

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

By

8190com

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State of Illinois

068840

Department of Financial and Professional Regulation

Number 3379

Date May 12, 2006

CERTIFICATE OF MERGER 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., Hammond, Indiana, a national banking corporation ("Bank"), and First Midwest Bank, Itasca, Illinois, an Illinois banking 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 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 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;
- (c) the Merger Agreement is fair to all persons affected;
- (d) Resulting Bank will be operated in a safe and sound manner; and

\$505,000

JB

DULY ENTERED FOR TAXATION SUBJECT
FINAL ACCEPTANCE FOR TRANSFER

OCT 10 2017

042294

JOHN E. PETALAS
LAKE COUNTY AUDITOR

1820503760

CHICAGO TITLE INSURANCE COMPANY

