

12-04-2002

Docket No.:



102301793

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12/4/02

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Michigan National Corporation  
27777 Inkster Road  
Farmington Hills, Michigan 48333-9065

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 30, 2001

2. Name and address of receiving party(ies):

Name: LaSalle National Corporation

Internal Address:

Street Address: 135 South LaSalle Street

City: Chicago State: IL ZIP: 60603

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,978,676

Additional numbers  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Carol A. Genis, Esq.

Internal Address: Bell, Boyd & Lloyd LLC

Street Address: P.O. Box 1135

City: Chicago State: IL ZIP: 60690

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-1818

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Carol A. Genis, Esq.

Name of Person Signing

*Carol A. Genis*  
Signature

December 3, 2002

Date

Total number of pages including cover sheet, attachments, and

DEC 04 2002 15:51 FR BELL BOYD & LLOYD LLC 312 372 2098 TO 7827#0105609#313 P.04

TRADEMARK

REEL: 002627 FRAME: 0055



**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MICHIGAN NATIONAL CORPORATION**

**INTO**

**LASALLE NATIONAL CORPORATION**

\*\*\*\*\*

Michigan National Corporation, a corporation organized and existing under the laws of Michigan ("MNC"),

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 10th day of January, 1973, pursuant to the Business Corporation Act of the State of Michigan ("MBCA").

**SECOND:** That this corporation owns all of the outstanding shares of common stock of LaSalle National Corporation ("LNC"), a corporation incorporated on the 16th day of December, 1968, pursuant to the General Corporation Law of the State of Delaware ("DGCL").

**THIRD:** That the directors of MNC, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 30th day of April, 2001, determined to merge itself into said LNC:

**WHEREAS,** certain officers of MNC have negotiated an Agreement of Merger dated as of April 30, 2001 (the "Agreement") by and between MNC and LNC pursuant to which MNC will be merged with and into LNC (the "Merger"), all upon the terms and conditions set forth in the Agreement substantially in the form presented to this Board of Directors;

**WHEREAS,** the Board of Directors of MNC has considered the Agreement and the transactions contemplated thereby, including the Merger, and deems them advisable and in the best interests of MNC; and

**WHEREAS,** the Board of Directors desires that MNC consummate the transactions contemplated by the Agreement, and in order to achieve that objective, the Board of Directors desires to authorize the execution and delivery of certain documents and agreements and the taking of such other and further actions necessary and appropriate to consummate such transactions.

**NOW, THEREFORE, BE IT RESOLVED,** that the officers of MNC (the "proper officers"), acting singly, are hereby authorized and empowered to execute and deliver in the name of MNC, with or without the Secretary of MNC for attestation or related purposes, the Agreement substantially in the form

presented to this Board of Directors with such changes, modifications and amendments as the proper officers deem necessary and such agreements, documents, certificates, instruments and receipts which may be necessary or required in connection with the Agreement and to do such other and further acts and things and take any and all other actions in the name of MNC, which such proper officers shall consider necessary or appropriate to carry out the intent and purpose of these Resolutions, to effect the foregoing transactions contemplated by these Resolutions, and that any actions so taken and documents so executed and delivered by said proper officers are hereby approved, ratified, confirmed and adopted by MNC and shall be conclusively deemed to be authorized by these Resolutions.

**FURTHER RESOLVED**, that the Merger be submitted to the stockholder in accordance with the Business Corporation Act of the State of Michigan and the General Corporation Law of the State of Delaware.

**FURTHER RESOLVED**, that the proper officers are hereby authorized to prepare, execute and submit regulatory applications to all necessary federal and state governmental regulatory authorities (collectively, the "Applicable Governmental Authorities") for approval of the transactions contemplated by the Agreement, including without limitation, the Merger.

**FURTHER RESOLVED**, that the Agreement and the transactions contemplated therein, including but not limited to, the Merger are hereby approved, ratified, confirmed and adopted by MNC and shall be conclusively deemed to be authorized by these Resolutions.

**FURTHER RESOLVED**, that the proper officers of MNC and every other officer of MNC previously authorized to act on behalf of MNC be and hereby are authorized and empowered to pay such fees, costs and expenses relating to the foregoing transactions, which any such proper officer shall in his or her judgment deem to be necessary, proper or advisable.

**FURTHER RESOLVED**, that all actions, transactions or agreements by the proper officers and all other officers of MNC in connection with or in the furtherance of the transactions contemplated by the Agreement, including, but not limited to, negotiation, execution and delivery of the Agreement, the Merger, the seeking of regulatory approval from the Applicable Governmental Authorities and the negotiation, execution and delivery of any documents, receipts, instruments or certificates in connection therewith, be and hereby are in all respects authorized, approved, ratified, confirmed and adopted by MNC.

**FOURTH:** That the terms and conditions of the Merger are as follows:

(a) Each share of LNC common stock shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be converted into

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and deemed to constitute one fully paid and non-assessable share of common stock with \$10 par value, of the Resulting Company (the "Common Stock").

(b) Each share of MNC Common Stock shall, by virtue of the merger and without any surrender of stock certificates or other action on the part of the holder thereof, be canceled and shall cease to exist.

(c) Currently outstanding preferred stock of LNC shall be converted into preferred stock of the Resulting Company (as described below), without any surrender of stock certificates or other action on the part of the holders thereof.

- (1) The rights, preferences and term of the LNC Fixed/Adjustable Rate Noncumulative Preferred Stock, Series I shall be identical to those terms set forth in the LNC Certificate of Designation, Preferences and Rights filed on April 16, 1999, a copy of which is attached hereto as Exhibit A.
- (2) The rights, preferences and term of the LNC Fixed/Adjustable Rate Noncumulative Preferred Stock, Series J shall be identical to those terms set forth in the LNC Certificate of Designation, Preferences and Rights filed on April 16, 1999, a copy of which is attached hereto as Exhibit B.
- (3) The rights, preferences and term of the LNC Fixed Rate Noncumulative Preferred Stock, Series L shall be identical to those terms set forth in the LNC Certificate of Designation, Preferences and Rights filed on April 16, 1999, a copy of which is attached hereto as Exhibit C.

FIFTH: That the effective time of Merger shall be at 12:00 P.M. (Chicago Time) on the 30<sup>th</sup> day of April, 2001.

SIXTH: That the merger has been approved by the unanimous written consent of the holders of the outstanding stock entitled to vote thereon of MNC.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of MNC at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Michigan National Corporation has caused this Certificate to be signed by TIMOTHY D. KAUSER, its VP & ASST. SEC., this 30th day of April, 2001.

MICHIGAN NATIONAL CORPORATION

By: [Signature]  
Its: VICE PRESIDENT & ASSISTANT SECRETARY

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