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(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/25
W13-5129



LAW OFFICE OF
KEVIN F. JURSKINSKI
& ASSOCIATES
Real Estate and Business Law

January 23, 2013

New Filing Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

VIA FEDERAL EXPRESS OVERNIGHT

**RE: New Filing – Registration and Application by Foreign Corporation
The PrivateBank and Trust Company**

Dear Sir or Madam:

Please find enclosed Cover Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida and the original Certificate of Existence for your review and action. Also enclosed is a check in the amount of \$78.75 for the filing fee.

Your attention to this matter is greatly appreciated. If you have any questions, please do not hesitate to contact this office.

Sincerely,

A handwritten signature in black ink, appearing to read 'Debbie C. Thomas'.

Debbie C. Thomas
Paralegal
/dt
Enclosure
cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: The PrivateBank and Trust Company

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Juanita Sullivan

Name of Person

The PrivateBank and Trust Company

Firm/Company

120 South LaSalle Street, Suite 400

Address

Chicago, Illinois 60603

City/State and Zip code

jsullivan@theprivatebank.com ✓

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ryan M Stahl

Name of Person

at (312) 564-2000

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



**LAW OFFICE OF
KEVIN F. JURSKINSKI
& ASSOCIATES**
Real Estate and Business Law

February 6, 2013

Attn: Diane Cushing
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: The PrivateBank and Trust Company
Application for Registration of Foreign Corporation
Ref # W13000005129**

Ms. Cushing:

Pursuant to our telephone call today, enclosed please find a copy of the good standing certificate from the Illinois Department of Financial and Professional Regulation (the original of which was already provided to and is currently in the possession of the Division); a copy of the Charter and Amendments for The PrivateBank and Trust Company; and an original letter from the Florida Office of Financial Regulation approving the use of the name "The PrivateBank and Trust Company" in being registered to transact business in the State of Florida.

In connection with our application, the Division currently has a completed cover sheet and application from The PrivateBank and Trust Company, along with the original certificate mentioned above and the required registration and certification fees. My office was informed that Jessica Fason is the contact and has the documents that we sent along with our application.

As I explained during our conversation, The PrivateBank and Trust Company is registering to transact business in Florida and, to this point, its application has been rejected for failure to provide a certificate of good standing from the Illinois Secretary of State or Division of Corporations. The PrivateBank and Trust Company is an Illinois state chartered bank that is subject to the regulation of the Illinois Department of Financial and Professional Regulation. Accordingly, the Illinois Department of Financial and Professional Regulation is the proper organization to issue a "good standing certificate" (which is the document we already provided).

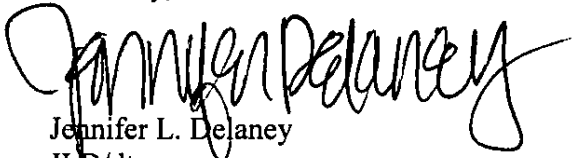
Further, The PrivateBank and Trust Company has not, and is not required to, file a certificate of incorporation with the Illinois Secretary of State. Therefore, the Illinois Secretary of State does not, and cannot, issue certificates of good standing for The PrivateBank and Trust Company. The only entity that can issue such a certificate is the Illinois Department of Financial and Professional Regulation. We have provided the Florida Division of Corporations with such a certificate along with the requisite forms for registering to transact business in Florida.

With the enclosed documents, the Division of Corporations should have all the required materials needed to process and approve The PrivateBank and Trust Company's application to

transact business in Florida. However, if you have any questions or require additional information, please do not hesitate to contact me directly.

I appreciate your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Jennifer L. Delaney". The signature is fluid and cursive, with a large initial "J" and "D".

Jennifer L. Delaney

JLD/dt

Enclosures

cc: Client

F:\LawOffice\Clients\The PrivateBank & Trust Co\WEAVER\Correspondence\Letter to Division of Corporations regarding registration.doc



RECEIVED FEB 04 2013

DREW J. BREAKSPEAR
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: WWW.ITSYOURMONEYFLORIDA.COM • 850-487-9687

January 30, 2013

Ms. Jennifer Delaney, Esq.
Law Offices of Kevin F. Jursinski and Associates, P.A.
15701 South Tamiami Trail
Fort Myers, FL 33908

Re: The PrivateBank and Trust Company

Dear Ms. Delaney:

Reference is made to your recent e-mail requesting approval of the above name, which is an Illinois state-chartered bank with headquarters in Chicago, Illinois.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. The Office will not object to the use of the above name being registered to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Robert Hayes
Interim Director

