22-1381
DUBUQUE COUNTY IOWA
FILED FOR RECORD
97 NOV 3 AM 10 54
RECORDER
19 131
16.00

Prepared by: *Susan Valant, Mercantile Bank of Eastern Iowa, 7th at Locust, P.O. Box 148, Dubuque, IA 52004-0148 Phone #319-589-2272.*

AFFIDAVIT OF IDENTITY

State of Iowa]
] ss.
County of Dubuque]

I, Richard A. Bean, having been first duly sworn on oath, do depose and state that I am the Chairman and Chief Executive Officer of MERCANTILE BANK OF DUBUQUE, NATIONAL ASSOCIATION, DUBUQUE, IOWA, a national banking association, having its principal place of business at 7th and Locust Street, Dubuque, Iowa 52001. I further state that the Bank's name was changed to MERCANTILE BANK OF EASTERN IOWA, a state banking association, having its principal place of business at 425 Cedar Street, Waterloo, Iowa 50701, and its primary Dubuque office located at 7th and Locust Street, Dubuque, Iowa 52001, pursuant to approval by its Board of Directors and its shareholders and by Articles of Amendment to its Articles of Incorporation; and that the effective date of this name change was October 6, 1997.

MERCANTILE BANK OF DUBUQUE CORPORATE SEAL

Richard A. Bean
Chairman, CEO and Secretary

On this 6th day of October, A.D. 1997, before me, a Notary Public in and for the State of Iowa, personally appeared Richard A. Bean, to me known to be the person named in and who executed the foregoing affidavit and acknowledged that he executed the same as his voluntary act and deed.

NOTARIAL SEAL IOWA — SUSAN K. VALANT

Susan K. Valant
Notary Public in and for the State of Iowa
Exp. 1-17-98

DATE 11-3-97 BOOK 19 PAGE 131

SECRETARY'S CERTIFICATE

I hereby certify that I am the Secretary of Mercantile Bank of Dubuque, National Association, 7th at Locust Street, Dubuque, Iowa 52001 ("Bank"), and that I have been duly appointed and that I am presently serving in that capacity.

I further certify that the following resolution is a true and correct copy of the resolution which has been approved and adopted by the Board of Directors of said Association on July 23, 1997:

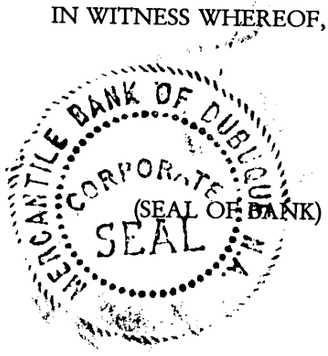
> "WHEREAS, it is the sense of the Board of Directors of MB-Dubuque that (I) MB-Dubuque should convert from a national association to a state-chartered bank; and (ii) MB-Dubuque should enter into an agreement to cause (A) Mercantile Bank of Dubuque National Association, a national banking association chartered under the laws of the United States, and (B) Mercantile Bank, a bank chartered under the laws of the State of Illinois, to merge with and into Mercantile Bank of Eastern Iowa, a bank chartered under the laws of the State of Iowa ("MB-Eastern Iowa");
>
> NOW, THEREFORE, IT IS RESOLVED, that the board of directors of MB-Dubuque hereby adopt the agreement and plan of merger in substantially the form attached hereby (the "Plan of Merger"), for the merger of MB-Dubuque and Mercantile Bank (the "Merging Banks") with and into MB-Eastern Iowa with MB-Eastern Iowa as the surviving charter; and be it
>
> FURTHER RESOLVED, that the President and any Vice President and any other officer designated by the President or any Vice President (each, and "Authorized Officer") and the Cashier of MB-Dubuque are hereby authorized and directed (I) to execute the Plan of Merger on behalf of MB-Dubuque; and (ii) to execute any and all documentation deemed necessary or appropriate to consummate the Plan of Merger and to submit any and all notices and/or application to the relevant regulatory agencies for written consent to consummate the merger; and be it
>
> FURTHER RESOLVED, that the following resolution, accompanied by the Plan of Merger, be presented to the sole shareholder of MB-Dubuque;
>
> RESOLVED, that the undersigned sole shareholder of MB-Dubuque, by this unanimous consent action taken in lieu of a special meeting of the Sole Shareholder, hereby adopts the Plan of Merger in substantially the form attached hereto and directs the directors and officers of MB-Dubuque to make application to the Superintendent of Banking of the State of Iowa, the Federal Deposit Insurance Corporation, and any other regulatory and/or supervisory bodies as required for approval to merge MB-Dubuque and Mercantile Bank with and into MB-Eastern Iowa, with MB-Eastern as the surviving charter; and be it
>
> FURTHER RESOLVED, that upon approval by the Superintendent of Banking and other regulatory agencies, the officers and directors are further directed to proceed to carry out the Plan of Merger, and the President and any Vice President (each and"Authorized Officer") are each authorized to prepare and sign the appropriate documents, and to take any and all actions and to do such other things as such officers shall deem necessary, appropriate or

desirable in order to carry out the Plan of Merger and to carry out the intent and accomplish the purposes of this resolution, including making such non-material changes to the Plan of Merger as such officers deem appropriate or necessary.

RESOLVED, that any and all actions heretofore taken by any of the Authorized Officers of MB-Dubuque, including, without limitation, negotiation, execution and delivery of any and all documents relating to the foregoing resolutions and the transactions contemplated thereby, are hereby ratified, confirmed and approved, and be it further

RESOLVED, that the above referenced Authorized Officers of MB-Dubuque, and each of them, be and they hereby are authorized and directed to take any and all other actions, execute and deliver all other documents and instruments, to any such expenses and to do such other things as they may deem necessary, appropriate or desirable in order to carry out the Plan of Merger, or otherwise in order to carry out the intent and accomplish the purposes of each of the foregoing resolutions, including making such non-material changes to the Plan of Merger as such officers deem appropriate or necessary."

IN WITNESS WHEREOF, I have affixed my official signature this 6th day of October, 1997.



(SEAL OF BANK)

Richard A. Bean

Richard A. Bean
Chairman, CEO and Secretary

Attest:

Francis A. Murray

Francis A. Murray, Jr.
Executive Vice President