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On October 12, 2004, the Board of Directors of First Merchants Corporation (the "Corporation") amended and restated the Corporation's Bylaws. The amended Bylaws were effective as of October 12, 2004. The following description is a brief summary of the amendments to the Bylaws. This summary is not intended to be complete, and it is qualified in its entirety by reference to the Corporation's Bylaws, as amended, included as Exhibit 3(ii) to this report.

| Previous Provision(s) ----- | Provision(s) as Amended ----- |
|---|---|
| In some instances, the Bylaws used masculine references such as he, him and his. | The masculine references were amended to be gender-neutral. |
| Article I, Section 2 The Bylaws listed the registered agent and office of the Corporation. | The reference to the registered agent and office was deleted. This information is contained in the Corporation's Articles of Incorporation. |
| Article III, Section 5 The Bylaws did not specifically provide for the holding of shares of the Corporation in book entry form. | The Bylaws were amended to specifically provide that a shareholder of the Corporation may hold shares in a book entry stock account. |
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| Article IV, Section 2 The Bylaws provided that the annual meeting of shareholders was to be held on the third Tuesday in April, or such other day as determined by the Board of Directors. | The Bylaws were amended to provide that the Board of Directors will set the date for the annual meeting of shareholders by resolution. |
| Article IV, Section 6(b) No corresponding provision. | The Bylaws were amended to allow shareholder voting at meetings by electronic means or any other method allowed by law. |
| Article IV, Section 7 | This Section was rewritten to correspond more closely with the Indiana Business Corporation Law. |
| Article IV, Section 9 The Bylaws provided for nominations for election to the Board of Directors by the Board of Directors or any shareholder. | The Bylaws were amended to provide that the Nominating and Governance Committee of the Board of Directors controls nominations for election to the Board of Directors. Any shareholder may suggest a candidate for consideration by the Nominating and Governance Committee, which candidate shall be evaluated in the same manner as other candidates. |

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Article V, Section 5

The Bylaws provided for delivery of notice of meetings to Directors by telephone, telegraph, cable or mailing.

The Bylaws were amended to allow for delivery of notice of meetings to Directors by personal delivery, telephone, facsimile, electronic means, mailing or express private delivery service.

Article V, Section 10

The Bylaws limited the record date for determining shareholders entitled to dividends to not more than fifty (50) days prior to the payment date for such dividend.

The Bylaws were amended to remove this requirement.

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Article V, Section 12

No corresponding provision.

The Bylaws were amended to specifically provide for a Nominating and Governance Committee of the Board of Directors.

The Bylaws provided that directors of the Corporation's affiliates could serve on Committees of the Board of Directors of the Corporation as "affiliate representatives."

The Bylaws were amended to delete this provision.

The Bylaws provided that the Board of Directors determined the calling and holding of meetings by its committees and the procedure for conducting its meetings.

The Bylaws were amended to grant the committees of the Board of Directors the authority to make these determinations in addition to the Board of Directors.

Article VI, Section 1

No corresponding provision

The Bylaws were amended to specifically grant the Board of Directors the authority to appoint a Chief Executive Officer, chief operating officer and a chief financial officer.

Article VI, Section 9

The Bylaws provided that the President was the chief executive officer of the Corporation and had general supervision over the affairs of the Corporation. The President also served as an ex-officio member of all standing committees of the Board of Directors.

The Bylaws were amended to specifically provide for the office of Chief Executive Officer and outline the duties accompanying such office. The Chief Executive Officer now has general supervision over the affairs of the Corporation. The historic duties of the President were divided between the offices of Chief Executive Officer and President. Neither the Chief Executive Officer nor the President serves as an ex-officio member on any committee of the Board of Directors.

Article VI, Section 11

The Bylaws outlined an office of Vice President. If the President became absent or disabled, unless the Board of Directors determined otherwise, the most senior Vice President was to perform the duties and exercise the powers of the President.

The Bylaws were amended to specifically provide for Executive Vice Presidents, Senior Vice Presidents, First Vice Presidents and/or other Vice Presidents. The Board is required to designate one of the Vice Presidents (an Executive Vice President, if one has been appointed) to perform the duties and exercise the powers of the President in the President's absence or disability.

Article VI, Section 12

No corresponding provision.

The Bylaws were amended to provide all acts affecting the Treasurer's duties and responsibilities shall be subject to the review and approval of the Corporation's chief financial officer.

Article VI, Section 13

The Board of Directors was required to fix the salaries of the principal officers, while the salaries of the subordinate officers were to be fixed by the President.

This provision was deleted.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: October 15, 2004.

FIRST MERCHANTS CORPORATION

By: /s/ Larry R. Helms
Larry R. Helms,
Senior Vice President

EXHIBIT INDEX

3(ii) Bylaws of the Corporation, as amended October 12, 2004