RH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

FINANCIAL SERVICES COMMISSION

RICK SCOTT
GOVERNOR

PAM BONDI
ATTORNEY

JEFF ATWATER
CHIEF FINANCIAL

ADAM PUTNAM
COMMISSIONER OF



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2013

JUANITA SULLIVAN
120 S LASALLE ST SUITE 400
CHICAGO, IL 60603

SUBJECT: THE PRIVATEBANK AND TRUST COMPANY
Ref. Number: W13000005129

We have received your document for THE PRIVATEBANK AND TRUST COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 813A00001973

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The PrivateBank and Trust Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois

(State or country under the law of which it is incorporated)

3. 36-3722148

(FBI number, if applicable)

4. February 5, 1991

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. NA

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 120 South LaSalle Street, Chicago IL 60603

(Principal office address)

120 South LaSalle Street, Chicago IL 60603

(Current mailing address)

8. Applicant is an Illinois state chartered bank.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name:

CT Corporation System

Office Address:

1200 South Pine Island Road

Plantation

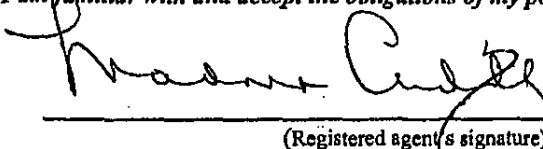
(City)

Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Madonna Cuddihy
Special Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
13 FEB 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Addendum 1

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Addendum 1

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Ryan M. Stahl, Assistant Secretary

(Typed or printed name and capacity of person signing application)

FILED
13 FEB 1 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The PrivateBank and Trust Company

Application By Foreign Corporation For Authorization To Transact Business In Florida

January 22, 2013

Addendum I

List of Certain Officers

Larry D. Richman	President and Chief Executive Officer
Karen B. Case	Executive Managing Director and President of Commercial Real Estate
Bruce R. Hague	Executive Managing Director and President of National Commercial Banking & Regional Markets
Bruce S. Lubin	Executive Managing Director and President of Illinois Commercial Banking
Kevin M. Killips	Executive Managing Director and Chief Financial Officer
Christopher Brant Ahrens	Managing Director and President of Personal Client Services
Jennifer R. Evans	Managing Director and General Counsel & Corporate Secretary
Kevin J. Van Solkema	Managing Director and Chief Credit Risk Officer
Leonard E. Wiatr	Managing Director and Chief Risk Officer
Paul E. Carey	Managing Director and Cashier
Ryan M. Stahl	Assistant Secretary
Molly Moore	Assistant Secretary
Elizabeth Nemeth	Assistant Secretary

List of Directors

James Guyette	Director
Larry Richman	Director
Norman Bobins	Director
Robert Coleman	Director
James Nicholson	Director
Ralph Mandell	Director
Cheryl Mayberry McKissack	Director
Edward Rabin Jr.	Director
Collin Roche	Director
William Rybak	Director
Alejandro Silva	Director

Business Address:

The PrivateBank and Trust Company, 120 South LaSalle Street, Chicago IL 60603



FILED
13 FEB 11 PM 2:15
SECRETARY OF STATE
HALLMARKS, FLORIDA

State of Illinois
Department of Financial and Professional Regulation
Division of Banking

Date: January 18, 2013

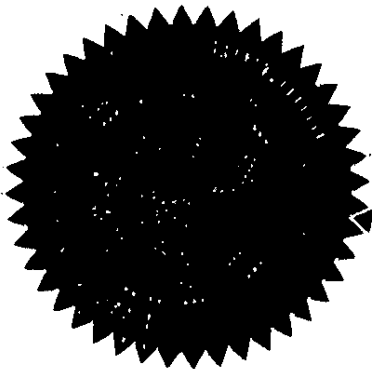
Certificate

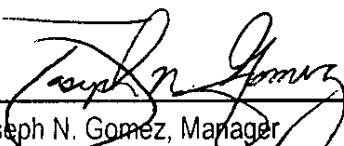
I, **JOSEPH N. GOMEZ**, do hereby certify that, according to the records maintained by the Illinois Department of Financial and Professional Regulation, Division of Banking, **THE PRIVATEBANK AND TRUST COMPANY, CHICAGO, ILLINOIS**, has held and continues to hold authority to do a general banking business as provided by the Illinois Banking Act and as permitted by its charter.

