This is to certify that this is a true and exact copy of the original instrument. CHICAGO TITLE INSUFATION CO.

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## State of Illinois

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## Bepartment of Financial and Professional Regulation

Mumber 3379

#ate May 12, 2006

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## Document is

WHEREAS, there has been submitted to the Illinois Department of Financial and Professional Regulation ("Department"), Division of Banking, an executed Merger Agreement between Bank Calumet, N.A., Isantmonth.Indiana, a national banking corporation ("Bank"), and First, Midwest Bank, Itasca, Illinois parking corporation ("Resulting Bank"), together with certified copies of the authorizing resolutions of the Board of Directors of Bank 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 Company 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; and

WHEREAS, it appears from the evidence turnished to the Department, on the effective date of the merger the Resulting Bank will have the following capital structure on a proforma basis as of September 30, 2005; 4,000,000 shares issued and outstanding of common stock at \$10.00 par value per share amounting to \$40,000.000, surplus amounting to \$582,000,000, and undivided profits amounting to \$274,000,000; and

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;

DULY ENTERED FOR TAXATION SUBJE FINAL ACCEPTANCE FOR TRANSFER

- (c) the Merger Agreement is fair to all persons affected;
- (d) Resulting Bank will be operated in a safe and sound manner; an PCT 1 0 2017

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JOHN E. PETALAS LAKE COUNTY AUDITOR

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WHEREAS, there have been filed with the Department copies of resolutions of the sole stockholder 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 Bank Calumet, N.A. and First Midwest Bank, shall be and is hereby effective upon the terms and provisions of the Merger Agreement as of 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.

The Lake County Recorder!



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

DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION of the State of Illinois;
PEAR MARTINEZ, SECRETARY

DIVISION OF BANKING

D. LORENZO PADRON

I affirm, under the panelties for perjury, the Hines taken reasonable care to redact each Social Security number in this document, unless required by law Andrea A Plasencia

This document prepared by Kevin M. Gensler, Attorney at Law.
1900 Broadway Ave. Merrillville, IN 46410
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