

Perpared by: Sue Miller, 425 Cedar Street, Waterloo, Iowa 50701 (319)235-2328

**Certification of Amended and Restated Articles of Incorporation**

I, Rick A. Thuesen, Corporate Secretary for Mercantile Bank Midwest F/K/A Mercantile Bank of Eastern Iowa and Mercantile Bank of Western Iowa hereby certify that the attached Amended and Restated Articles of Incorporation is a true and exact copy of the original document filed with the Iowa Secretary of State on August 21, 1998.

Dated: August 24, 1998

MERCANTILE BANK MIDWEST

Rick A. Thuesen  
By: Rick A. Thuesen, Corporate Secretary

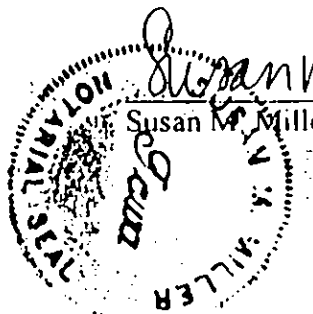
STATE OF IOWA                    )  
  )  
COUNTY OF BLACK HAWK)

On this 24<sup>th</sup> day of August, 1998 before me the undersigned, Notary Public in and for said State personally appeared Rick A. Thuesen, to me personally known, who being by me duly sworn did say that he is the Corporate Secretary of said corporation; that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Rick A. Thuesen, as such officer, acknowledges the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

FILED NO. 1293  
BOOK 45 PAGE 303  
98 SEP 18 PM 3:41  
MICHELLE UTSLER  
RECORDER  
MADISON COUNTY, IOWA

REC \$ 110.00  
AUD \$ \_\_\_\_\_  
M.C.F. \$ 1.00

COMPUTER   
RECORDED   
COMPARED

Susan Miller  
Susan M. Miller, Notary Public  


220252-NS APPROVED  
87734-S MICHAEL K. GUTTAU  
SUPERINTENDENT OF BANKING

RECEIVED  
AUG 21 1998  
SECRETARY OF STATE

AUG 21 1998  
By *[Signature]*  
DEPUTY SUPERINTENDENT

ARTICLES OF MERGER

I

Pursuant to Iowa Code Sections 524.1401 and 524.1402, Mercantile Bank of Waterloo is hereby merged with and into Mercantile Bank of Western Iowa with Mercantile Bank of Western Iowa being the resulting state bank.

II

The location of the principal place of business of Mercantile Bank of Waterloo is 425 Cedar Street, Waterloo, Iowa 50704. The location of the principal place of business of Mercantile Bank of Western Iowa is 431 East Locust, Des Moines, Iowa 50309.

Upon consummation of the acquisition by Mercantile Bank of Waterloo of all of the non-trust assets of Mercantile Bank of Eastern Iowa, such acquisition to occur immediately prior to the subject proposed merger, Mercantile Bank of Waterloo will maintain offices at the following locations and post office addresses:

- 315 Cedar Street, Waterloo, Iowa 50701
- 3228 Cedar Heights Drive, Cedar Falls, Iowa 50613
- 3130 Kimball Avenue, Waterloo, Iowa 50702
- 141 Eldora Road, Hudson, Iowa 50643
- 301 Washington Street, Cedar Falls, Iowa 50613
- 1100 Old Marion Road, N.E., Cedar Rapids, Iowa 52402 (United Community Bank Office)
- 129 16th Avenue S.W., Cedar Rapids, Iowa 52404
- 320 3rd Street S.E., Cedar Rapids, Iowa 52401
- 4444 First Avenue N.E., Cedar Rapids, Iowa 52402
- 3414 Mount Vernon Road S.W., Cedar Rapids, Iowa 52403
- 405 South 3rd Street, Clinton, Iowa 52732 (United Community Bank Office)
- 601 Smith Street, Grand Mound, Iowa 52751
- 223 2nd Street, Calamus, Iowa 52729
- 2300 North 3rd Street, Clinton, Iowa 52732
- 1650 Hanover Avenue, Clinton, Iowa 52732
- One Washington Street, Mt. Pleasant, Iowa 52641 (United Community Bank Office)
- 107 West Commercial Street, Hillsboro, Iowa 52630
- 503 West Main Street, New London, Iowa 52645
- 120 South Main Street, Maquoketa, Iowa 52060 (United Community Bank Office)
- 273 Jess, Bernard, Iowa 52032
- West Platt & Mckinsey Drive, Maquoketa, Iowa 52060
- 102 East 5th Street, Tipton, Iowa 52772
- 110 West 4th Street, Vinton, Iowa 52349
- 109 West Main Street, Garrison, Iowa 52229
- 300 South Iowa, Washington, Iowa 52353 (United Community Bank Office)
- 218 Railroad Street, Ainsworth, Iowa 52201
- 131 West Third Street, Davenport, Iowa 52801 (United Community Bank Office)