IN TESTIMONY WHEREOF, I hereby subscribe
my name.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;
MANUEL FLORES, ACTING SECRETARY

DIVISION OF BANKING





Joseph N. Gomez, Manager
Bank and Thrift Supervision - Chicago



State of Illinois
Department of Financial and Professional Regulation
Division of Banks and Real Estate

Date: January 13, 2005

Certified Copy

I, **D. LORENZO PADRON**, do hereby certify that the attached is a true and correct copy of the Charter and Amendments of **THE PRIVATEBANK AND TRUST COMPANY, COOK COUNTY, CHICAGO, ILLINOIS.**



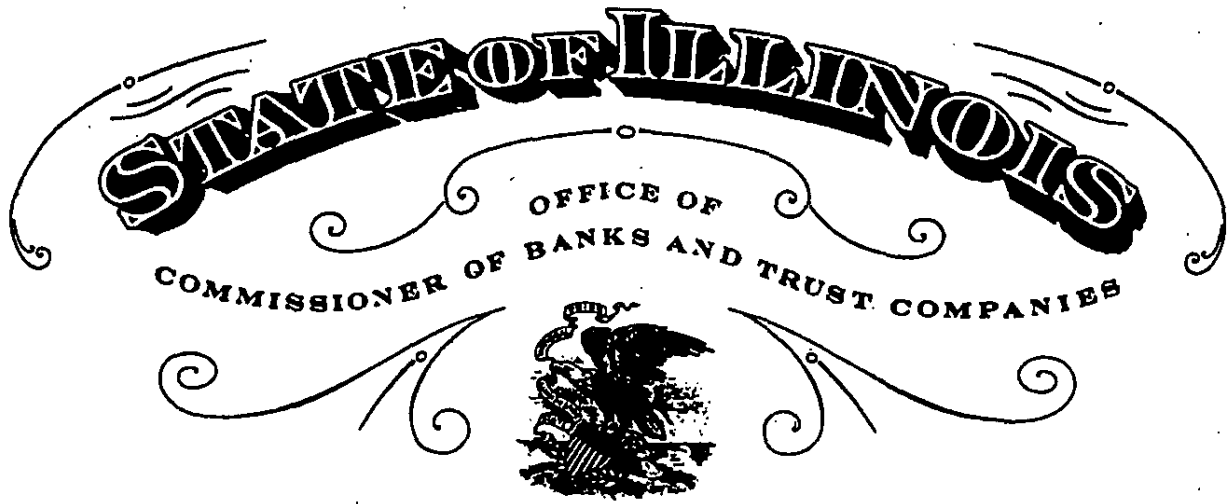
IN TESTIMONY WHEREOF, I hereby subscribe my name.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;
FERNANDO E. GRILLO, SECRETARY

DIVISION OF BANKS AND REAL ESTATE

D. Lorenzo Padron

D. Lorenzo Padron
Director



NUMBER 2778

Springfield.

February 5, 19 91

Challant on these Presents Shall Come, Greeting:

WHEREAS, Evidence has been filed in the Office of the Commissioner of Banks and Trust Companies showing the organization of The Private Bank and Trust Company, located at 10 North Dearborn, Chicago, County of Cook, and State of Illinois, under the provisions of the Illinois Banking Act, an Act of the General Assembly of the State of Illinois;

AND WHEREAS, It appears from the evidence furnished the Commissioner as required by law, that the capital stock of said bank, amounting to 1,701,000 Dollars, consisting of 85,050 shares at a par value of 20.00 Dollars each, the surplus of said bank, amounting to 3,799,000 Dollars, and reserve for operating expenses of said bank, amounting to 1,500,000 Dollars, has been fully paid in and is now in the custody of the proper officers of said bank;

NOW, THEREFORE, I, SCOTT A. MILLER, Acting Commissioner of Banks and Trust Companies, of the State of Illinois, by virtue of the power vested in me by the Act aforesaid, do hereby authorize The PrivateBank and Trust Company to commence business as a Bank, under the provisions of said Act, for the purpose of discount and deposit, buying and selling exchange and doing a general banking business, excepting the issuing of bills to circulate as money, and with power to loan money on personal and real estate security, and to accept and execute trusts upon obtaining a certificate of authority pursuant to the "Corporate Fiduciary Act", and shall be subject to all of the provisions of this Act.



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

SCOTT A. MILLER
Acting Commissioner of Banks and Trust Companies

By: William L. Conaghan
William L. Conaghan, General Counsel



Springfield, March 6, 19 92

Challinor and these Presenters Shall Come, Creating:

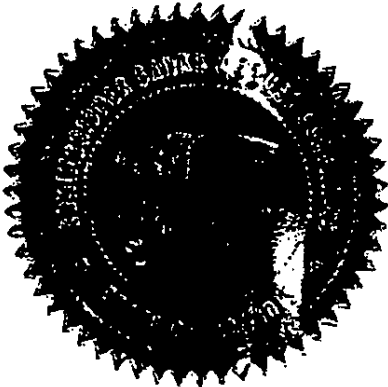
WHEREAS, A Verified Certificate of Amendment has been filed with the Commissioner of Banks and Trust Companies ("Commissioner"), showing action of the stockholder of The Privatebank and Trust Company, located at Ten North Dearborn, Chicago, County of Cook, State of Illinois, amending its charter, pursuant to the following resolution:

"WHEREAS, the Board of Directors determined it advisable and in the best interests of the Bank and its sole stockholder to amend the Bank's charter to increase the capital stock of the Bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share.

