Robert J. Pattee
Homeland Bank Monticello
P.O. Box 231
Monticello, Iowa 52310
319 - 465-3505

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DELAWARE COUNTY IOWA
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BOOK 18 PAGE 347
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
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AFFIDAVIT

STATE OF IOWA)
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JONES COUNTY)

The undersigned, Robert J. Pattee, Assistant Vice President and Trust Officer, Homeland Bank, N.A., formerly known as The National Bank of Waterloo, does hereby certify that the attached letter from Comptroller of the Currency, Consent of the Shareholder of The National Bank of Waterloo and Certificate of Shareholder Approval changed the name of The National Bank of Waterloo to Homeland Bank, N.A., effective January 1, 1995.

Robert J. Pattee

Signed and sworn to before me by Robert J. Pattee this 24TH day of OCTOBER, 1996.

Notary Public, State of Iowa

YVONNE JACKSON
MY COMMISSION EXPIRES
April 12, 1999

DATE 10-25-96 BOOK 18 PAGE 347

Comptroller of the Currency
Administrator of National Banks

Midwestern District Office
2345 Grand Blvd., Suite 700
Kansas City, Missouri 64108-2625

February 14, 1995

Ms. Kristin Darnell Fyda
Nyemaster, Goode, McLaughlin, Voigts, West, Hansell & O'Brien
Attorneys and Counselors at Law
1900 Hub Tower
699 Walnut Street
Des Moines, Iowa 50309

Dear Ms. Fyda:

This letter supercedes our letter dated January 3, 1995.

The Office of the Comptroller of the Currency (OCC) has received your letter concerning the title change and the appropriate amendment to the Articles of Association. The OCC has recorded that as of December 31, 1994, the title of The National Bank of Waterloo, Waterloo, Iowa, Charter No. 13702, was changed to "Homeland Bank, National Association".

As a result of Garn-St Germain Depository Institutions Act of 1982, the OCC is no longer responsible for the approval of national bank name changes nor does it maintain official records on the use of alternate titles. The use of other titles or the retention of the rights to any previously used title is the responsibility of the bank's board of directors. Legal counsel should be consulted to determine whether or not the new title, or any previously used title, could be challenged by competing institutions under the provisions of federal or state law.

Sincerely,

Judith A. Bollig

Judith A. Bollig
Analysis Specialist

CONSENT OF THE SHAREHOLDER
OF
THE NATIONAL BANK OF WATERLOO

The undersigned, being the sole shareholder of The National Bank of Waterloo, a national banking association (the "Bank"), does hereby waive any and all required notice in connection with the action taken pursuant hereto and does hereby consent to the adoption of and hereby adopts the following resolutions with the same effect as though adopted at a special shareholder's meeting duly called and held:

RESOLVED, that, subject to any necessary regulatory approval, and the approval of the shareholders of Iowa National Bankshares Corp of a change of name of that corporation to "Homeland Bankshares Corporation," the Amended and Substituted Articles of Association of the Bank be and the same hereby are amended by deleting Article I in its entirety and inserting in lieu thereof the following Article I:

ARTICLE I

The title of this Association shall be Homeland Bank, National Association.

and;

FURTHER RESOLVED, that the proper officers of the Bank be and they hereby are authorized and directed to take such other actions as are necessary and consistent with these resolutions to effect their implementation, including, but not limited to, the execution and delivery to the Comptroller of the Currency of appropriate documentation reflecting such amendment to the Bank's Amended and Substituted Articles of Association.

Dated as of the 25th day of November, 1994.

IOWA NATIONAL BANKSHARES CORP

By: Earl A. Schmiesing

Earl A. Schmiesing, Chairman,
President and CEO

CERTIFICATE OF SHAREHOLDER APPROVAL

I hereby certify that I am the Chairman of the Board of The National Bank of Waterloo located in Waterloo, State of Iowa (the "Bank"), and that I have been duly appointed and am presently serving in that capacity in accordance with the Amended and Substituted Articles of Association and the Bylaws of the Bank.

I further certify that at a special meeting of the shareholders of the Bank duly called and held on the 25th day of November, 1994, upon waiver of notice by the sole shareholder of the Bank, the resolutions and amendment to the Amended and Substituted Articles of Association of the Bank that are attached hereto and incorporated herein by this reference were duly adopted by the sole shareholder in accordance with the requirements of the National Banking Act.

Such resolutions and amendment to the Amended and Substituted Articles of Association are presently in full force and effect and have not been revoked or rescinded as of this date.

IN WITNESS HEREOF, I have hereupon set the seal of this national banking association this 25th day of November, 1994.

(Seal of Bank)

Erl A. Schmiesing, Chairman of the Board