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507624 MERG62

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*[Signature]* 60170

2002 Spruce Hills Drive, Bettendorf, Iowa 52722  
4004 Northwest Boulevard, Davenport, Iowa 52806  
1800 Park Avenue, Muscatine, Iowa 52761 (United Community Bank Office)  
3860 Elmore Avenue, Davenport, Iowa 52807  
4102 Blackhawk Road, Rock Island, Illinois 61201  
270 West Seventh Street, Dubuque, Iowa 52001 (United Community Bank Office)  
11 Benton Street, Andrew, Iowa 52030  
Asbury at Hales Mill Road, Dubuque, Iowa 52002  
Jackson & White at 22nd, Dubuque, Iowa 52001  
Kennedy at Wacker, Dubuque, Iowa 52002  
115 Perry Street, Galena, Illinois 61036 (United Community Bank Office)  
953 Gear Street, Galena, Illinois 61036  
350 Wall Street, East Dubuque, Illinois 61025  
311 North Railroad, Scales Mound, Illinois 61075

The location and post office addresses of the offices maintained by Mercantile Bank of Western Iowa are as follows:

112 West 2nd Street, S., Newton, Iowa 50208 (United Community Bank Office)  
126 Grand Avenue, Spencer, Iowa 51301 (United Community Bank Office)  
100 East Jackson Street, Centerville, Iowa 52544 (United Community Bank Office)  
724 Story Street, Boone, Iowa 50036 (United Community Bank Office)  
305 South Ankeny Boulevard, Ankeny, Iowa 50021  
725 Shakespeare, Stratford, Iowa 50249  
1702 South Marshall, Boone, Iowa 50036  
200 West Maple, Centerville, Iowa 52544  
215 North 5th Street, Seymour, Iowa 52590  
917 Braden Avenue, Chariton, Iowa 50049 (United Community Bank Office)  
700 Sumner Avenue, Humboldt, Iowa 50548 (United Community Bank Office)  
501 Main Street, Renwick, Iowa 50577  
401 4th Avenue, Livermore, Iowa 50558  
203 South 2nd Avenue, Rock Rapids, Iowa 51246 (United Community Bank Office)  
123 West Main Street, Marshalltown, Iowa 50158 (United Community Bank Office)  
2500 South Center Street, Marshalltown, Iowa 50158  
101 South Fillmore Street, Mount Ayr, Iowa 50854 (United Community Bank Office)  
3rd and Broadway, Diagonal, Iowa 50845-0097  
103 West Main, Tingley, Iowa 50863  
1030 10th Street, Onawa, Iowa 51040 (United Community Bank Office)  
121 9th Street, Sibley, Iowa 51249 (United Community Bank Office)  
Court Avenue, Chariton, Iowa 50049  
1501 First Avenue East, Newton, Iowa 50208  
102 South Main, New Sharon, Iowa 50207  
801 Broadway, Pella, Iowa 50219 (United Community Bank Office)  
2401 University, Des Moines, Iowa 50311  
4045 Merle Hay Road, Des Moines, Iowa 50310  
1660 22nd Street, West Des Moines, Iowa 50265

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604 Locust Street, Suite 200, Des Moines, Iowa 50309  
 3501 N.W. 86th Street, Urbandale, Iowa 50322  
 2426 Hubbell Avenue, Des Moines, Iowa 50317  
 4515 Fleur Drive, Des Moines, Iowa 50321  
 333 West Broadway, Council Bluffs, Iowa 51503 (United Community Bank Office)  
 15 South 35th Street, Council Bluffs 51501  
 314 Main Street, Macedonia, Iowa 51549  
 404 Main Street, Modale, Iowa 51556  
 321 Highway Street, Underwood, Iowa 51576

The location and post office address of the principal place of business of the resulting state bank is 431 East Locust Street, Des Moines, Iowa 50309. The resulting bank will maintain offices at all of the locations listed above. The name of the resulting bank will be "Mercantile Bank Midwest"

III

The plan of merger was approved by unanimous written consent action of the sole shareholder of Mercantile Bank of Western Iowa on June 30, 1998 at One Mercantile Center, St. Louis, Missouri. There were 90,794 shares voted in favor of, and 0 shares voted against the plan of merger, out of a total of 90,794 shares entitled to be voted.