NOW, THEREFORE, BE IT RESOLVED, that the sole stockholder hereby approves an amendment to the Bank's Charter to increase the capital stock of the bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share. The sale price of each share of capital stock will be \$100.00 which will include \$80.00 surplus"; and

WHEREAS, Evidence submitted to the Commissioner shows that this action was taken in accordance with the provisions of Sections 17 and 43 of the Illinois Banking Act ("Act");

NOW, THEREFORE, I, Robert J. Piel, Commissioner of Banks and Trust Companies, State of Illinois, by virtue of the power vested in me by the Act, do hereby approve the amendment and attach hereto a copy of the Certificate. The amendment shall be accomplished upon receipt by the Commissioner of a copy of the recorded Certificate together with the Commissioner's approval.



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

A handwritten signature in dark ink, appearing to read "R. J. Piel".

Commissioner of Banks and Trust Companies


**STOCKHOLDER CONSENT FOR CORPORATE
ACTION WITHOUT MEETING (SECTION 43)**

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The undersigned, being the sole stockholder of The PrivateBank and Trust Company located in Chicago, Cook County, Illinois, declares that he is the owner and holder of the number of shares of stock in the bank shown opposite his name and hereby consents and approves the following resolution amending the charter of the bank:

See resolution adopted pursuant to a Written Consent of Sole Stockholder dated January 23, 1992 attached hereto as Exhibit A.

The foregoing consent and approval has been executed by the undersigned pursuant to Section 43 of the Illinois Banking Act (Ill. Rev. Stat. 1985, ch. 17, par. 353) as now or hereafter amended.

NAME OF STOCKHOLDER	NUMBER OF SHARES	AUTHORIZED SIGNATURE
PrivateBancorp, Inc.	85,050	 Caren L. Reed, President

I hereby certify that the preceding consent and approval was executed by the sole stockholder of The PrivateBank and Trust Company located in Chicago, Cook County, Illinois, consenting to and approving the foregoing amendment to the charter of the bank and such consent and approval has been filed with me under the provisions of Section 43 of the Illinois Banking Act.

I further certify that the capital stock of the bank is divided into 85,050 shares of \$20.00 par and that the owners of record of 100% of all outstanding shares of stock of the bank executed their consent and approval as a part of the corporate records of the bank.

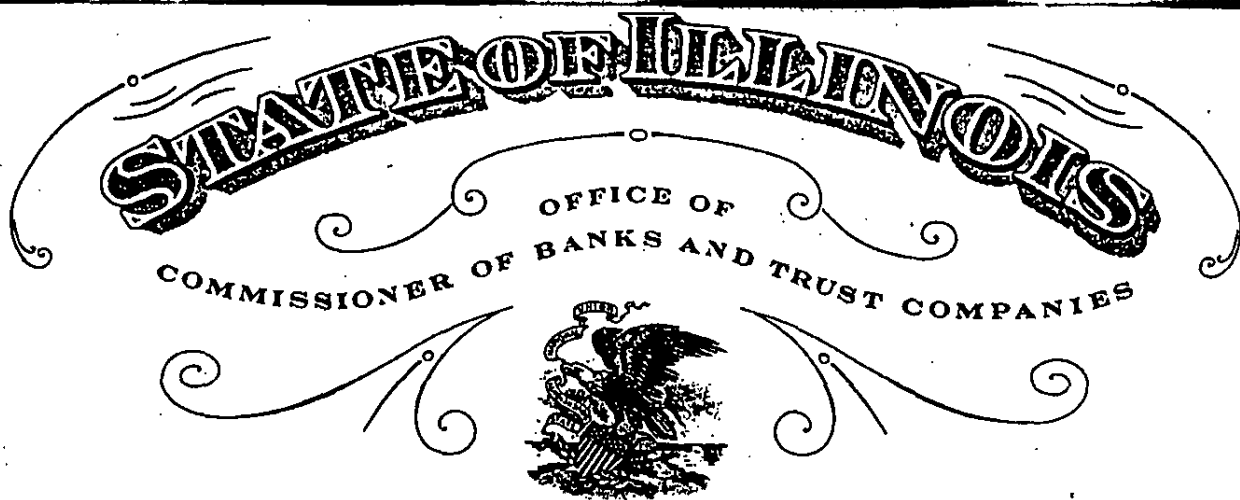

Donald A. Roubitchek, Secretary

EXHIBIT A

WHEREAS, the Board of Directors determined it advisable and in the best interests of the Bank and its sole stockholder to amend the Bank's Charter to increase the capital stock of the Bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share.

NOW, THEREFORE BE IT RESOLVED, that the sole stockholder hereby approves an amendment to the Bank's Charter to increase the capital stock of the Bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share. The sale price of each share of capital stock will be \$100.00 which will include \$80.00 surplus.

