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Form #20

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Certificate No. 1295235 Document No. 3710847

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

You are directed to register the Document hereto attached
on the Certificate 1295235 indicated affecting the
following described premises, to-wit:

B: That part of the Southwest Quarter (4) of the Southwest Quarter (4) of Section 22, Township 39 North, Range 12, East of the Third Principal Meridian, bounded and described as follows: - Beginning on the West Line of 21st Ave. as dedicated by Plat registered in the Office of the Registrar of Titles of Cook County, Illinois, on December 5, 1974, as Document No. 2786098 at a point which is 276.16 feet (as measured along said West line) North from the Intersection of said line with the North line (extended East) of Cermak Road, as opened by Condemnation Proceedings in Court Case No. 57-S-15931, and running; thence West along a line parallel with said North line of Cermak Road, a distance of 204.09 feet to a point 223.09 feet West of the East line of the aforesaid Southwest Quarter (4) of the Southwest Quarter (4) of said Section; thence North along a line parallel with the East line of the aforesaid Southwest Quarter (4) of the Southwest Quarter (4) of said Section, a distance of 262.67 feet, to a point 22.50 feet North of the intersection of said line with the North line of the Easement described in Document No. 1683723; thence East along a line 22.50 feet North from and parallel with the North line of said Easement, and said North line extended Easterly, a distance of 204.09 feet to the West line of 21st. Avenue aforesaid and; thence South along said West line of 21st. Ave., being a line 19.00 feet West from and parallel with the East line of the aforesaid Southwest Quarter (4) of the Southwest Quarter (4) of said Section, a distance of 262.50 feet, to the point of Beginning.

A L S O

O: That part of the Southwest Quarter (4) of the Southwest Quarter (4) of Section 22, Township 39 North, Range 12, East of the Third Principal Meridian, bounded and described as follows: - Beginning at a point on the North line of Cermak Road as opened by Condemnation proceedings in Court Case No. 57-S-15931, which point is 431.95 feet (as measured along said North line) West of the East line of the aforesaid Southwest Quarter (4) of the Southwest Quarter (4) of said Section and running; thence North along a straight line, which line intersects the North line of the Easement described in Document No. 1683723 at a point 432.6 feet (as measured along said North line and the Easterly extension thereof) West of the East line of the aforesaid Southwest Quarter (4) of the Southwest Quarter (4) of said Section, a distance of 276.16 feet; thence East along a line parallel with said North line of Cermak Road, a distance of 413.32 feet to the West line of 21st. Ave. as dedicated by Plat registered in the Office of the Registrar of Titles of Cook County, Illinois, on December 5, 1974 as Document No. 2786098; thence South along said West line of 21st. Ave. being a line 19.00 feet West from and parallel with the East line of the aforesaid Southwest Quarter (4) of the Southwest Quarter (4) of said Section, a distance of 261.16 feet, to a point 15.00 feet North of the aforesaid North line of Cermak Road; thence Southwest along a straight line, a distance of 21.27 feet to a point on said North line of Cermak Road, which is 3.00 feet West of said East line of the Southwest Quarter (4) of the Southwest Quarter (4) of said Section and; thence West along said North line of Cermak Road, a distance of 397.95 feet to the Point of Beginning.

Third Principal Meridian, Cook County, Illinois

[Signature]

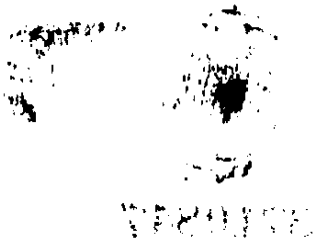
CHICAGO, ILLINOIS 526 8/19/74

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Broad view

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Marger

AGREEMENT TO MERGE

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3390655

Property of Cook County Clerk's Office

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 \$26,350,000, 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:

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*Exchange National Bank
of Chicago*

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Section 1.

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 7.

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.

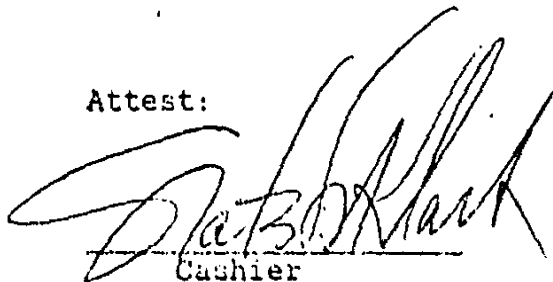
The rights of shareholders of Central and Exchange, not otherwise provided herein, shall be governed by 12 U.S.C. 215(a).

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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Attest:

Central National Bank
in Chicago

Kenneth L. Meyer
Cashier

By *Richard W. Bennett, Jr.*
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. Holladay, as President and Nate N. Clark, 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]

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

STATE OF Illinois)
COUNTY OF Cook) SS

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]

Richard W. ...
Notary Public, Cook
County, My commission expires
March 4, 1983

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1988 MAY 26 10:00
HARRY (BUS) TOWNELL
REGISTER OF DEEDS
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CHICAGO TITLE INS
HARRY (BUS) TOWNELL
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CHICAGO TITLE INS

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