The plan of merger was also approved by the sole incorporator of Mercantile Bank of Waterloo on July 3, 1998 at 425 Cedar Street, Waterloo, Iowa. There were 1,000 shares voted in favor of, and 0 shares voted against the plan of merger, out of a total of 1,000 shares entitled to be voted.

IV

The number of directors constituting the Board of Directors of the Resulting Bank shall be five 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:

<u>NAME</u>	<u>ADDRESS</u>
Denis G. Wilcox	112 West Second Street S. Newton, IA 50208
Daniel B. Watters	West Park Avenue at Cedar Waterloo, IA 50701
William Stangler	131 West Third Street Davenport, IA 52801



Donald F. Carmody

One Washington Street  
Mt. Pleasant, IA 52641

James R. Gerber

West Park Avenue at Cedar  
Waterloo, IA 50701

Rick A. Thuesen

West Park Avenue at Cedar  
Waterloo, IA 50701

Ronald M. Nagel

112 West 2nd Street S.  
Newton, IA 50208

Steven G. Patterson

431 East Locust  
Des Moines, IA 50309

David N. Cronk

126 Grand Avenue  
Spencer, IA 51301

Robert M. Sierk

204 East Washington Street  
Iowa City, IA 52244

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V

The Articles of Incorporation of Mercantile Bank of Western Iowa shall be the Articles of Incorporation of the resulting state bank.

VI

The Plan of Merger (the "Merger Agreement") is attached hereto as Addendum A.

The foregoing statements are verified by each party to the merger and the resulting state bank. The merger shall be effective 6:00 p.m., August 21, 1998.

Dated as of 6-30, 1998

MERCANTILE BANK OF WESTERN IOWA

By: Denis G. Wilcox  
Denis G. Wilcox  
Chairman, President and Chief

Executive Officer

STATE OF IOWA            )  
                                  )    SS.  
COUNTY OF JASPER    )

On this 30 day of June, 1998, before me, a Notary Public in and for said county and state, personally appeared Denis G. Wilcox, to me known to be the person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.

Rudy Verovers  
Notary Public

My commission expires:  8-29-99

MERCANTILE BANK OF WATERLOO

Dated as of July 1, 1998

By: Rick A. Thuesen  
Rick A. Thuesen  
Incorporator

STATE OF IOWA                     )  
   )     SS.  
COUNTY OF BLACKHAWK        )

On this 1st day of July, 1998, before me, a Notary Public in and for said county and state, personally appeared Rick A. Thuesen to me known to be the person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.

Susan M. Miller  
Notary Public

My commission expires:



318798.DM/TAH

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ADDENDUM A

**MERGER AGREEMENT**

**MERCANTILE BANK OF WATERLOO**

**WITH AND INTO**

**MERCANTILE BANK OF WESTERN IOWA**

**UNDER THE CHARTER OF**

**MERCANTILE BANK OF WESTERN IOWA**

32WP98 JMV/TRJ

00176



**MERGER AGREEMENT  
MERGER OF MERCANTILE BANK OF WATERLOO  
WITH AND INTO  
MERCANTILE BANK OF WESTERN IOWA  
UNDER THE CHARTER OF  
MERCANTILE BANK OF WESTERN IOWA**

This Merger Agreement (hereinafter this "Agreement") is hereby made and entered into as of this 1st day of July, 1998, by and between **MERCANTILE BANK OF WATERLOO**, an Iowa state-chartered bank, in organization, with its main banking office located at 425 Cedar Street, Waterloo, Iowa 50704 ("MB-Waterloo"), and **MERCANTILE BANK OF WESTERN IOWA**, an Iowa state-chartered bank, with its main banking office located at 431 East Locust, Des Moines, Iowa 50309 ("MB-Western Iowa"). MB-Waterloo and MB-Western Iowa are herein together referred to as the "Banks."

