

STATE OF MICHIGAN
LANSING
FILED FOR RECORD

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2000 MAY -8 AM 10:14

MORRIS W. CARTER
RECORDER

CERTIFICATE OF BANK CONSOLIDATION (MERGER)

Effective on April 14, 2000, GRAND NATIONAL BANK, a national banking association, 486 West Liberty Street Wauconda, Illinois 60084 was consolidated with and into:	OLD KENT BANK, a Michigan banking corporation, 111 Lyon Street, N.W. Grand Rapids, Michigan 49503 Under the articles of incorporation, bylaws and name of: "OLD KENT BANK"
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I, KEVIN T. KABAT, being the President of OLD KENT BANK, a Michigan banking corporation, certify that:

1. As of the close of business on April 14, 2000, Grand National Bank, a national banking association headquartered at 486 West Liberty Street, Wauconda, Illinois 60084, was consolidated (merged) with and into Old Kent Bank, a Michigan banking corporation headquartered at 111 Lyon Street, N.W., Grand Rapids, Michigan 49503-2404. The resulting bank operates under the name, articles of incorporation, and bylaws of the Michigan banking corporation. This merger was effected under the Michigan Banking Code of 1969, as amended, MCL §§ 487.301 *et seq.*; MSA §§ 23.710(1) *et seq.* (the "Banking Code"); the National Bank Act, as amended 12 USC § 214a; the Federal Deposit Insurance Act, as amended, 12 USC § 1828; and pursuant to an Agreement of Consolidation dated as of November 1, 1999, between these banks and joined in by Old Kent Financial Corporation, as the sole shareholder of Old Kent Bank, and Grand Premier Financial, Inc., as the then-sole shareholder of Grand National Bank.

2. The Agreement of Consolidation is on file with the Office of Financial and Insurance Services, Department of Consumer and Industry Services, State of Michigan, 333 South Capitol, Suite A, Lansing, Michigan 48933, and a copy will be provided upon request directed to Old Kent Bank, Attention: Mr. Frederick W. Gaul, 111 Lyon Street, N.W., Grand Rapids, Michigan 49503-2404. Section 125 of the Banking Code provides that a copy of the Agreement of

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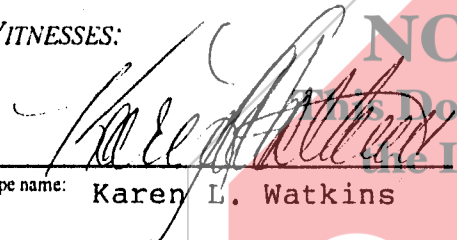
CERTIFICATE OF BANK CONSOLIDATION (MERGER)

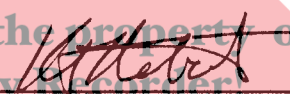
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Consolidation, certified by the Commissioner of the Office of Financial and Insurance Services, is evidence of the act of consolidation of the consolidating organizations and the observance and performance of all necessary acts and conditions precedent to the consolidation. Section 126 of the Banking Code provides that title to all property (real, personal, and mixed) of the consolidating bank (Grand National Bank) is automatically transferred to the consolidated bank (Old Kent Bank), and shall not revert or be in any way impaired by reason of the Banking Code.

WITNESS my hand and the seal of OLD KENT BANK, a Michigan banking corporation, on April 26, 2000.

WITNESSES:


Type name: Karen L. Watkins

OLD KENT BANK
By 
Kevin T. Kabat, President

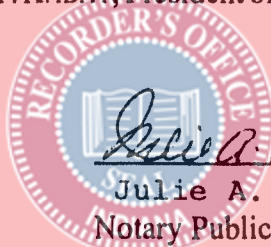

Type name: Julie A. Van Herp

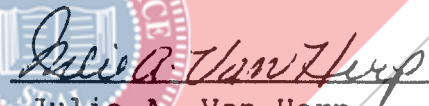
{BANK SEAL}

STATE OF MICHIGAN }
COUNTY OF KENT }

On April 26, 2000, KEVIN T. KABAT, President of OLD KENT BANK, appeared before me and executed the foregoing certificate.

Document prepared by and return to:
Mr. Frederick W. Gaul
Old Kent Bank
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2404
616-771-5234




Julie A. Van Herp
Notary Public, Kent County, Michigan
My commission expires: 12/20/2003

{NOTARIAL SEAL}