FILE NO. 2003 2033 | FILED FOR RECORD THE 14TH DAY OF | STATE OF IOWA, FAYETTE COUNTY:
RECORDING FEE $ 30.00 | MAY 20 03 AT 9:00 A M. | Karen K. Ford, Recorder
RECORDS MGT FEE $ 1.00 | By _____, Deputy
TRANSFER FEE $ _____

FILED
RECORDERS OFFICE
CLAYTON COUNTY, IOWA
2003-0289

2003 JAN 22 AM 11:37

SUE MEYER

FEE $31.00 PD.

CITIZENS STATE BANK
P.O. BOX 10
HOPKINTON, IA 52237

APPROVED
THOMAS B. GRC
SUPERINTENDENT C

Jones
Clayton

RECEIVED
SECRETARY OF STATE
IOWA
03 JAN 6 PM 2:31

JAN 06 2003

By Donald Bump

ARTICLES OF MERGER OF UNION BANK & TRUST COMPANY WITH AND INTO CITIZENS STATE BANK

127161-S
85131-NS

I

Pursuant to Iowa Code Sections 524.1401 and 524.1402, Union Bank & Trust Company is hereby merged with and into Citizens State Bank, with Citizens State Bank being the resulting state bank.

II

The location and post office address of the principal place of business of Citizens State Bank is 117 West 1st Street, Monticello, Jones County, Iowa 52310-1520. The location and post office address of the principal place of business of Union Bank & Trust Company is 102 East Mission, Strawberry Point, Clayton County, Iowa 52076-9628.

The location and post office addresses of the offices maintained by Citizens State Bank are as follows: First Street, PO Box 10, Hopkinton, Iowa 52237-0010, 1218 West Main Street, Manchester, Iowa 52057-2305, 204 Main Street, PO Box 9, Ryan, Iowa 52330-0009 and 101 Madison, PO Box 10, Winthrop, Iowa 50682-0802.

The location and post office addresses of the principal place of business of the resulting state bank is 117 West 1st Street, Monticello, Iowa 52310-1520. The resulting state bank will maintain offices at 102 East Mission, Strawberry Point, Iowa 52076-9628, 103 First Street, PO Box 10, Hopkinton, Iowa 52237-0010, 1218 West Main Street, Manchester, Iowa 52057-2305, Main Street, PO Box 9, Ryan, Iowa 52330-0009 and 101 Madison, PO Box 10, Winthrop, Iowa 50682-0802.

III

The plan of merger was submitted to the shareholder of Citizens State Bank at a meeting held on September 5, 2002 at 117 West 1st Street, Monticello, Iowa 52310-1520. There were 20,000 shares voted in favor of, and 0 shares voted against the plan of merger, with 20,000 shares entitled to be voted at the meeting.

The plan of merger was submitted to the shareholder of Union Bank & Trust Company at a meeting held on September 3, 2002, at 102 East Mission, Strawberry Point, Iowa 52076-9628. There were 366 shares voted in favor of, and 0 shares voted against the plan of merger, with 366 shares entitled to be voted at the meeting.

1829 FEE $11.00 PD.

STATE OF IOWA, CLAYTON COUNTY, SS:
I SUE MEYER, Recorder in and for said County, do hereby certify that the foregoing is a true copy of the original instrument as the same appears on record in my office in Book 03 Page 289
Witness my hand and seal this 9TH day of MAY A.D. 2003
Sue Meyer
County Recorder

Citizens State Bank
P.O. Box 4
Strawberry Pt. IA
52076

DELAWARE COUNTY IOWA
FILED
2003 MY 23 AM 9:22
BOOK 2003 PAGE 3484
DEBORAH L. PEYTON
DELAWARE CO RECORDER
31.00

IV

The number of directors constituting the Board of Directors of the Resulting Bank shall be seven (7) who shall serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified. The names and address of the individuals who shall serve as directors are as follows:

Name	Address
Audrey G. Savage	717 W. 1st Street, Monticello, IA
Donald R. Huber	2962 230th Avenue, Delhi, IA
John Slattery	484 4th Street, Winthrop, IA
Keith A. Kramer	2602 315th Strreet, Hopkinton, IA
Kevin R. Funke	3171 285th Ave., Hopkinton, IA
Melvin Hein	111 Park Blvd., Monticello, IA
Roger F. Busch	22345 Songbird Dr.,Monticello, IA

V

The Articles of Incorporation of Citizens State Bank shall continue in full force and effect as the Articles of Incorporation of the resulting state bank.

