DELAWARE COUNTY IOWA
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DEBORAH L. PEYTON
DELAWARE CO. RECORDER
$ 31.00

PREPARED BY & RETURN TO: SUSAN ANDERSON (402) 898-2416
COMMERCIAL FEDERAL MORTGAGE CORP.
ACQUISITIONS/ASSIGNMENTS
450 REGENCY PKWY, 02-WEST
OMAHA, NE 68114

AFFIDAVIT

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

DONNA ELTISTE, BEING FIRST DULY SWORN ON OATH, DEPOSES AND SAYS AS FOLLOWS:

I HEREBY CERTIFY THE FOREGOING NAME CHANGE FROM MIDLAND FINANCIAL SAVINGS AND LOAN ASSOCIATION TO MIDLAND SAVINGS BANK FSB, DES MOINES, IOWA IS A TRUE AND ACCURATE COPY OF THE DOCUMENT FILED WITH THE CORPORATE SECRETARY OF THE OFFICE OF THRIFT SUPERVISION, AND ENDORSED PURSUANT TO 12 C.F.R. SECTION 552.13 OF THE RULES AND REGULATIONS FOR FEDERAL ASSOCIATIONS EFFECTIVE ON THE 1ST DAY OF JANUARY, 1990.

COMMERCIAL FEDERAL BANK,
A FEDERAL SAVINGS BANK
Donna Eltiste
DONNA ELTISTE, VICE PRESIDENT

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On October 25, 1999, before me, Susan Anderson, personally appeared Donna Eltiste, Vice President, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Susan Anderson

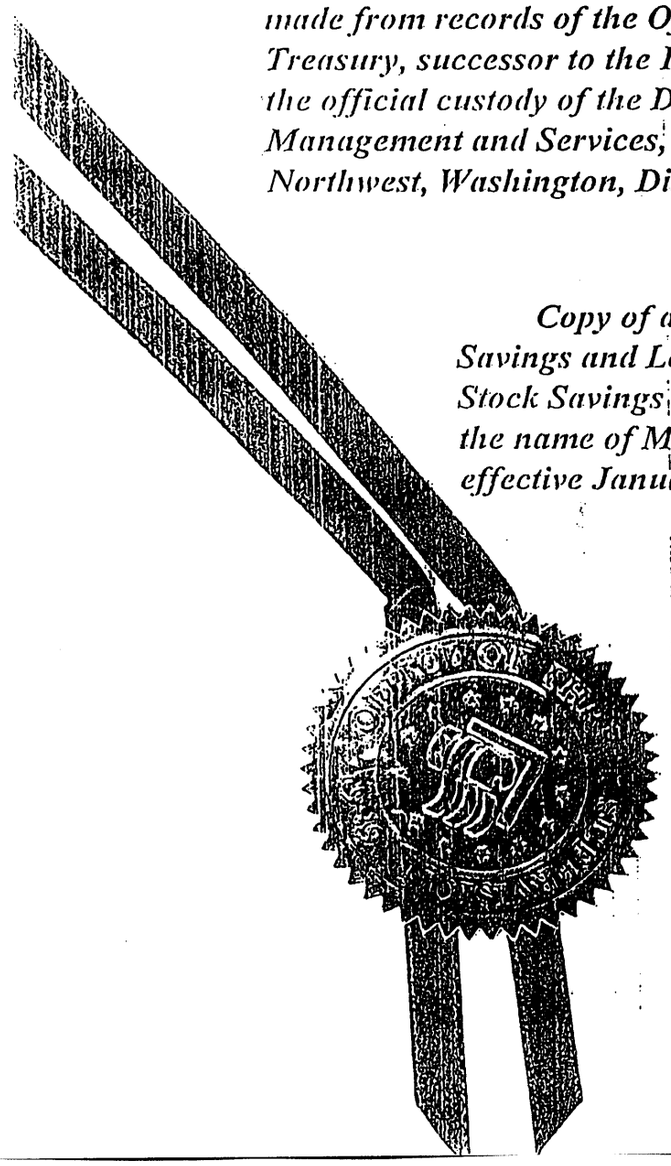
GENERAL NOTARY-State of Nebraska
SUSAN ANDERSON
My Comm. Exp. Oct. 9, 2002

Office of Thrift Supervision

Department of the Treasury

I certify that annexed hereto are true copies of documents described below made from records of the Office of Thrift Supervision, Department of the Treasury, successor to the Federal Home Loan Bank Board. Said records are in the official custody of the Dissemination Branch, Office of Information Management and Services, and are maintained in its offices at 1700 G Street, Northwest, Washington, District of Columbia.

Copy of an amended and substituted Midland Financial Savings and Loan Association Plan of Conversion to Federal Stock Savings Bank, and a copy of a Federal Stock Charter in the name of Midland Savings Bank FSB, Des Moines, Iowa, effective January 1, 1990.



Signed in Washington, District of Columbia, and the Seal of the Office of Thrift Supervision affixed, this 5th day of August, 1999

Mary Ann Reinhart
Manager, Dissemination Branch (Acting)
Office of Thrift Supervision

AMENDED AND SUBSTITUTED
MIDLAND FINANCIAL SAVINGS AND LOAN ASSOCIATION
PLAN OF CONVERSION TO
FEDERAL STOCK SAVINGS BANK

1. Midland Financial Savings and Loan Association, an Iowa chartered savings and loan association shall convert to a federal stock savings association with the name Midland Savings Bank FSB.

2. In accordance with applicable law and regulation, applications for the conversion shall be submitted to the Director, Office of Thrift Supervision, and to the Iowa Superintendent of Savings and Loan Associations.