FURTHER RESOLVED, that the appropriate officers of the Bank are hereby authorized, in the name of and on behalf of the Bank, to execute, deliver and file (for record or otherwise) such instruments and documents, to take such action and pay such costs and expenses as they consider necessary or appropriate to effectuate the above resolution, the executing and paying of such costs and expenses to be conclusive evidence that they deem such necessary or appropriate.



Springfield, April 4, 19 95

Challonthanthererepresent: Shall Come, Greeting:

Whereas, a Verified Certificate of Amendment has been filed with the Office of the Illinois Commissioner of Banks and Trust Companies ("Commissioner"), showing action of the stockholder of The Private Bank and Trust Company, located at 10 N. Dearborn, Chicago, County of Cook, State of Illinois, amending its charter, pursuant to the following resolution:

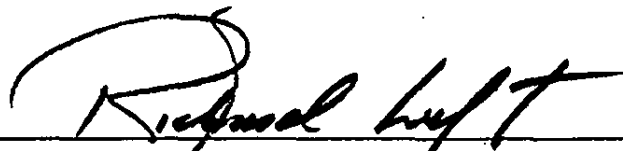
"To the fullest extent permitted by the Illinois Banking Act as the same exists or may hereafter be amended, a director of this Bank shall not be liable to the Bank or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of a director of the Bank or with respect to any acts or omissions of such director occurring prior to such amendment or repeal"; and

Whereas, evidence submitted to the Commissioner shows that this action was taken in accordance with the provisions of Sections 17 and 43 of the Illinois Banking Act ("Act");

Now, therefore, I, Richard N. Luft, Commissioner of Banks and Trust Companies, State of Illinois, by virtue of the power vested in me by the Act, do hereby approve the amendment and attach hereto a copy of the Certificate. The amendment shall be accomplished upon receipt by the Commissioner of a copy of the recorded Certificate together with the Commissioner's approval.



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



Commissioner of Banks and Trust Companies

State of Illinois

Office of Banks and Real Estate

Number 3191

Date February 11, 2000

CERTIFICATE OF MERGER

WHEREAS, there has been submitted to the Office of Banks and Real Estate of the State of Illinois ("Office") an executed Merger Agreement between Johnson Bank Illinois, Lake Forest, Illinois, an Illinois banking corporation ("Bank") and The PrivateBank and Trust Company, Chicago, Illinois, an Illinois banking corporation ("Resulting Bank"), together with certified copies of the authorizing resolutions of the Boards 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 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 The PrivateBank and Trust Company with the name The PrivateBank and Trust Company. The main banking premises of the Resulting Bank shall be located at 10 N. Dearborn, Chicago, Illinois; and

WHEREAS, it appears from the evidence furnished to the Office, upon the effectiveness of the merger, Resulting Bank will have issued and outstanding 88,450 shares of capital stock, \$20.00 par value amounting to \$1,769,000, the surplus amounting to \$47,962,000 and undivided profits amounting to \$22,500,000 on a pro forma basis as of September 30, 1999; and

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

- (a) Resulting Bank meets the requirements of the Act for the formation of a new bank at 10 N. Dearborn, Chicago, 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; and

(d) Resulting Bank will be operated in a safe and sound manner; and

WHEREAS, there have been filed with the Office 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, I, SCOTT D. CLARKE, Assistant Commissioner, Office of Banks and Real Estate of the State of Illinois, by virtue of the power vested in me by the Act, having approved the Merger Agreement, declare the merger of Johnson Bank Illinois into The PrivateBank and Trust Company, to be effective upon the terms and provisions of the Merger Agreement as of the day and year first above written, and do hereby authorize The PrivateBank and Trust Company 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 The PrivateBank and Trust Company, pursuant to and subject to all the provisions of the Act.



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

SCOTT D. CLARKE
Assistant Commissioner



Illinois Department of Financial and Professional Regulation

Division of Banks and Real Estate

ROD R. BLAGOJEVICH
Governor

FERNANDO E. GRILLO
Secretary

D. LORENZO PADRON
Director
Division of Banks and Real Estate

January 13, 2005

Ms. Stacey Rankin
Vedder Price
222 North LaSalle, #2600
Chicago, Illinois 60601

Dear Ms. Rankin:

Pursuant to your request, we are pleased to enclose a Certified Copy of Charter and amendments for The PrivateBank and Trust Company, Chicago, Illinois

Sincerely,

Ric Branskill
Director of Commercial
Bank Supervision - Chicago

RB:kms
Enclosures



State of Illinois
Department of Financial and Professional Regulation
Division of Banks and Real Estate

