AFFIDAVIT OF TRUE AND CORRECT COPY OF MERGER CERTIFICATE

STATE OF NORTH DAKOTA)
)
COUNTY OF GRAND FORKS)

I, Maren Lindholm Daley, Cashier of First National Bank North Dakota, formerly known as First National Bank in Grand Forks, Successor in Interest to Northwood State Bank and West Fargo State Bank, being first duly sworn on oath, depose and say:

That the foregoing attached document is a true and correct copy of the Merger Certificate Letter dated April 30, 1991, issued by the Comptroller of the Currency Administrator of National Banks, approving the merger of the Northwood State Bank and the West Fargo State Bank into the First National Bank in Grand Forks with the resulting entity to be known as First National Bank North Dakota; the original Merger Certificate is on file with First National Bank North Dakota, PO Box 1200, Grand Forks, ND 58206-1200.

Maren Lindholm Daley
MAREN LINDHOLM DALEY

Subscribed and sworn to before me this 2 of August, 1991.

Brenda A. Buckner
Notary Public, State of North Dakota
County of Grand Forks

BRENDA A. BUCKNER
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JULY 7, 1993

My commission expires:

gw/affidavi.mld

FILE No. 255-2247
RECORDING FEE $ 10.00
TRANSFER FEE $

FILED FOR RECORD THE 27 DAY OF January 19 93 AT 4:26 O'CLOCK P M. BOOK 17 PAGE 153

STATE OF IOWA, DELAWARE COUNTY
Deborah L. Peyton, Recorder
Aff.

RECEIVED
MAY - 3 1991
MARK T. JOHNSON

Comptroller of the Currency
Administrator of National Banks

Midwestern District Office
2345 Grand Avenue, Suite 700
Kansas City, Missouri 64108

April 30, 1991

Mr. Mark T. Johnson
Winthrop & Weinstine
3200 Minnesota World Trade Center
30 East Seventh Street
St. Paul, Minnesota 55101

Dear Mr. Johnson:

This letter is the official certification of the Office of the Comptroller of the Currency (OCC) for the merger of Northwood State Bank, Northwood, North Dakota and West Fargo State Bank, West Fargo, North Dakota with and into First National Bank in Grand Forks, Grand Forks, North Dakota under the charter of First National Bank in Grand Forks and with the title "First National Bank North Dakota", effective as of April 20, 1991.

This letter is also the official authorization of the Comptroller of the Currency allowing the First National Bank North Dakota, Charter No. 13790, the receiving institution, to operate the presently existing branches and CBCT branches of First National Bank in Grand Forks, and to establish the following branches and CBCT branches:

503 Washington, Northwood, ND, Certificate No. 83562A
901 13th Avenue East, West Fargo, ND, Certificate No. 83563A
Main Avenue, West Fargo, ND, Certificate No. 83564A
110 Sheyenne Street, West Fargo, ND, Certificate No. 79751C
4731 13th Avenue S.W., Fargo, ND, Certificate No. 79752C.

We note that the popular names of these branches and CBCTs will be Northwood Bank Facility, Fargo Bank Facility, Fargo Bank Branch Facility, Larson's Super Valu, and Wal-Mart Store, respectively.

The shareholders' meetings of the respective banks may be finally adjourned.

Sincerely,

Thomas C. McAllister

Thomas C. McAllister
Director for Analysis

Charter No. 13790