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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

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State of Illinois

MICHAEL B. BROWN
RECORDER

Department of Financial and Professional Regulation

Number 3606

Date February 3, 2017

Chicago Title Insurance Company

Certificate of Merger

WHEREAS, there has been submitted to the Illinois Department of Financial and Professional Regulation ("Department"), Division of Banking, an executed Merger Agreement between Standard Bank and Trust Company, Hickory Hills, Illinois, an Illinois banking corporation ("Bank") and First Midwest Bank, Itasca, Illinois, an Illinois banking corporation ("Resulting Bank"), together with evidence of approval of the Merger Agreement by a majority of the entire Board of each of said corporations;

WHEREAS, the Merger Agreement provides that Bank shall be merged into Resulting Bank in accordance with and pursuant to the provisions of the Illinois Banking Act ("Act") and Resulting Bank shall continue under the charter of First Midwest Bank, Itasca, Illinois with the name First Midwest Bank. The main banking premises of the Resulting Bank shall be located at One Pierce Place, Suite 1500, Itasca, Illinois;

WHEREAS, it appears from the evidence furnished to the Department, on the effective date of the merger the Resulting Bank will have the following capital structure on a pro forma basis as of June 30, 2016: 4,000,000 shares issued and outstanding of common stock, at a par value of \$10.00 per share amounting to \$40,000,000, surplus amounting to \$1,145,315,000 and undivided profits amounting to \$397,437,000;

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

- (a) Resulting Bank meets the requirements of the Act for the formation of a new bank at One Pierce Place, Suite 1500, Itasca, Illinois, the proposed main banking premises of Resulting Bank;
- (b) the same matters exist with respect to Resulting Bank which would have been required under Section 10 of the Act for the organization of a new bank;
- (c) the Merger Agreement is fair to all persons affected;
- (d) Resulting Bank will be operated in a safe and sound manner; and

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JOHN E. PETALAS
LAKE COUNTY AUDITOR

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\$25,000

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WHEREAS, there has been filed with the Department a copy of the resolutions of the stockholders of Bank and Resulting Bank, approving the Merger Agreement, in accordance with the provisions of the Act.

NOW, THEREFORE, by virtue of the power vested by the Act, the merger of Standard Bank and Trust Company with and into First Midwest Bank shall be and is hereby effective upon the terms and provisions of the Merger Agreement as of the close of business on the day and year first above written, and First Midwest Bank is hereby authorized as the Resulting Bank in said merger to continue business as a bank, for a perpetual term unless sooner terminated by due process of law, under the name of First Midwest Bank, pursuant to and subject to all the provisions of the Act.

**Document is
NOT OFFICIAL!**

This Document is the property of
the Lake County Recorder!

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

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION;
BRYAN A. SCHNEIDER, SECRETARY

DIVISION OF BANKING



Kerri A. Doll
KERRI A. DOLL
Acting Director

9301-9321 WICKER AVE. ST. JOHN, IN 46373
45-11-33-001-001.000-035
45-11-33-101-009.000-035
45-11-33-101-030.000-035

45-11-33-101-002.000-035
45-11-33-101-003.000-035
11131 W. 93rd Avenue
St. John, IN 46373

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each
social Security number in this document, unless required by law. *Andrea Colson*

This document prepared by Kevin M. Genster,
Attorney at Law.

EXHIBIT A**Parcel 1:**

Lots 1 and 2 in Security Federal Bank Addition, an Addition to the Town of St. John, Indiana, as per plat thereof recorded August 14, 1991 in Plat Book 70, page 65, in the Office of the Recorder of Lake County, Indiana.

Parcel 2:

Lot 3 in Security Federal Bank Addition, Phase Two, an Addition to the Town of St. John, Indiana, as per plat thereof recorded July 31, 1992 in Plat Book 72, page 67, in the Office of the Recorder of Lake County, Indiana.

Parcel 3:

Part of the Northwest Quarter of the Northwest Quarter of Section 33, Township 35 North, Range 9 West of the 2nd Principal Meridian. Commencing at a point on the North line of said Quarter Quarter Section which is 163 feet East of the Northwest corner thereof and running thence South parallel with the West line of said Quarter Quarter Section 137.5 feet; thence East parallel with the North line of said Quarter Quarter Section 100 feet; thence North parallel with the West line of said Quarter Quarter Section 137.5 feet to the North line thereof; thence West along the North line of said Quarter Quarter Section 100 feet to the Place of Beginning, in Lake County, Indiana.