Date: January 13, 2005

Certified Copy

I, **D. LORENZO PADRON**, do hereby certify that the attached is a true and correct copy of the Charter and Amendments of **THE PRIVATEBANK AND TRUST COMPANY, COOK COUNTY, CHICAGO, ILLINOIS.**



IN TESTIMONY WHEREOF, I hereby subscribe my name.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;
FERNANDO E. GRILLO, SECRETARY

DIVISION OF BANKS AND REAL ESTATE

D. Lorenzo Padron

D. Lorenzo Padron
Director



NUMBER 2778

Springfield, February 5, 19 91

That to whom these presents shall come, greeting:

WHEREAS, Evidence has been filed in the Office of the Commissioner of Banks and Trust Companies showing the organization of The Private Bank and Trust Company, located at 10 North Dearborn, Chicago, County of Cook, and State of Illinois, under the provisions of the Illinois Banking Act, an Act of the General Assembly of the State of Illinois;

AND WHEREAS, It appears from the evidence furnished the Commissioner as required by law, that the capital stock of said bank, amounting to 1,701,000 Dollars, consisting of 85,050 shares at a par value of 20.00 Dollars each, the surplus of said bank, amounting to 3,799,000 Dollars, and reserve for operating expenses of said bank, amounting to 1,500,000 Dollars, has been fully paid in and is now in the custody of the proper officers of said bank;

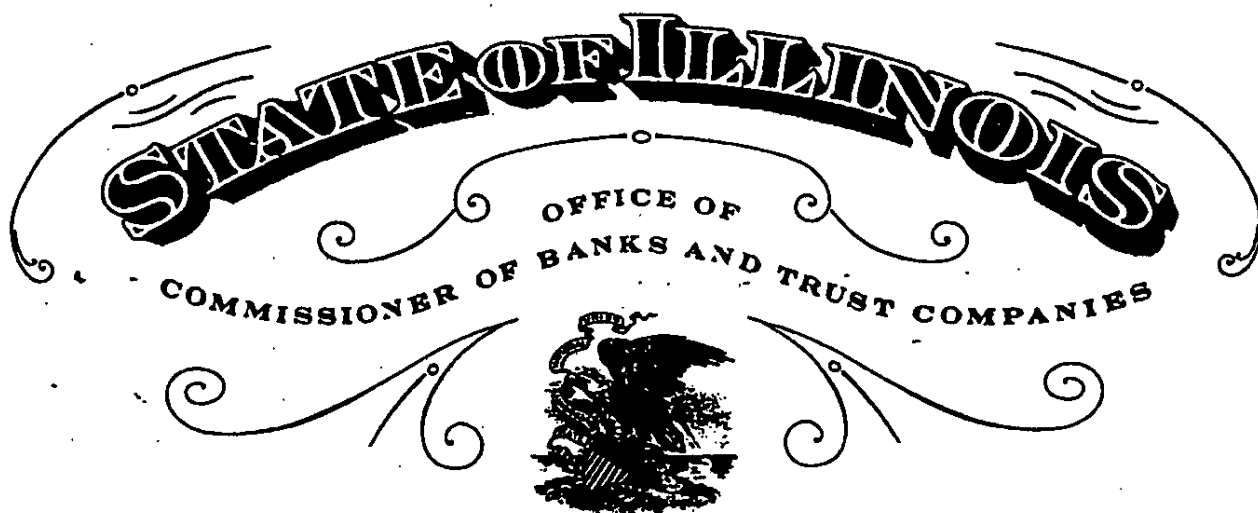
NOW, THEREFORE, I, SCOTT A. MILLER, Acting Commissioner of Banks and Trust Companies, of the State of Illinois, by virtue of the power vested in me by the Act aforesaid, do hereby authorize The PrivateBank and Trust Company to commence business as a Bank, under the provisions of said Act, for the purpose of discount and deposit, buying and selling exchange and doing a general banking business, excepting the issuing of bills to circulate as money, and with power to loan money on personal and real estate security, and to accept and execute trusts upon obtaining a certificate of authority pursuant to the "Corporate Fiduciary Act", and shall be subject to all of the provisions of this Act.



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

SCOTT A. MILLER
Acting Commissioner of Banks and Trust Companies

By: William L. Conaghan
William L. Conaghan, General Counsel



Springfield, March 6, 19 92

Challinor and the Regent Shall Come, Creating:

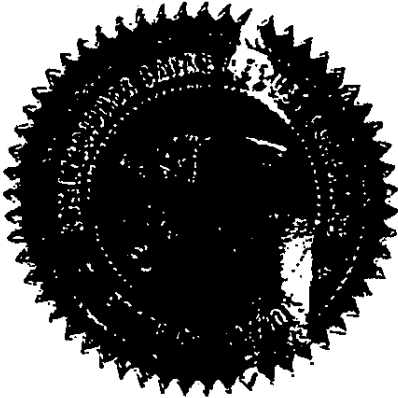
WHEREAS, A Verified Certificate of Amendment has been filed with the Commissioner of Banks and Trust Companies ("Commissioner"), showing action of the stockholder of The Privatebank and Trust Company, located at Ten North Dearborn, Chicago, County of Cook, State of Illinois, amending its charter, pursuant to the following resolution:

"WHEREAS, the Board of Directors determined it advisable and in the best interests of the Bank and its sole stockholder to amend the Bank's charter to increase the capital stock of the Bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share.

