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ARTICLES OF INCORPORATION

OF

BANK MANAGEMENT GROUP, LTD.

The undersigned person, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 490, Code of Iowa 1989, hereby adopts the following Articles of Incorporation for such corporation, to be effective upon filing with the Secretary of State of the State of Iowa.

ARTICLE I
CORPORATE NAME AND EXISTENCE

The name of the corporation is Bank Management Group, Ltd. The corporation shall begin its existence as of the date that the Secretary of State issues a Certificate of Incorporation.

ARTICLE II
AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 20,000 shares of no par value stock.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is R.R. 3, Manchester, Iowa, and the name of its initial registered agent at such address is Patricia L. Schulte.

ARTICLE IV
INCORPORATOR

The incorporator is Carroll J. Reasoner, whose address is 500 Merchants National Bank Building, Cedar Rapids, Iowa.

ARTICLE V
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of

FILE No. 80-2120
RECORDING FEE $ 25.00
TRANSFER FEE $

FILED FOR RECORD THE 18 DAY OF March, 1991 AT 10:36
O'CLOCK A. M. BOOK 8 PAGE 92

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
Art. of Inc.

shareholders or until his or her successors are elected and shall qualify are:

Name	Address
James A. Wiewel	R.R. 1 Manchester, IA 52057
Patricia L. Schulte	R.R. 3 Manchester, IA 50257

After the initial Board of Directors, the Board shall consist of such number of directors as shall be fixed and determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI
CORPORATE POWERS

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE VII
DIRECTORS LIABILITY/INDEMNIFICATION

No director of this corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director, except that a director may be held personally liable for such director's breaches of his or her duty of loyalty to the corporation or its stockholder for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for a transaction from which the director derives an improper personal benefit, or under Iowa Code §490.832 (1989) as amended or recodified. If the Iowa Business Corporation Act is later amended to permit the further elimination or limitation of the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by such amendment.

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Iowa Business Corporation Act as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE VIII
DIRECTOR OR OFFICER INTEREST

In the absence of fraud, no contract or transaction between this corporation and any other association or corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director of or officer of such other association or corporation. Any director or officer of this corporation individually may be a party to or may be interested in any such contract or transaction or in any way connected with any such person, firm, association or corporation. Each person who may become a director or officer of this corporation is relieved of all liability which may otherwise exist by reason of contracting with the corporation for the benefit of such person or any other person, firm, association or corporation in which such person may in any way be interested.

ARTICLE IX
STOCK TRANSFER RESTRICTION

No stockholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer at any time within thirty (30) days from and after the date on which the offer is made to the stockholder and shall exercise the option to purchase by notifying the stockholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the stockholder in writing within the thirty (30) day period and the shares may then be sold by the stockholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

ARTICLE X
CORPORATE SEAL AND
EXECUTION OF WRITTEN INSTRUMENTS

The corporation shall have no corporate seal. All instruments executed by the corporation, including those which affect an interest in real estate, may be executed by the President or Vice President. Notwithstanding any of the foregoing provisions, any written instrument may be executed by any officer or officers, agent or agents, or other person or persons specifically designated by resolution of the Board of Directors of the corporation.

Dated this 1st day of March, 1991.

Carroll J. Reasoner

Carroll J. Reasoner, Incorporator

STATE OF IOWA)
) ss:
COUNTY OF LINN)

On this 1st day of March, 1991, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Carroll J. Reasoner, to me personally known to be the person named in and who executed the foregoing Articles of Incorporation and acknowledged the same as her free and voluntary act and deed.

Carolyn J. Voss

Notary Public in and for the State of Iowa



IOWA

Receipt No. R171155

SECRETARY OF STATE

490 DP-148935
BANK MANAGEMENT GROUP, LTD.
C/O SHUTTLEWORTH LAW FIRM
ATTN. CARROLL J. REASONER
500 MERCHANTS BANK BLDG BOX 2107
CEDAR RAPIDS, IA 52406

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Incorporation

The document was filed on Mar. 04, 1991, at 12:18.

The amount of $50.00 was received in full payment of the filing fee.

Elaine Baxter

SECRETARY OF STATE