WHEREAS, the Banks are each a 100% directly held subsidiary of Ameribanc, Inc. ("Ameribanc"); and

WHEREAS, the Banks are each indirectly held subsidiaries of Mercantile Bancorporation Inc. ("MBI"); and

WHEREAS, MB-Waterloo is being organized as part of a corporate reorganization, solely for the purpose of acquiring the non-trust assets and business of Mercantile Bank of Eastern Iowa, an Iowa state-chartered bank ("MB-Eastern Iowa"), which is 100% directly held by Ameribanc, via a purchase and assumption transaction, which transaction will immediately be followed by a merger of MB-Waterloo with and into MB-Western Iowa (the "Merger") thereby effecting a consolidation of the non-trust assets and business of MB-Eastern Iowa and MB-Western Iowa; and

WHEREAS, MB-Waterloo, MB-Eastern Iowa and MB-Western Iowa all desire to consummate the Merger of MB-Waterloo with and into MB-Western Iowa; and

WHEREAS, Ameribanc and MBI both desire to merge MB-Waterloo with and into MB-Western Iowa; and

WHEREAS, MB-Western Iowa has capital stock of \$9,079,400 divided into 90,794 shares of par value of \$100.00 each, and, MB-Waterloo, as a bank in organization, currently has no capital stock; and

NOW, THEREFORE, in consideration of the premises stated above, MB-Waterloo and MB-Western Iowa hereby enter into this Agreement and prescribe the terms and conditions of the merger of MB-Waterloo with and into MB-Western Iowa and the mode of carrying such merger into effect, as follows:

1. MB-Waterloo shall be merged with and into MB-Western Iowa under the Charter and Articles of Incorporation of MB-Western Iowa pursuant to the provisions of all applicable statutes, rules and regulations, whether state or federal.

2. Upon the merger becoming effective, the name of the resulting bank (herein called the "Resulting Bank" whenever reference is made to it as of the time of merger or thereafter) shall be "Mercantile Bank Midwest" and its Articles of Incorporation shall be the Articles of MB-Western Iowa, as amended hereby and attached hereto as Exhibit A, such articles being hereby adopted and approved. The main banking office of the Resulting Bank shall be the main banking office of MB-Western Iowa located at 431 East Locust, Des Moines, Iowa 50309.

3. Upon the merger becoming effective (a) the directors of the Resulting Bank shall be those individuals listed on Exhibit B attached hereto, and (b) the executive officers of the Resulting Bank shall be those persons listed on Exhibit C attached hereto, each of whom shall hold the office set forth opposite his or her respective name with the Resulting Bank from and after the date the merger becomes effective at the direction of the Board of Directors, and such additional officers as may be elected subsequently by the Board of Directors of the Resulting Bank, whom shall hold office from the date of their election, or such other date as is specified by the Board and (c) all other existing officers and employees of MB-Western Iowa shall retain their present positions, titles, authorities and powers.

4. Upon the merger becoming effective, the corporate existence of MB-Waterloo and MB-Western Iowa shall, as provided by law, be merged into and continued in the Resulting Bank, and such shall be deemed to be the same corporation as MB-Waterloo, and MB-Western Iowa. All the rights, privileges, franchises, and interests of each of the Banks, respectively, in and to every type of property (real, personal and mixed) and things in action and every right, privilege, interest or asset of conceivable value or benefit then existing shall be fully and finally and without any right of reversion transferred to and vested in the Resulting Bank by virtue of such merger without any further act or deed or other transfer, and the Resulting Bank, without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interest, including appointments, designations and nominations, and all other rights and interests, in the same manner and to the same extent as such rights, franchises and interests are then held or enjoyed by each of the Banks, respectively, at the time the merger becomes effective.

5. Upon the merger becoming effective, the Resulting Bank shall be liable for all liabilities of each of the Banks, and all deposits, debts, liabilities, obligations and contracts of each of the Banks, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on the balance sheets, books of account or records of any of the Banks, as the case may be, shall be those of the Resulting 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 any of the Banks shall be preserved unimpaired. Upon the merger becoming effective, the Resulting Bank shall be operated in a satisfactory, safe and sound manner in compliance with all applicable laws.

6. Upon the merger becoming effective, and without any action on the part of the holder thereof, each share of the common stock of MB-Waterloo shall be converted into 1 share of common stock of the Resulting Bank, \$100.00 par value per share. Such shares shall then constitute the entire authorized, issued and outstanding capital stock of the Resulting Bank.

7. Each of the Banks shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other action and the satisfaction of all other requirements prescribed by law or otherwise necessary or desirable for consummation of the merger on the terms herein provided.

8. Effectuation of the merger for which provision is herein made is conditioned upon:

(a) The approval by the Iowa Division of Banking of the merger contemplated herein, the establishment of the Resulting Bank's main office and the establishment of Resulting Bank offices at each of the office locations of MB-Waterloo that are in existence on the Effective Date;

(b) Such other approvals or consents to the consummation of the merger and related transactions, which, if not obtained, would have a material, adverse effect on the business of the Resulting Bank.

10. The Effective Date shall occur on a date agreed upon by the parties which date shall be as soon as practicable following receipt of all such approvals and/or consents.

