadig Corporation, Chicago, IL
- Moore Medical Corp., Lemont, IL
- Villa de Bruno, Lynwood, IL
- Federated Foods, Inc., Arlington Heights, IL
- Baxter & Woodman, Crystal Lake, IL
- HomeBase Warehouse, Chicago, IL
- North Central Dialysis Centers, Chicago, IL
- Sheraton Suites, Elk Grove Village, IL
- Rechel Stone Co., Skokie, IL
- Envirotest Technologies, Elk Grove Village, IL
- Bernard Welding, Beecher, IL
- East Bank Club, Chicago, IL
- Claire Manufacturing Company, Addison, IL
- Illinois Window Safety Device Co., Lincolnwood, IL
- Twinplex Manufacturing Company, Wood Dale, IL
- Columbia College Chicago, Chicago, IL
- General Automation, Inc., Skokie, IL
- Midway Moving And Storage, Inc., Chicago, IL
- Marine Corps League #663, Chicago Heights, IL

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I further certify that on the date of said meeting the said SHERWIN-WILLIAMS EMPLOYEES CREDIT UNION had 12,115 (members) (directors); that 18 (members) (directors) were present at said meeting and that 18 (members) (directors) voted in favor of the above resolution.

Jerry B. Brown
Secretary

STATE OF ILLINOIS)
COUNTY OF COOK)

(Corporate Seal)

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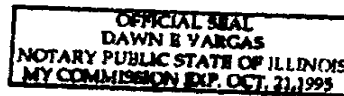
I, James R. Brown, being duly sworn, declare on oath that I am Chairman of the Board of the Credit Union mentioned in the foregoing certificate, and that the statements made therein are true in substance and in fact.

In Witness Whereof, I have hereunto set my hand, and caused the Seal of said corporation to be affixed this 10TH day of MAY A.D., 19 93.

James R. Brown
Chairman of the Board

Subscribed and sworn to before me this 10TH day of MAY A.D., 19 93.

Dawn E. Vargas
Notary Public



Approved by me this 28 day of May, A.D. 19 93

[Signature]
Director of Financial Institutions