VI

The Agreement and Plan of Merger is attached hereto as Exhibit A.

VII

These Articles of Merger shall be effective as of January 6, 2003.

The foregoing statements are verified by each party to the merger and the resulting state bank.

CITIZENS STATE BANK

By: Audrey G. Savage
Audrey G. Savage, President

By: Donald R. Huber
Donald R. Huber, Senior Vice President

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UNION BANK & TRUST COMPANY

By: Audrey G. Savage
Audrey G. Savage, President

By: Donald R. Huber
Donald R. Huber, Cashier

State of Iowa)
)ss
County of Jones)

On this 6 day of January, 2003, before me, a Notary Public in and for said county and state, personally appeared Audrey G. Savage and Donald R. Huber, to me known to be the persons named in and who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed.

Katherine M. Bone
Notary Public in and for said County and State

KATHERINE M. BONE
Commission Number 221033
My Commission Expires
2-14-05

State of Iowa)
)ss
County of Jones)

On this 6 day of January, 2003, before me, a Notary Public in and for said county and state, personally appeared Audrey G. Savage and Donald R. Huber, to me known to be the person(s) named in and who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed.

Katherine M. Bone
Notary Public in and for said County and State

KATHERINE M. BONE
Commission Number 221033
My Commission Expires
2-14-05

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AGREEMENT
AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "**Agreement**") dated as of January 6, 2003 between CITIZENS STATE BANK, Monticello, Iowa (the "**Resulting State Bank**"), UNION BANK & TRUST COMPANY, Strawberry Point, Iowa (the "**Disappearing Bank**").

INTRODUCTION

The Resulting State Bank is a state banking corporation duly organized under the laws of the State of Iowa, with its principal office in the City of Monticello, Iowa and the Disappearing Bank is a state bank duly organized under the laws of the State of Iowa with its principal place of business in Strawberry Point, Iowa. Herky Hawk Financial Corp., an Iowa corporation and registered bank holding company (the "**Corporation**") is the parent corporation of Resulting State Bank and Disappearing Bank. The Resulting State Bank and the Disappearing Bank are affiliated as that term is defined in Iowa Code §524.1101. The Resulting State Bank and the Disappearing Bank have been in existence and operated as banks continuously in the state of Iowa for at least five years. The Resulting State Bank and the Disappearing Bank desire to merge into a single state bank.

NOW, THEREFORE, in consideration of the premises, covenants and conditions contained herein, the parties hereby enter into this Agreement.

SECTION 1. **The Merger**. The Disappearing Bank shall be merged into and under the Articles of Incorporation of the Resulting State Bank pursuant to the provisions of, and with the effect provided in, the Iowa Banking Act (the "**Merger**"). The Resulting State Bank shall be the continuing state banking corporation and as of the effective date of the Merger the separate existence of the Disappearing Bank shall cease.

SECTION 2. **Resulting Bank**. Upon the Merger becoming effective, the name of the Resulting State Bank shall be "Citizens State Bank" and its Articles of Incorporation and Bylaws shall be the Articles of Incorporation and Bylaws of the Resulting State Bank upon the effective date of the Merger. The principal office of the Resulting State Bank shall be its currently existing principal office.

