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STATE OF ILLINOIS

OFFICE OF
COMMISSIONER OF BANKS AND TRUST COMPANIES



Number 2995

Springfield, August 21, 1995

Challengers, if any, shall come forward

\$23.50

T:0008 TRAN 4140 10/04/95 08:14:00

12989 : LF # -95-673076

COOK COUNTY RECORDER

CERTIFICATE OF MERGER

Whereas, there has been submitted to the Office of the Illinois Commissioner of Banks and Trust Companies ("Commissioner") an executed Merger Agreement between First Colonial Bank of Lake County, Vernon Hills, Illinois, an Illinois state chartered banking corporation ("Bank") and Firststar Bank Illinois, Chicago, Illinois, an Illinois banking corporation ("Resulting Bank"), together with certified copies of the authorizing resolutions of the Boards of Directors of Bank and Resulting 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 Bank shall be merged into Resulting Bank in accordance with and pursuant to the provisions of the Illinois Banking Act ("Act") and Resulting Bank shall continue under the charter of Firststar Bank Illinois with the same name. The main banking premises of the Resulting Bank shall be located at 30 North Michigan Avenue, Chicago, Illinois; and

Whereas, it appears from the evidence furnished to the Commissioner, at the time all of the phases of the merger agreement are completed, Resulting Bank will have issued and outstanding 1,700,000 shares of capital stock, \$10.00 par value amounting to \$17,000,000, the surplus amounting to \$191,273,000 and undivided profits amounting to \$50,512,000 on a pro forma basis as of September 30, 1994; and

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

- (a) Resulting Bank meets the requirements of the Act for the formation of a new bank at 30 North Michigan Avenue, Chicago, Illinois, the proposed main banking premises of Resulting Bank;
- (b) the same matters exist with respect to Resulting Bank which would have been required under Section 10 of the Act for the organization of a new bank;
- (c) the Merger Agreement is fair to all persons affected; and
- (d) Resulting Bank will be operated in a safe and sound manner; and

Whereas, there have been filed with the Commissioner copies of resolutions of the sole stockholder of Bank and Resulting Bank, approving the Merger Agreement, in accordance with the provisions of the Act;

Now, therefore, I, Richard N. Luft, Commissioner of Banks and Trust Companies of the State of Illinois, by virtue of the power vested in me by the Act, having approved the Merger Agreement, declare the merger of First Colonial Bank of Lake County into Firststar Bank Illinois, to be effective upon the terms and provisions of the Merger Agreement as of the day and year first above written, and do hereby authorize Firststar Bank Illinois as the Resulting Bank in said merger to continue business as a bank, for a perpetual term unless sooner terminated by due process of law, under the name of Firststar Bank Illinois, pursuant to and subject to all the provisions of the Act and to accept and execute trusts upon obtaining a certificate of authority pursuant to the "Corporate Fiduciary Act."

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



Richard Luft

Commissioner of Banks and Trust Companies

Please return to:
Julie Bandalin Krueger
Firststar Corporation
Law Department - JSS -311
777 East Wisconsin Avenue
Milwaukee, WI 53202

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