NOW, THEREFORE, BE IT RESOLVED, that the sole stockholder hereby approves an amendment to the Bank's Charter to increase the capital stock of the bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share. The sale price of each share of capital stock will be \$100.00 which will include \$80.00 surplus"; and

WHEREAS, Evidence submitted to the Commissioner shows that this action was taken in accordance with the provisions of Sections 17 and 43 of the Illinois Banking Act ("Act");

NOW, THEREFORE, I, Robert J. Piel, Commissioner of Banks and Trust Companies, State of Illinois, by virtue of the power vested in me by the Act, do hereby approve the amendment and attach hereto a copy of the Certificate. The amendment shall be accomplished upon receipt by the Commissioner of a copy of the recorded Certificate together with the Commissioner's approval.



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

A handwritten signature in cursive script, appearing to read "R. J. Piel".

Commissioner of Banks and Trust Companies


**STOCKHOLDER CONSENT FOR CORPORATE
ACTION WITHOUT MEETING (SECTION 43)**

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The undersigned, being the sole stockholder of The PrivateBank and Trust Company located in Chicago, Cook County, Illinois, declares that he is the owner and holder of the number of shares of stock in the bank shown opposite his name and hereby consents and approves the following resolution amending the charter of the bank:

See resolution adopted pursuant to a Written Consent of Sole Stockholder dated January 23, 1992 attached hereto as Exhibit A.

The foregoing consent and approval has been executed by the undersigned pursuant to Section 43 of the Illinois Banking Act (Ill. Rev. Stat. 1985, ch. 17, par. 353) as now or hereafter amended.

NAME OF STOCKHOLDER	NUMBER OF SHARES	AUTHORIZED SIGNATURE
PrivateBancorp, Inc.	85,050	 Caren L. Reed, President

I hereby certify that the preceding consent and approval was executed by the sole stockholder of The PrivateBank and Trust Company located in Chicago, Cook County, Illinois, consenting to and approving the foregoing amendment to the charter of the bank and such consent and approval has been filed with me under the provisions of Section 43 of the Illinois Banking Act.

I further certify that the capital stock of the bank is divided into 85,050 shares of \$20.00 par and that the owners of record of 100% of all outstanding shares of stock of the bank executed their consent and approval as a part of the corporate records of the bank.

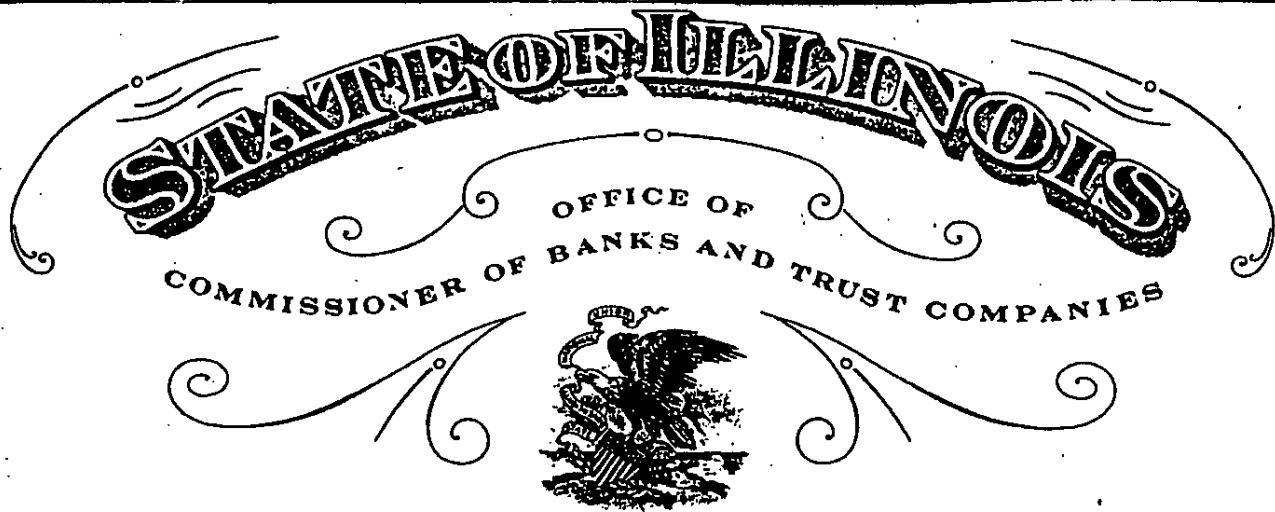

Donald A. Roubitchek, Secretary

EXHIBIT A

WHEREAS, the Board of Directors determined it advisable and in the best interests of the Bank and its sole stockholder to amend the Bank's Charter to increase the capital stock of the Bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share.