Parcel 4:

The East 37 feet of the West 163 feet of the North 137.5 feet of the Northwest Quarter of the Northwest Quarter of Section 33, Township 35 North, Range 9 West of the Second Principal Meridian, in the Town of St. John, Lake County, Indiana.

EXCEPTING THEREFROM the following four (4) descriptions:

(1) That part appropriated to the State of Indiana pursuant to Agreed Finding and Judgment filed March 1, 2007 under Cause #45C01- 0310-PL-243 and recorded March 12, 2007 as Instrument No. 2007-021337 and March 20, 2007 as Instrument No. 2007-023424, described as follows:

A part of the Lots 1 and 2 in Security Federal Bank Addition, the plat of which is recorded in Plat Book 70, page 65, in the Office of the Recorder of Lake County, Indiana, and being Parcel 7, Indiana Department of Transportation L.A. Code 3843, described as follows: Beginning at the northwest corner of said Lot 1; thence North 88 degrees 58 minutes 42 seconds East 27.26 feet along the north line of said Lot 1; thence South 51 degrees 57 minutes 48 seconds West 17.43 feet; thence South 3 degrees 09 minutes 07 seconds West 52.72 feet; thence South 2 degrees 12 minutes 14 seconds East 451.38 feet to the South line of said Lot 2; thence South 88 degrees 58 minutes 42 seconds West 7.45 feet along said lot line to the southwest corner of said Lot 2; thence North 2 degrees 17 minutes 15 seconds West 514.49 feet along the west line of said Lots 1 and 2 to the Point of Beginning. Containing 4281 square feet, more or less.

(2) That part appropriated to the State of Indiana pursuant to a Greed Finding and Judgment filed March 1, 2007 under Cause #45C01-0310-PL-243 and recorded March 12, 2007 as Instrument No. 2007-021336 and March 20, 2007 as Instrument No. 2007-023424, described as follows:

A part of the Northwest Quarter of the Northwest Quarter of Section 33, Township 35 North, Range 9 West, Lake County, Indiana, and being Parcel 7A, Indiana Department of Transportation L.A. Code 3843, described as follows:

Beginning at a point on the north line of said section North 88 degrees 58 minutes 42 seconds East 263.00 feet from the northwest corner of said section designated as point "5" on the Location Control Route Survey Plat recorded in Instrument 99077992, in the Office of the Recorder of said County, which point of beginning is on the northeast corner of the owner's land; thence South 2 degrees 17 minutes 15 seconds East 27.89 feet along the east line of the owner's land; thence South 88 degrees 58 minutes 42 seconds West 112.26 feet; thence South 84 degrees 05 minutes 14 seconds West 24.78 feet to the northeast corner of Lot 1 in Security Federal Bank Addition, the plat of which is recorded in Plat Book 70, page 65, in the Office of the Recorder of said County; thence North 2 degrees 17 minutes 15 seconds West 30.01 feet along the prolonged east line of said lot to the north line of said section; thence North 88 degrees 58 minutes 42 seconds East 137.00 feet along said section line to the Point of Beginning. Containing 0.088 acres, more or less, inclusive of the presently existing right of way which contains 0.063 acres, more or less, for a net additional taking of 0.025 acres, more or less.

(3) That part of Lot 3 in Security Federal Bank Addition to the Town of St. John, Indiana - Phase Two (being a subdivision of part of the West Half of the Northwest Quarter of Section 33, Township 35 North, Range 9 West of the Second Principal

Meridian according to plat thereof recorded in Book of Plats 072, Page 67, bounded and described as follows: Commencing at the northwest corner of said Lot 3; thence South 89 degrees 17 minutes 20 seconds East along the north line of said Lot 3 a distance of 150.77 feet to the northeast corner of said Lot to the Point of Beginning; thence South 00 degrees 37 minutes 00 seconds East along the east line of said Lot 3 a distance of 131.00 feet to a corner of said Lot; thence North 89 degrees 17 minutes 20 seconds West parallel with the north line of said Lot 3 a distance of 88.77 feet; thence North 00 degrees 37 minutes 00 seconds West parallel with the east line of said Lot 3 a distance of 131.00 feet the north line of said Lot; thence South 89 degrees 17 minutes 20 seconds East along said north line a distance of 88.77 feet to the point of Beginning, all in the Town of St. John, Lake County, Indiana. Containing 0.267 acres, more or less.

(4) The South 40.00 feet, as measured at right angles to the South line thereof, of Lot 3 in Security Federal Bank Addition to the Town of St. John, Indiana, Phase Two, as per plat thereof recorded in Plat Book 72, page 67, July 31, 1992, in the Office of the Lake County, Indiana Recorder. Containing 0.232 acres, more or less.

