

STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL INSTITUTIONS
CREDIT UNION DIVISION



CERTIFICATE OF PROCEEDINGS
AMENDMENT TO ARTICLES OF INCORPORATION

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I hereby certify that a (regular) (annual) (special) meeting of the (members) (directors) of the NICOM CREDIT UNION, held on the 17 day of November, A.D., 1998, pursuant to the notice required by Article XXI of the By-Laws of the said Credit Union and by Section 305/4 of "The Illinois 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:

(recording area)

3. That the membership is limited to:

b) an occupation, give character of occupation: any employees, shareowners, contractors or persons retired from:

Name of employers:

- American Information Technologies (AMERITECH) or its affiliated subsidiaries
- A.T.& T. Information Systems (A.T.T.I.S.)
- A.T.& T. Communications (A.T.C.O.M.)
- ~~A.T.& T. Technologies~~ Lucent Technologies (due to Co. name change)
- United Bell Credit Union
- A.J. Gerrard & Company
- ~~Office of the Commissioner of Savings and Residential Finance~~ Offices of Banks and Real Estate (due to Co. name change)
- Sarner, Collier and Associates, Ltd., Chicago, IL
- Bresnahan & Garvey, Chicago, IL
- Gage Grinding Company Inc., Cary, IL
- Billy Goat II, Chicago, IL
- Delta Tech Mold, Inc., Arlington Heights, IL
- Telcom Midwest, Chicago, IL
- Health Management Associates, Inc., Hinsdale, IL
- Family Home Health, Somerset, Kentucky
- Comprehensive Home Healthcare Services, Tazewell, Tennessee
- Tripp Manufacturing Co., Chicago, IL

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Krex Computers, Morton Grove, IL
Nystrom, Chicago, IL (due to merger with Nyco Credit Union)
Payroll Alternatives of Des Plaines, IL
Lloyd Creative Staffing, Inc., Des Plaines, IL
Diversified Computer Consultants, their employees, contractors, shareowners and retirees
C and D Transportation, Country Club Hills, Illinois
YMCA of the USA, Chicago, IL, their employees, their employee's family members, contractors, shareholders and retirees

(c) a neighborhood, community, or rural district, define exact geographical limits:

Anyone who lives or works in the Village of Hoffman Estates and the Townships of Palatine and Barrington, Illinois
The Townships of Hanover, Cuba, Algonquin and Ela, Illinois
The Township of Schaumburg, Illinois

I further certify on the date of said meeting the said NICOM CREDIT UNION, had 5/196 (~~members~~) (~~directors~~) that 28 (~~members~~) (~~directors~~) were present at said meeting; and that 28 (~~members~~) (~~directors~~) voted in favor of the above resolution.

Jerry E. Updehah
Secretary

N. JAMES GRANAROSSA

I, ~~Dan Hbenzyk~~, 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 29 day of ~~December~~ JANUARY A.D., 1998 99

N. James Granarossa
Chairman of the Board

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STATE OF ILLINOIS DEPARTMENT OF FINANCIAL INSTITUTIONS CREDIT UNION DIVISION

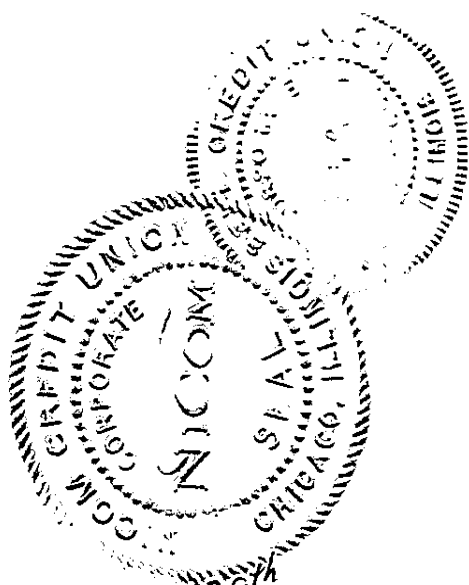
CERTIFICATE OF PROCEEDINGS AMENDMENT TO ARTICLES OF INCORPORATION

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

(Corporate Seal)

Subscribed and sworn to before me this
7th day of January A.D., 1999.

[Signature]
Notary Public



Approved by me this 29th day of

January, A.D. 19 99
[Signature]
Director of Financial Institutions



NICOM
300 W Washington
Suite 101
ATTN: Annabelle
Chicago IL 60604

CERTIFICATE OF PROCEEDINGS
AMENDMENT TO ARTICLES OF INCORPORATION
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