CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected, qualified and acting Secretary of GreatBanc Trust Company, an Illinois corporation; and

2. The following resolutions were unanimously adopted at a Meeting of the Board of Directors of GreatBanc Trust Company held on May 10, 1990, have not been amended, altered, repealed or rescinded and are in full force and effect as of the date hereof:

WHEREAS, GreatBanc, Inc. (the "Holding Company"), a bank holding company, is authorized and empowered by Paragraph 3-3 of the Corporate Fiduciaries Act of Illinois as from time to time amended (Ill. Rev. Stat. CH 17, Sec. 1553-3) to cause a subsidiary, qualified to administer trusts to succeed to part or all of the trust business of any other subsidiary of the same bank holding company, and

WHEREAS, GreatBanc Trust Company and First National Bank, are both subsidiaries of the Holding Company and are both qualified to administer trusts, and

WHEREAS, the Holding Company desires and believes that it is in the best interests of the Holding Company, the subsidiaries and their trust clients that GreatBanc Trust Company shall succeed First National Bank as to their existing trust business and become the successor fiduciary with all of the rights, powers and duties which were granted to or imposed on First National Bank.

NOW, THEREFORE, BE IT

RESOLVED, that effective May 10, 1990, GreatBanc Trust Company shall become successor fiduciary in place of First National Bank with all the rights, powers and duties which were granted to or imposed on the predecessor fiduciary. This succession of fiduciaries shall apply to all trust accounts administered by the predecessor fiduciary except to the extent such succession would be inconsistent with the provisions of the trust instrument.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and empowered to take all steps necessary to effectuate the foregoing resolution.

I certify this to be a true and exact copy of the original document on file in our dept.

Signed David K. Wedding

FILE No. 101-2926
RECORDING FEE $ 10.00
TRANSFER FEE $

FILED FOR RECORD THE 6 DAY OF June, 1991 AT 2:10 O'CLOCK P. M. BOOK 16 PAGE 330

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
Aff.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of GreatBanc Trust Company this 25th day of May, 1990.

Charles H. Perlman

CHARLES H. PERLMAN

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 4th day of June, 1991, before me, a Notary Public in and for the State of Illinois, personally appeared David K. Weddig, to me personally known, who to me stated that he is the Trust Officer for GreatBanc Trust Company, a subsidiary of GreatBanc, Inc., and who to me certified that the above and foregoing instrument to which this is attached is a true and exact copy of the original document on file in the Trust Department of GreatBanc Trust Company.

OFFICIAL SEAL
RONDA STRASSER
Notary Public, State of Illinois
My Commission Expires 6/7/94

Ronda Strasser

Notary Public in and for the State of Illinois.

I certify this to be a true and exact copy of the original document on file in our dept.

Signed David K. Weddig

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