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Form #20

3658115

Certificate No. 1218380 Document No. _____

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

You are directed to register the Document hereto attached
on the Certificate 1218380 indicated affecting the

following described premises, to-wit: Lot 37 in Smith and Dawson Second

Addition to Country Club Acres, a subdivision of the Southwest quarter
of the Southeast quarter and the West 10 acres of the Northwest quarter
of the Southeast quarter of Section 22, Township 42 North, Range 11,
East of the Third Principal Meridian, according to the plat thereof
registered as Document Number 791719, in Cook County, Illinois

GAO

PIN# 02 22 409-001

AKA 101 E. CARLSON. HICKORY HEIGHTS, IL

Section 22 Township 42 North, Range 11 East of the

Third Principal Meridian, Cook County, Illinois.

David C. Greenwood
DAVID C. GREENWOOD

CHICAGO, ILLINOIS 10-7 19 87.

3658115

OFFICE OF
COMMISSIONER OF BANKS AND TRUST COMPANIES



Merger

Number 2418

Springfield,

July 31

19 84

That the said banks and trust companies shall come together

CERTIFICATE OF MERGER

WHEREAS, there has been submitted to the Office of the Commissioner of Banks and Trust Companies (the "Commissioner") an executed Merger Agreement between Wheeling Trust and Savings Bank, Wheeling, Illinois, an Illinois Banking Corporation ("Wheeling") and Main Bank of Chicago, Chicago, Illinois, an Illinois Banking Corporation ("Main"), said agreement being hereinafter referred to as the "Merger Agreement", together with certified copies of the authorizing resolutions of the Boards of Directors of "Wheeling" Bank and "Main" 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 "Wheeling" Bank shall be merged into, and under the Charter of, "Main" Bank in accordance with and pursuant to the provisions of the Illinois Banking Act, and "Main" Bank shall be the Continuing Bank. The name of the Continuing Bank shall be the same, namely "Main Bank of Chicago". The office and place of business of the Continuing Bank shall be at 350 East Dundee Road, Wheeling, Illinois.

WHEREAS, it appears from the evidence furnished to the Commissioner, upon the effectiveness of the merger, "Main" Bank as the Resulting and Continuing Bank will have issued and outstanding 100,000 shares of Capital Stock, \$15.00 par value, all of which (except for directors' qualifying shares) will be held by the Cole-Taylor Financial Group. Capital Stock of the Resulting and Continuing Bank amounting to \$1,500,000, the Surplus of said bank amounting to \$8,000,000 and Reserve for Operating Expenses (consisting of undivided profits and reserves for contingencies) amounting to \$3,072,000 on a pro forma basis as of July 30, 1984, have been fully paid in and are in the custody of the proper officers of said bank; and

WHEREAS, the Merger Agreement further provides that the Board of Directors of the Continuing Bank, upon the merger becoming effective, shall consist of all the persons who are directors of "Main" Bank immediately before the merger becomes effective; and

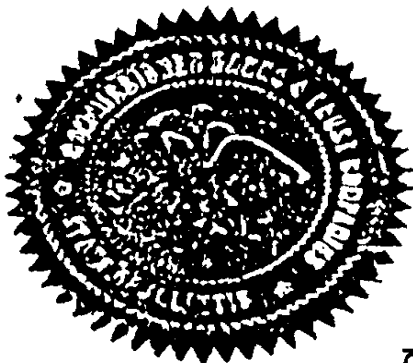
WHEREAS, the Commissioner is of the opinion and finds:

- (a) That the Resulting Bank meets the requirements of the Illinois Banking Act for the formation of a new bank at 350 East Dundee Road, Wheeling, Illinois, the proposed place of business of the Resulting Bank;

(b) That the same matters exist in respect of the Resulting Bank which would have been required under Section 10 of the Illinois Banking Act for the organization of a new bank; and

(c) That the Merger Agreement is fair to all persons affected;

NOW, THEREFORE, I, WILLIAM C. HARRIS, Commissioner of Banks and Trust Companies of the State of Illinois, by virtue of the power vested in me by the Illinois Banking Act, do hereby approve the Merger Agreements and do declare the merger of Wheeling Trust and Savings Bank, Wheeling, Illinois, and Main Bank of Chicago, Chicago, 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 Main Bank of Chicago as the Continuing and Resulting Bank in said merger to continue business as a bank, under the name of Main Bank of Chicago, under the provisions of the Illinois Banking Act, for the purpose of discount and deposit, buying and selling exchange and doing a general banking business, excepting the issuing of bills to circulate as money, and with power to loan money on personal and real estate security, and to accept and execute trusts, for a term of perpetual years, unless sooner terminated by due process of law.



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

William C. Harris

Commissioner of Banks and Trust Companies

COOK COUNTY Clerk's Office

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NO.	3658115
COOK COUNTY CLERK'S OFFICE HARRIS BUS VOUCHER HARRIS	

COLE TAYLOR BANK
352 E. DUNDEE RD
WHEELING, IL 60090

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