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File Number

57767437

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Whereas,

ARTICLES OF INCORPORATION OF  
MIDWEST TRUST SERVICES, INC.  
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.

94371653

Now Therefore, I, George H. Ryan, 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 8TH  
day of APRIL A.D. 1994 and  
of the Independence of the United States  
the two hundred and 18TH.

*George H Ryan*  
SECRETARY OF STATE

2952  
1/15

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BCA-2.10

ARTICLES OF INCORPORATION

Rev Jan 1991

Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 792-6981

FILED

SUBMIT IN DUPLICATE

APR - 8 1994

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 4/8/94  
Franchise Tax \$ 1,250.00  
Filing Fee \$ 750.00  
Approved \$ 1,000.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order payable to Secretary of State.

1. CORPORATE NAME: Midwest Trust Services, Inc.

The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.

2. Initial Registered Agent: Robert L. Woods  
First Name Middle Initial Last name

Initial Registered Office: 501 West North Avenue  
Number Street Suite #  
Melrose Park 60160 Cook  
City Zip Code County

3. Purpose or purposes for which the corporation is organized:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

To accept and execute trusts and to do all other things permitted to trust companies in compliance with the Corporate Fiduciary Act.

DEPT-01 RECORDING \$29.50  
TRAN 7632 04/23/94 15:22:00  
COOK COUNTY RECORDER

COOK COUNTY RECORDER  
47283 + LC \* -94-371893  
147777 TRAN 9656 04/23/94 15:25:00

Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ no par value	100,000	10,000	\$ 750,000
				TOTAL \$ 750,000

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

(If not sufficient space to cover this point, add one or more sheets of this size.)

No holder of shares of the Corporation shall have any cumulative voting rights in the election of directors of the Corporation or in any other circumstances.

(over)

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5 **OPTIONAL**

- a) Number of directors constituting the initial board of directors of the corporation \_\_\_\_\_
- b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address |
|------|---------------------|
|      |                     |
|      |                     |
|      |                     |

6 **OPTIONAL**

- a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_
- b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_
- c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_
- d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7 **OPTIONAL: OTHER PROVISIONS**

See Attachment hereto.  
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

## 8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s) under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 7, 1994

Signature and Name	Address
1. <u>Robert L. Woods</u> Signature Robert L. Woods (Type or Print Name)	1. <u>501 West North Avenue</u> Street <u>Wilrose Park, IL 60160</u> City/Town State Zip Code
2. _____ Signature _____ (Type or Print Name)	2. _____ Street _____ City/Town State Zip Code
3. _____ Signature _____ (Type or Print Name)	3. _____ Street _____ City/Town State Zip Code

Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on confirmed copies.  
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

### FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25 and a maximum of \$1,000,000.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State      Springfield, IL 62756  
 Department of Business Services      Telephone (217) 782-6961

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**ATTACHMENT TO THE ARTICLES OF INCORPORATION  
OF MIDWEST TRUST SERVICES, INC.  
PAGE 1 OF 2**

## ARTICLE SEVEN

### INDEMNIFICATION

The corporation shall indemnify, to the full extent that it shall have the power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation against liabilities and expenses (including attorney's fees) reasonably incurred or paid by such person in connection with such action, suit or proceeding. The corporation may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an 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 liabilities and expenses (including attorney's fees) reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words "liabilities" and "expenses" shall include, without limitations: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any by-law, statute, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

No director of the corporation shall be personally liable to the corporation or any of 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 Illinois Business Corporation Act of 1983, as amended (the "Act"); or (iv) for any transaction from which the director derived an improper personal benefit.

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**ATTACHMENT TO THE ARTICLES OF INCORPORATION  
OF MIDWEST TRUST SERVICES, INC.  
PAGE 2 OF 2**

For purposes of this Article, reference to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Act, or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of fact then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon such state of facts.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the corporation.

94371853

Please return to:

Catherine A. Lemmer, Esq.  
Vedder, Price, Kaufman & Kammholz  
222 N. LaSalle St., Suite 2600  
Chicago, IL 60601



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