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Certificate No. $1279907$ Document No.
TO THE REGISTRAR OF TITLES COOK COUNTY, ILLINOIS:
You are directed to register the Document hereto attached on the certificate 1279907 indicated affecting the
following described premines, to-wit:
in block Nine (9) in spantlett, Federborn and blode's Belmont Heights Second Addition, being a Subdivision of the West Helf (%) of the East Helf (%) of the South West Fractional Quarter (%) of Fractional Section 24, South of the Indian Boundary Line, Township 40 North, Pange 12, East of the Third Frincipal Meridian.
PIN # 12-24-329 016 @
PA. 3242 N. Overhill Chyo. III. 4.0634
Section 24 Township 40 North, Range 12 East or the Third Principal Meridian, Cook County, Illinois.
Elin Ag la
CHICAGO, ILLINOIS Aug 25 1988.



### Wallinglandlese Presents Shall Come Greeting:

I. WILLIAM C. HARRIS, Commissioner of Banks and Trust Companies, State of Illinois, do hereby certify the attached is a true and correct photocopy of Certificate of Merger Number 2250 dated March 31, 1982, issued to LA GRANGE BANK & TRUST COMPANY, LA GRANGE, County of COOK, State of Illinois.

1 FURTHER CERTIFY according to the records of my office, LA GRANGE BANK & TRUST COMPANY, LA GRANGE, Illinois, has held and continues to hold general authority to do u banking business as provided by the I linois Banking Act and as permitted by its Certificate of Morger.

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

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WILLIAM C. BARRIS
Commissioner of Banks and Trust Companies

By Harold F. Boede, Executive Assistant





## Chall thunliquelles all come Creatings

#### CERTIFICATE OF MEAGER

WHEREAS, there has been submitted to the office of the Commissioner of banks and Trust Companies (the "Commissioner") an executed Merger Agreement between La Grange State Bank, La Grange, an Illinois banking corporation ("Bank") and LGS State Bank, La Grange, an Illinois banking corporation ("New Bank"), joined in by First burlington Corporation, a Delaware corporation ("Corporation"), said agreement being hereinafter referred to as the "Merger Agreement," together with certified copies of the authorizing resolutions of the Boards of Directors of the Bank, New Bank, and Corporation showing approval of the Merger Agreement by a majority of the entire Board of each of said co-porations; and

WHEREAS, the Merger Agreement provides that the Bank shall be merged into New Bank in accordance with and pursuant to the provisions of the Illinois Banking Act. The name of the New Bank ("Continuing Bank") shall be changed to "La Grange Bank & Trust Company." The office and place of business of the Bank at 14 S. La Grange Foad, La Grange, Illinois, shall be the office and place of business of the Continuing Bank.

Whereas, it appears from the evidence furnished to the Commissioner, upon the effectiveness of the merger, New Bank, as the resulting and continuing bank will have issued and outstanding 25%,000 shares of Capital Stock, \$12.50 par value, all of which (except for directors' qualifying shares) will be held by the Corporation; Capital Stock of the resulting and continuing bank amounting to \$3,225,000, the Surplus of said bank amounting to \$3,500,000 and Reserve for Operating expenses (consisting of undivided profits and reserves for contingencies) amounting to \$3,526,920 on a pro forma basis as of September 30, 1981, 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 the 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 14 S. La Crange Road, La Grange, 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

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

WHEREAS, there have been filed with the Commissioner copies of resolutions of the stockholders of the Bank and New Bank; certified by the President, a Vice President or the Casnier, approving the Marger Agreement, each of said resolutions having been approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares of stock of each such bank entitled to vote at a meeting called to consider such action upon notice duly given in accordance with the provisions of the Illinois Banking Act;

NOW, THEREFORE, I, WILLIAM C. MARRIS, 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 Agreement and an declare the merger of La Grange State Bank, La Grange, into LGS State Bank, La Grange, 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 LGS State Bank as the continuing and resulting bank in said merger to continue business as a bank, under the name of La Grange Bank & Trust Company, 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 somer terminated by due process of law.

In TESTINORY WHEREOF, I hereunto subscribe my name and affix the seal of my office, the day and your first above written.

(SEAL)

Commissioner of Banks and Trust Companies

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