3. The Charter of Midland Savings Bank FSB attached to this Plan shall be the charter of the institution from and after the effective date of the conversion.

4. The Bylaws of Midland Savings Bank FSB attached to this Plan shall be the bylaws of the institution from and after the effective date of the conversion.

5. From and after the effective date of the conversion, the home office of Midland Savings Bank FSB shall be 606 Walnut Street, Des Moines, Iowa and the branch offices shall be:

1. Ames Branch
525 Main Street
Ames, IA 50010

2. Anamosa Branch
138 East Main
P. O. Box 33
Anamosa, IA 52205

3. Boone Branch
817 - 8th Street
Boone, IA 50036

4. Dyersville Branch
212 Fourth Street, S.E.
Dyersville, IA 52040

5. Edgewood Branch
359 Edgewood Road, N.W.
Cedar Rapids, IA 52404

6. Fort Dodge Branch
125 North 27th Street
Fort Dodge, IA 50501

7. Hubbell Branch
2742 Hubbell Avenue
Des Moines, IA 50317

8. Indianola Branch
113 North Buxton
Indianola, IA 50125

9. Maquoketa Branch
129 West Pleasant Street
Maquoketa, IA 52060

10. Marion Branch
770 Seventh Avenue
Marion, IA 52302

11. Marshalltown Branch
17 West Main Street
Marshalltown, IA 50158

12. Monticello Branch
111 East 1st Street
Monticello, IA 52310

13. Oskaloosa Branch
103 North Market
Oskaloosa, IA 52577

14. Ottumwa Branch
111 South Market
Ottumwa, IA 52501

15. Pocahontas Branch
Highway 3 at Main
Pocahontas, IA 50574

MIDLAND SAVINGS BANK FSB
CHARTER

Section 1. Corporate title.

The full corporate title of the savings bank is Midland Savings Bank FSB

Section 2. Office.

The home office shall be located in Des Moines, Iowa.

Section 3. Duration.

The duration of the savings bank is perpetual.

Section 4. Purpose and powers.

The purpose of the savings bank is to pursue any or all of the lawful objectives of a Federal savings bank chartered under section 5 of the Home Owners' Loan Act and to exercise all of the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations, and orders of the Office of Thrift Supervision ("OTS"). In addition the savings bank may make any investment and engage in any activity as may be specifically authorized by action of the OTS, including authorization by delegated authority, in connection with action approving the issuance of the charter.

Section 5. Capital stock.

The total number of shares of all classes of capital stock which the savings bank has the authority to issue is 10,000,000 shares all of which shall be common stock of par value of $1.00 per share. The shares may be issued from time to time as authorized by the board of directors without the approval of its shareholders, except as otherwise provided in this Section 5 or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the savings bank. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted to the savings bank), labor, or services actually performed for the savings bank, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the savings bank, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the surplus of the savings bank which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance.

Except for shares issuable in connection with the conversion of the savings bank from the mutual to stock form of capitalization, no shares of common stock (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the savings bank other than as part of a general public offering or as qualifying shares to a director, unless the issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder,

except as to the cumulation of votes for the election of directors. Subject to any provision for a liquidation account, in the event of any liquidation, dissolution, or winding up of the savings bank, the holders of the common stock shall be entitled, after payment or provision for payment of all debts and liabilities of the savings bank, to receive the remaining assets of the savings bank available for distribution, in cash or in kind. Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

Section 6. Preemptive rights.

Holders of the capital stock of the savings bank shall not be entitled to preemptive rights with respect to any shares of the savings bank which may be issued.

Section 7. Directors.

The savings bank shall be under the direction of a board of directors. The authorized number of directors, as stated in the savings bank's bylaws, shall not be fewer than seven nor more than fifteen except when a greater number is approved by the OTS.

Section 8. Amendment of Charter.

Except as provided in Section 5, no amendment, addition, alteration, change or repeal of this charter shall be made, unless such is first proposed by the board of directors of the savings bank, then preliminarily approved by the OTS, which preliminary approval may be granted by the OTS pursuant to regulations specifying preapproved charter amendments, and thereafter approved by the shareholders by a majority of the total votes eligible to be cast at a legal meeting. Any amendment, addition, alteration, change, or repeal so agreed upon shall be effective upon filing with the OTS in accordance with regulatory procedures or on such other date as the OTS may specify in its preliminary approval.

Section 9. Liquidation Account.

The savings bank shall establish and maintain a liquidation account for the benefit of its savings accountholders as of December 31, 1988 ("eligible savers").

In the event of complete liquidation of the savings bank, it shall comply with such regulations with respect to the amount and the priorities on liquidation of each of the savings bank's eligible savers' inchoate interest in the liquidation account, to the extent it is still in existence: *Provided,* that an eligible saver's inchoate interest in the liquidation account shall not entitle such eligible saver to any voting rights at meetings of the savings bank's stockholders.

MIDLAND SAVINGS BANK FSB

By _____
Kent E. Klopfenstein, President

Attest: _____
Kent E. Klopfenstein, Secretary

OFFICE OF THRIFT SUPERVISION

By _____
M. Danny Wall, Director

Attest: _____
Executive Secretary

September 21, 1989
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DECLARED EFFECTIVE JANUARY 1, 1990

Certificate of Charter

This is to certify that in accordance with the provisions of Section 5 of the Act of Congress approved June 13, 1933, as amended, known as the Home Owners' Loan Act of 1933, a charter was issued to

MIDLAND SAVINGS BANK FSB

with its home office at DES MOINES, IOWA

ATTEST:

Nadine F. Washington
Executive Secretary

Office of Thrift Supervision
Department of the Treasury

By _____
Director

Washington, D.C., Effective Date: January 1, 1990