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Certificate No. 1139181 Document No. 3880802

TO THE REGISTRAR OF TITLES
COOK COUNTY, ILLINOIS:

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

LOT ONE (except the North 4 feet thereof)-----(1)'

In Block One (77), In Kath's Subdivision of part of the Northeast Quarter (6) of the
Northeast Quarter (4) of Section 24, Township 41 North, Range 12, East of the Third
Principal Meridian, according to Plat thereof registered in the Office of the Registrar
of Titles of Cook County, Illinois, on October 16, 1936, as Document No. 1701788.

3880802

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

CHICAGO, ILLINOIS 5-15 1990.

Jim Wynne

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Property of Cook County Clerk's Office

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STATE OF ILLINOIS

89003001

OFFICE OF
COMMISSIONER OF BANKS AND TRUST COMPANIES



Mergers

3700000

Number 2670

Springfield,

December 22,

1988

Challinor, with the Present, Shall Come, Creating:

CERTIFICATE OF MERGER

WHEREAS, there has been submitted to the Office of Commissioner of Banks and Trust Companies (the "Commissioner") an executed Merger Agreement between Cole Taylor Bank/Main, Cole Taylor Bank/Skokie, Cole Taylor Bank/Ford City, all Illinois banking corporations ("Banks") and Cole Taylor Bank/Drovers, an Illinois banking corporation ("Resulting Bank"), 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 Banks and Resulting 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 the Banks shall be merged into Resulting Bank in accordance with and pursuant to the provisions of the Illinois Banking Act and Resulting Bank shall continue under the name of Cole Taylor Bank. The authorized common stock of Resulting Bank shall be increased from 450,000 shares, par value \$10 per share, to 1,525,000 shares, par value \$10 per share. The office and place of business of the continuing bank shall be that of the Resulting Bank at 850 West Jackson Boulevard, Chicago, Illinois and the offices and places of business of the Banks that existed prior to the merger, shall continue to operate as a branches of Resulting Bank.

WHEREAS, it appears from the evidence furnished to the Commissioner, upon the effectiveness of the merger, the Resulting Bank will have issued and outstanding not less than 1,502,610 shares of capital stock, \$10 par value amounting to not less than \$15,026,100 in capital, surplus of not less than \$31,721,000 and retained earnings of not less than \$33,142,000 on a pro forma basis as of January 1, 1989, which have been fully paid in and are in the custody of the proper officers of said bank; and

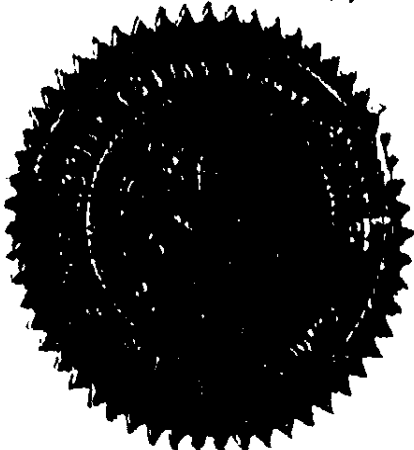
89003001

WHEREAS, the Commissioner is of the opinion and finds that:

- (a) Resulting Bank meets the requirements of the Illinois Banking Act for the formation of a new bank at 850 West Jackson Boulevard, Chicago, Illinois, the proposed main banking premises of Resulting Bank;
- (b) the same matters exist with respect to the Resulting Bank which would have been required under Section 10 of the Illinois Banking Act for the organization of a new bank;
- (c) the Merger Agreement is fair to all persons affected; and
- (d) that the Resulting Bank will operate in a safe and sound; and

WHEREAS, there have been filed with the Commissioner copies of resolutions of the stockholders of the Banks and Resulting Bank, approving the Merger Agreement, in accordance with the provisions of the Illinois Banking Act;

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 Agreement and do declare the merger of Cole Taylor Bank/Main, Cole Taylor Bank/Skokie and Cole Taylor Bank/Ford City into Cole Taylor Bank/Drovers, to be effective upon the terms and provisions of the Merger Agreement as of January 1, 1989, and do hereby authorize Cole Taylor Bank/Drovers as the Resulting Bank in said merger to continue business as a bank, for a perpetual term unless sooner terminated by due process of the law, under the name of Cole Taylor Bank pursuant to 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 execute trusts.



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

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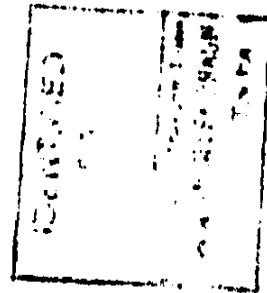
Property of Cook County Clerk's Office

12/18/81
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DID

3880802

1990 MAY 15 AM 11:42
CAROL ROSEBRAUN
REGISTRAR OF TITLES

3880802



Near Northville
2227 Oak Hill
Olson