Form #20

Certificate No	
TO THE REGISTRAR OF TITLES COOK COUNTY, ILLINOIS:	
You are directed to register the Document hereto attached on the Certificate	
following described premises, to-wit:	
DESCRIPTION OF PROPERTY	<u>k</u> .;
BUILDING ONE ITEM 1.	
UNIT 1-1) as described in survey delinrated on and attached to and a part of a Declaration  Ownership registered on the 25th day of March 2, 19-89 as Document Number 3	of Condominio
1TEM 2.x 39869	24
An Undivided (except the Units delined & and described in said survey) in and Described Premises:	d to the followi
Lot 10 (except the North 6 inches thereot), and all of Lots 11 through 15, but anclusive, in Block One (1) of Related One (1) to Twenty Seven (22) both inclusive in Block Fhree (3) and Lots One (3) to Twenty (20) both Inclusive Four (3) in Harmon and Young's Subdivision in the Southwest Quarter (1/4) or U Southeast Quarter (1/4) Township 37 North, Range 13, East of the Third Principal Meridian, also the vacated Alleys lying South of and One (1) to Seven (2) hoth inclusive and the Alley lying North of and adjoining Lots Twenty One (21) to Twenty Sinclusive in Block Three (3) and the Alley lying South of and adjoining Lots One(1) to Seven (2) both inclusive (4).	hister in Block of Section 25, adjoining Lots ieven (27) both
Third Principal Heridian, Cook County, Illinois.	
CHICAGO, ILLINOIS 19 7/	39869

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CERTIFICATE OF SECRETARY OF
LASALLE NATIONAL CORPORATION
REGARDING THE SUCCESSION OF LASALLE NATIONAL BANK
TO THE TRUST BUSINESS OF
EXCHANGE BANK OF RIVER OAKS

3878316

I, Robert K. Quinn, hereby certify that I am the duly elected Secretary of LaSalle National Corporation (the "Corporation"), a Delaware corporation, and as such am the custodian of the corporate records and seal of the Corporation, and that the following is a true, correct and complete copy of resolutions adopted by unanimous written consent of the board of directors of the Corporation dated March 21, 1990, and that none of such resolutions have been amended or repealed, and that all such resolutions are in full force and effect as of the date of this Certificate:

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WHEREAS, the Corporation directly owns in excess of 99% of the voting zkock of LaSalle National Bank ("LNB") and indirectly owns 100% of the voting stock of Exchange Bank of River Oaks ("Exchange"), and LNB and Exchange are each qualified to administer tousts in the State of Illinois;

WHEREAS, it is being proposed to the Board of Directors that LNB succeed to each of the trust accounts of Exchange as to which such succession is not expressly prohibited by the provisions of the applicable trust instruments (the "Proposal"), pursuant to and in accordance with Section 3-3 of the Illinois Corporate Fiduciary Act (the "Act", 17 Ill. Rev. Stat. Paragraph 1551-2 at seg. at 1553-3);

WHEREAS, pursuant to the Proposal, the Corporation will enter into a Trust Succession Agreement with LNB and Exchange for the purpose of effecting the succession of LNB to the trust business of Exchange;

WHEREAS, pursuant to the Proposal, LNB may also enter into a Trust Management Agreement with Exchange whereby LNB will administer all of the trust business of Exchange, if any, not succeeded to by LNB pursuant to the Trust Succession Agreement; and

WHEREAS, also pursuant to the Proposal, in the event LNB and Exchange hereafter determine to cause an office of LNB's Trust Department to be established at one or more offices of Exchange, LNB would enter into with Exchange a Lease and Allocation Arrangement with respect to certain premises and equipment and certain services and allocating certain expenses of Exchange to LNB, all on an "arm's length" basis for the fair market value thereof.

NOW, THEREFORE, BE IT RESOLVED, that effective immediately, and consistent with the Proposal as presented to the board with such modifications as the proper officers determine to be necessary or appropriate with the advice of legal counsel, LNB shall succeed to each of the trust accounts of Exchange as to which such succession is not expressly prohibited by the provisions of the applicable trust instruments, pursuant to and in accordance with Section 3-3 of the Illinois Corporate Fiduciary Act (the "Act", 17 Ill. Rev. Stat. Paragraph 1551-1 et seg. at 1553-3); and LNB shall then have all the rights and powers and assume all the duties granted to or imposed upon Exchange by law or the aforesaid instruments.

regrHER RESOLVED, that the proper officers of the Corporation he, and they hereby are, authorized and directed to execute a Trust Succession Agreement, on the terms as presented to this Board with such modifications as said proper officers determine to be necessary or appropriate with the advice of legal counsel, to facilitate the Proposal and LMB's succession of Exchange as trustee or the transferred fiduciary accounts.

FURTHER RESOLVED, that all trust files and documents and any and all trust file property in the possession of Exchange with respect to the trust accounts being transferred to LNB shall immediately be transferred to the principal and other appropriate offices of LNB.

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized, empowered and directed, on behalf of the Corporation, to do or cause to be done any and all acts and things and to execute and deliver any and all such further documents and papers as, with advice of legal counsel, they may deem necessary or appropriate to implement the Proposal and otherwise carry into effect the full intent and purposes of the foregoing resolutions.

Dated:	May ?	1990.	
		Robert F	Cum
		Secretary	

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