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0 3 5 6 6 5 0 2 Form #20

Certificate No. 1174462 Document No. 3566502

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

You are directed to register the Document hereto attached
on the Certificate 1174462 indicated affecting the
following described premises, to-wit:

The West 160 feet (as measured on the South line of the Block)
of that part of Block 10 lying South of the North line of the
South 193 feet, being also the South line of the 14 foot public
alley established in Document 4003800, recorded March 15, 1907
(except the West 9 feet thereof (as measured on the South line
of said Block) taken for public street) in Penny & Meacham's
Subdivision in the Southeast Quarter (¼) of Section 26, Town-
ship 41 North, Range 12, East of the Third Principal Meridian.

+ 09-86-421-009 AH

3566502

Section _____ Township _____ North, Range _____ East of the
Third Principal Meridian, Cook County, Illinois.

Diana Kenney

CHICAGO, ILLINOIS Nov 12 19 86

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AGREEMENT TO MERGE 0 3 3566502 0 2

3390655

This AGREEMENT made between Exchange National Bank of Chicago (hereinafter referred to as "Exchange"), a banking association organized under the laws of the United States, being located at 130 South LaSalle Street, Chicago, County of Cook, in the State of Illinois, with a Capital of \$11,846,980, divided into 3,554,094 shares of common stock, each of \$3.33 1/3 par value, Surplus of \$12,041,480, and Undivided Profits, including Capital Reserves of \$11,749,311, as of December 31, 1981, and Central National Bank in Chicago (hereinafter referred to as "Central"), a banking association organized under the laws of the United States, being located at 120 South LaSalle Street, Chicago, County of Cook, in the State of Illinois, with a Capital of \$13,390,000 divided into 1,339,000 shares of common stock, each of \$10.00 par value, Surplus of \$26,390,000, and Undivided Profits, including Capital Reserves of negative \$7,066,000, as of December 31, 1981, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given by and in accordance with the provisions of the Act of November 7, 1918, as amended (12 U.S.C., Section 215a), witnesseth as follows:

3390655

3566502

*Exchange National Bank
of Chicago*

[Handwritten signature]

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Section 1. 0 3 5 6 6 5 0 2

Exchange shall be merged into Central under the charter of the latter.

Section 2.

The name of the Surviving Association (hereinafter referred to as the "Association") shall be "Exchange National Bank of Chicago".

Section 3.

The business of the Association shall be that of a national banking association. This business shall be conducted by the Association at its main office which shall be located at 120-130 South LaSalle Street, Chicago, Illinois, and at its legally established branches.

Section 4.

The amount of capital of the Association shall be the stockholders' equity of Exchange at the time of the merger plus the fair market value of the preferred stock of Exchange International Corporation being issued pursuant to the merger of Exchange International Corporation and Central National Chicago Corporation plus the debt of Central

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National Chicago Corporation remaining outstanding subsequent to the merger.

Section 5.

All assets of Exchange and Central, as they exist at the effective time of the merger, shall pass to and vest in the Association without any conveyance or other transfer; and the Association shall be responsible for all of the liabilities of every kind and description, including liabilities arising out of the operation of a Trust Department of each of the banks existing as of the effective time of the merger, and including the 5% Subordinated Notes of Exchange due June 30, 1987 in the principal amount, as of December 31, 1981, of \$1,500,000.

Section 6.

Each share of common stock of Exchange shall, by virtue of the merger and without any action on the part of the holder thereof, become and be converted into three and one third (3-1/3) shares of common stock of the Association, each with a par value of \$1.00. Each share of common stock of Central shall, by virtue of the merger and without any action on the part of the holder thereof, become and be converted into ten (10) shares of common stock of the Association, each with a par value of \$1.00.

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Section 70 3 5 6 6 5 0 2

Neither of the banks shall, between the date of this agreement and the time at which the merger shall become effective, dispose of any of its assets in any other manner except in the normal course of business and for adequate value.

Section 8.

The Board of Directors of the Association, who shall serve until the next annual meeting of the Association or until their successors have been elected and have qualified, shall comprise the present members of the Board of Directors of Exchange, with the exclusion of Mr. Victor Sayyah; and with the inclusion of Messrs. Bruce L. Dahltorp, Frederick C Meyers and Thomas S. Tyler.

Section 9.

Effectiveness of this merger shall be subject to and conditioned upon the receipt of all regulatory and shareholder approvals as are required by law and the effectiveness of a merger between Exchange International Corporation and Central National Chicago Corporation.

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Section 10.

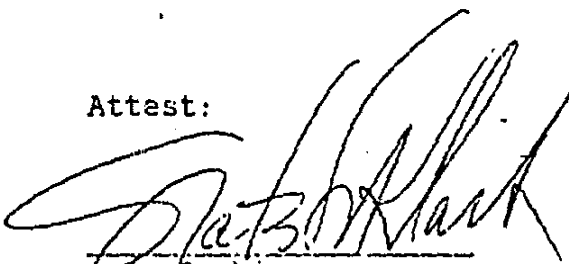
The rights of shareholders of Central and Exchange, not otherwise provided herein, shall be governed by 12 U.S.C. 215(a).

Section 11.

Effective as of the time this merger shall become effective as specified in the "Certificate Approving Merger" to be issued by the Comptroller of the Currency, the articles of association shall read in their entirety and be in a form as appended hereto.

WITNESS, the signatures and seals of said merging banks this 23rd day of April, 1982, each hereunto set by its authorized officer and attested by its Cashier or _____, pursuant to a resolution of its Board of Directors, acting by a majority thereof:

Attest:



Cashier

Exchange National Bank
of Chicago

By



President

[Seal of Bank]

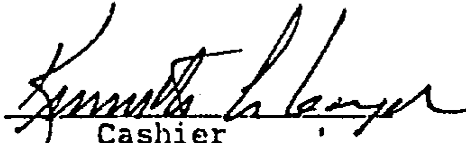
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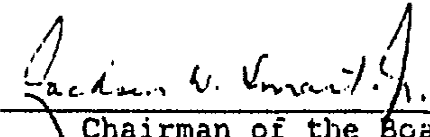
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Attest:

Central National Bank
in Chicago


Cashier

By 
Chairman of the Board

[Seal of Bank]

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Illinois
COUNTY OF Cook SS:

On this 23 day of April, 1982, before me, a Notary Public for the State and County aforesaid, personally came Homer J. Holland, as President and Nate N. Klark, as Cashier, of Exchange National Bank and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this day and year aforesaid.

[Seal of Notary]

Paul Myers
Notary Public, Cook
County, My commission expires
12/9/84

STATE OF Illinois)
COUNTY OF Cook) SS

3564702

On this 23rd day of April, 1982, before me, a Notary Public for the State and County aforesaid, personally came Jackson W. Smart, Jr. as Chairman of the Board, and Kenneth L. Coughlan as cashier of Central National Bank in Chicago and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said Association and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this day and year aforesaid.

[Seal of Notary]

Paul Myers
Notary Public, Cook
County, My commission expires
March 4, 1983

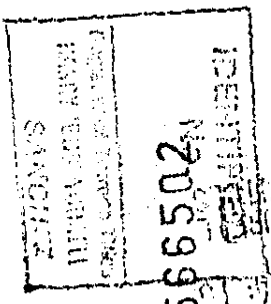
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MKS

69 W Washington
Chicago IL 60602

Diana K. Lawrence
Husband: Gilbert
Mickelmann, Alton, Ill.



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