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CHICAGO, ILLINOIS 12-8 1985

Henry J. ...

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

P.I.N. 17-32-208-016, Vol. 522

PARCEL 1: Lot Twelve (12) in Stadler's Subdivision of the East Five (5) Acres of the North Thirty Five (35) Acres of the East Half (1/2) of the North East Quarter (1/4) of Section 32, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

3846033

following described premises, to-wit:

on the Certificate 1273570 indicated affecting the

You are directed to register the document hereto attached

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

Certificate No. 1273570 Document No. 1219515

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3390655

Witnesseth as follows:

November 7, 1918, as amended (12 U.S.C., Section 215a),

given by and in accordance with the provisions of the Act of

of a majority of its directors, pursuant to the authority

a resolution of its Board of Directors, adopted by the vote

\$7,066,000, as of December 31, 1981, each acting pursuant to

Undivided Profits, including Capital Reserves of negative

each of \$10.00 par value, Surplus of \$26,350,000, and

\$13,390,000 divided into 1,335,000 shares of common stock,

of Cook, in the State of Illinois, with a Capital of

being located at 120 South LaSalle Street, Chicago, County

association organized under the laws of the United States,

Chicago (hereinafter referred to as "Central"), a banking

as of December 31, 1981, and Central National Bank in

Undivided Profits, including Capital Reserves of \$11,749,311,

each of \$3.33 1/3 par value, Surplus of \$12,041,480, and

\$21,846,980, divided into 3,554,094 shares of common stock,

County of Cook, in the State of Illinois, with a Capital of

States, being located at 130 South LaSalle Street, Chicago,

banking association organized under the laws of the United

of Chicago (hereinafter referred to as "Exchange"), a

This AGREEMENT made between Exchange National Bank

3390655

AGREEMENT TO MERGE

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Handwritten signature

Handwritten signature

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

Section 6.

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

Section 5.

National Chicago Corporation remaining outstanding subsequent
 to the merger.

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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.

Section 9.

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 8.

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 7.

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[Seal of Bank]

Cashier

[Signature]

Attest:

President

By *[Signature]*

Exchange National Bank
of Chicago

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:

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.

Section 11.

U.S.C. 215(a).

The rights of shareholders of Central and Exchange, not otherwise provided herein, shall be governed by 12

Section 10.

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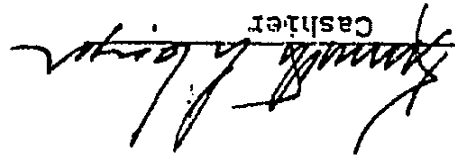
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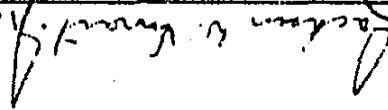
[Seal of Bank]

Cashier



Attest:

By Chairman of the Board



Central National Bank
in Chicago

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03846033 (Copy of my 7 pages)

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

[Signature]

(Seal of Notary)

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

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.

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

[Signature]

(Seal of Notary)

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

On this 23 day of April, 1982 before me, a Notary Public for the State and County aforesaid, personally came *[Signature]* as *[Signature]* and *[Signature]* as cashier, of *[Signature]* and *[Signature]* 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.

COUNTY OF Cook

SS:

2346033

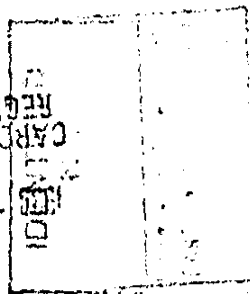
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MS
MS~~

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REGISTER OF TITLES
CARL MOSELEY DEAN
JAN 11 1983



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