NOW, THEREFORE BE IT RESOLVED, that the sole stockholder hereby approves an amendment to the Bank's Charter to increase the capital stock of the Bank from 85,050 shares of capital stock, \$20.00 par value per share, to 88,450 shares of capital stock, \$20.00 par value per share. The sale price of each share of capital stock will be \$100.00 which will include \$80.00 surplus.

FURTHER RESOLVED, that the appropriate officers of the Bank are hereby authorized, in the name of and on behalf of the Bank, to execute, deliver and file (for record or otherwise) such instruments and documents, to take such action and pay such costs and expenses as they consider necessary or appropriate to effectuate the above resolution, the executing and paying of such costs and expenses to be conclusive evidence that they deem such necessary or appropriate.



Springfield, April 4, 19 95

That to whom these presents shall come, Greeting:

Whereas, a Verified Certificate of Amendment has been filed with the Office of the Illinois Commissioner of Banks and Trust Companies ("Commissioner"), showing action of the stockholder of The Private Bank and Trust Company, located at 10 N. Dearborn, Chicago, County of Cook, State of Illinois, amending its charter, pursuant to the following resolution:

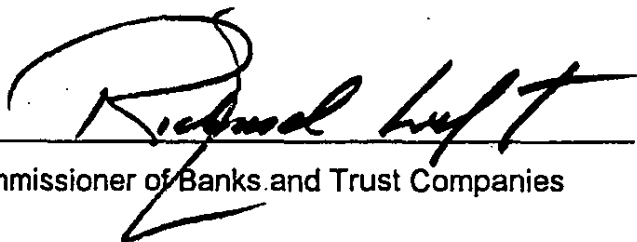
"To the fullest extent permitted by the Illinois Banking Act as the same exists or may hereafter be amended, a director of this Bank shall not be liable to the Bank or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of a director of the Bank or with respect to any acts or omissions of such director occurring prior to such amendment or repeal"; and

Whereas, evidence submitted to the Commissioner shows that this action was taken in accordance with the provisions of Sections 17 and 43 of the Illinois Banking Act ("Act");

Now, therefore, I, Richard N. Luft, Commissioner of Banks and Trust Companies, State of Illinois, by virtue of the power vested in me by the Act, do hereby approve the amendment and attach hereto a copy of the Certificate. The amendment shall be accomplished upon receipt by the Commissioner of a copy of the recorded Certificate together with the Commissioner's approval.



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



Commissioner of Banks and Trust Companies

State of Illinois

Office of Banks and Real Estate

Number 3191

Date February 11, 2000

CERTIFICATE OF MERGER

WHEREAS, there has been submitted to the Office of Banks and Real Estate of the State of Illinois ("Office") an executed Merger Agreement between Johnson Bank Illinois, Lake Forest, Illinois, an Illinois banking corporation ("Bank") and The PrivateBank and Trust Company, Chicago, Illinois, an Illinois banking corporation ("Resulting Bank"), together with certified copies of the authorizing resolutions of the Boards 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 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 The PrivateBank and Trust Company with the name The PrivateBank and Trust Company. The main banking premises of the Resulting Bank shall be located at 10 N. Dearborn, Chicago, Illinois; and

WHEREAS, it appears from the evidence furnished to the Office, upon the effectiveness of the merger, Resulting Bank will have issued and outstanding 88,450 shares of capital stock, \$20.00 par value amounting to \$1,769,000, the surplus amounting to \$47,962,000 and undivided profits amounting to \$22,500,000 on a pro forma basis as of September 30, 1999; and

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

- (a) Resulting Bank meets the requirements of the Act for the formation of a new bank at 10 N. Dearborn, Chicago, 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; and

(d) Resulting Bank will be operated in a safe and sound manner; and

WHEREAS, there have been filed with the Office 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, I, SCOTT D. CLARKE, Assistant Commissioner, Office of Banks and Real Estate of the State of Illinois, by virtue of the power vested in me by the Act, having approved the Merger Agreement, declare the merger of Johnson Bank Illinois into The PrivateBank and Trust Company, to be effective upon the terms and provisions of the Merger Agreement as of the day and year first above written, and do hereby authorize The PrivateBank and Trust Company 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 The PrivateBank and Trust Company, pursuant to and subject to all the provisions of the Act.



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

SCOTT D. CLARKE
Assistant Commissioner