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File Number 5859-286-2

95883328

DEPT-01 RECORDING \$23.00
T#0014 TRAN 0276 12/20/95 10:04:00
#8164 + JW *-95-883328
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas,

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
FIRST CHICAGO NBD CORPORATION

2300

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS 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.

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 1ST day of DECEMBER A.D. 19 95 and of the Independence of the United States the two hundred and 20TH.

95883328



George H. Ryan

Secretary of State

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APPLICATION FOR AMENDED
**CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

File # 5859-2802

George H. Ryan,
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1837

FILED

DEC 1 1995

**GEORGE H. RYAN
SECRETARY OF STATE**

SECRETARY OF STATE
This space for use by
Secretary of State
Date 12-1-95
Filing Fee \$ 25.00
Approved: [Signature]

Remit payment in check or money
order, payable to "Secretary of State."

1. (a) CORPORATE NAME: NBD Bancorp, Inc.
(b) If changed, NEW CORPORATE NAME: First Chicago NBD Corporation
(c) (Complete only if the new corporate name is not available in this state.)
ASSUMED CORPORATE NAME: _____
*(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois.
Form BCA 4.15 is attached.)*

2. (a) State or Country of Incorporation: Delaware
(b) If changed, Period of Duration: No Change

3. (a) If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)
No Change

EXPEDITED

DEC 1 1995

SECRETARY OF STATE

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 29, 19 95

NBD Bancorp, Inc.
(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Richard J. McCullen, Asst. Secretary
(Type or Print Name and Title)

Daniel T. [Signature] Senior Vice President and Secretary
(Type or Print Name and Title)

**RECORDING DESK
BOX 170**

5859-2802

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