SECTION 3. **Effect of the Merger**. (a) Upon the Merger becoming effective, the corporate existence of the Disappearing Bank shall be merged into and continued in the Resulting State Bank, as provided by the Iowa Banking Act, and the Resulting State Bank shall be deemed to be the same corporation as the Disappearing Bank and the Resulting State Bank combined, possessing all the rights, interests, privileges, powers and franchises and being subject to all restrictions, liabilities and duties of each. All and each of the rights, interests, privileges and franchises of the Disappearing Bank and Resulting State Bank and all property, real, personal and mixed, and all debts due to the

EXHIBIT "A"

Disappearing Bank and Resulting State Bank on whatever account, shall be vested in the Resulting State Bank without any deed or other transfer and without any order or other action on the part of any court or otherwise; and, all property, rights, privileges, powers, franchises and interests and each and every other interest of the Disappearing Bank or Resulting State Bank shall be thereafter the property of the Resulting State Bank. The Resulting State Bank, by virtue of the Merger, and without any order or other action on the part of any court or otherwise, shall hold and enjoy the same and all rights of property, franchises and interests, including appointments, designations and nominations and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, guardian of mentally incompetent persons and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by the Disappearing Bank and Resulting State Bank immediately prior to the Merger.

(b) Upon the Merger becoming effective, the Resulting State Bank shall be liable for all liabilities, obligations and contracts of the Disappearing Bank and of the Resulting State Bank, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise; and whether or not reflected or reserved against on balance sheets, books of account, or records of the Disappearing Bank or the Resulting State Bank, as the case may be, shall be those of the Resulting State Bank, and shall not be released or impaired by the Merger; and, all rights of creditors and other obligees and all liens on property of either the Disappearing Bank or the Resulting State Bank shall be preserved unimpaired.

SECTION 4. **Conversion of Securities**. Upon the Merger becoming effective:

(a) Each share of common stock of the Disappearing Bank outstanding at the effective date of the Merger shall be extinguished as a result of the Merger.

(b) The shares of common stock of the Resulting State Bank outstanding immediately prior to the Merger shall continue to be issued and outstanding.

SECTION 5. **Directors and Officers**. The Board of Directors and officers of the Resulting State Bank, upon the Merger becoming effective, shall consist of all persons who are directors and officers of the Resulting State Bank immediately before the Merger becomes effective and shall continue in office until their successors are elected and qualified.

SECTION 6. **Shareholder Approval**. This Agreement has been approved by the sole shareholder of the Disappearing Bank and the sole shareholder of the Resulting State Bank.

SECTION 7. **Effective Date**. Subject to the terms and upon satisfaction of all requirements of law and the conditions specified in this Agreement, the Merger shall become effective upon the filing by the Iowa Division of Banking of the Articles of Merger

with the Iowa Secretary of State and receipt of the necessary approvals, and the expiration of all waiting periods.

SECTION 8. **Miscellaneous**.

(a) Any of the terms or conditions of this Agreement may be waived at any time by any party hereto, by action of its Board of Directors, evidenced by a certificate signed by its President or other duly authorized person.

(b) To the extent permitted by law, this Agreement may be amended or supplemented at any time by written consent of all parties.

(c) This Agreement and the instruments referred to herein constitute the entire contract among the parties and supersede all other understandings with respect to the subject matter hereof.

(d) This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same Agreement, and shall become binding on the parties hereto when one or more counterparts have been signed by each of the parties and delivered to the other parties.

(e) This Agreement shall be governed by and construed in accordance with the laws of the State of Iowa.

IN WITNESS WHEREOF, the Disappearing Bank and the Resulting State Bank have caused this Agreement and Plan of Merger to be executed in counterpart by their duly authorized officers as of the date first above written.

CITIZENS STATE BANK

By: Audrey G. Savage
Audrey G. Savage, President

UNION BANK & TRUST COMPANY

By: Audrey G. Savage
Audrey G. Savage, President

filed by
Dickinson Law Firm
1600 Hub Tower
699 Walnut St
Des Moines IA
50309-3986

CHESTER J. CULVER
Secretary of State
FILED
Date: 1-6-2003
Time: 2:31 PM
Receipt: W397183