11. This Agreement may be terminated at any time prior to the Effective Date by a written agreement executed by the parties hereto pursuant to due authorization.

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IN WITNESS WHEREOF, the Banks have each caused this Agreement to be executed by their duly authorized officers as of the date first above written.

MERCANTILE BANK OF WATERLOO

Attest: *Judith Harley*

By: *Rick A. Thuesen*  
Rick A. Thuesen, Incorporator

STATE OF IOWA )  
 ) SS.  
COUNTY OF BLACK HAWK )

On this 1<sup>st</sup> day of July, 1998, before me personally appeared Rick A. Thuesen to me personally known, who, being by me duly sworn, did state that he is the Incorporator of Mercantile Bank of Waterloo, in organization; and that said agreement was duly signed on behalf of Mercantile Bank of Waterloo, in organization; and said Rick A. Thuesen acknowledged said agreement to be the free act and deed of Mercantile Bank of Waterloo, in organization.

*Susan M Miller*  
Notary Public

My commission expires on April 24, 02.



00130

CERTIFICATION AND VERIFICATION

The undersigned Incorporator of Mercantile Bank of Waterloo hereby certifies and, being duly sworn upon his oath, verifies that the above agreement was signed by him as Incorporator of Mercantile Bank of Waterloo; and that he is authorized to execute said agreement on behalf of Mercantile Bank of Waterloo.

MERCANTILE BANK OF WATERLOO

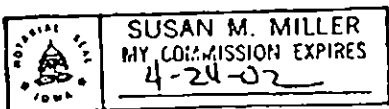
By: Rick A. Thuesen  
Rick A. Thuesen, Incorporator

STATE OF IOWA                    )  
  )    SS.  
COUNTY OF BLACKHAWK        )

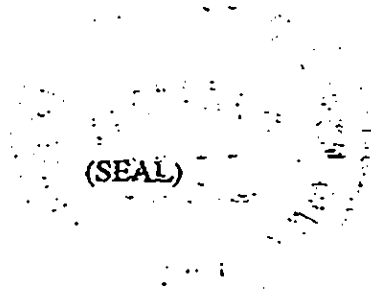
On this 1st day of July, 1998, before me personally appeared Rick A. Thuesen to me personally known, who, being by me duly sworn, did state that he is the Incorporator of Mercantile Bank of Waterloo; and that the statements contained in the foregoing certification and verification are true to the best of his knowledge and belief.

Susan M. Miller  
Notary Public

My commission expires on 4-24-02.



00181



MERCANTILE BANK OF WESTERN IOWA

By: Denis G. Wilcox  
 Denis G. Wilcox  
 Chairman, President and Chief Executive  
 Officer

Attest: Trudy Verwers

STATE OF IOWA                                    )  
   )    SS.  
 COUNTY OF JASPER                                )

On this 30 day of June, 1998, before me personally appeared Denis G. Wilcox to me personally known, who, being by me duly sworn, did state that he is the Chairman, President and Chief Executive Officer of Mercantile Bank of Western Iowa; that the seal affixed to the foregoing agreement is the corporate seal of Mercantile Bank of Western Iowa; and that said agreement was duly signed and sealed on behalf of Mercantile Bank of Western Iowa; and said Denis G. Wilcox acknowledged said agreement to be the free act and deed of Mercantile Bank of Western Iowa.

Trudy Verwers  
 Notary Public

My commission expires  
 on 8-29, 99



CERTIFICATION AND VERIFICATION

The undersigned Chief Financial Officer and Cashier of Mercantile Bank of Western Iowa hereby certifies and, being duly sworn upon his oath, verifies that the above agreement was signed by Denis G. Wilcox, Chairman, President and Chief Executive Officer of Mercantile Bank of Western Iowa; that Denis G. Wilcox is personally known to the undersigned; and that Denis G. Wilcox is authorized to execute said agreement on behalf of Mercantile Bank of Western Iowa.

MERCANTILE BANK OF WESTERN IOWA

By: Brent Johnson  
Brent Johnson  
Chief Financial Officer and Cashier

STATE OF IOWA            )  
                                  )    SS.  
COUNTY OF JASPER    )

On this 1<sup>st</sup> day of July, 1998, before me personally appeared Brent Johnson to me personally known, who, being by me duly sworn, did state that he is the Chief Financial Officer and Cashier of Mercantile Bank of Western Iowa; and that the statements contained in the foregoing certification and verification are true to the best of his knowledge and belief.

Valerie Powell  
Notary Public

My commission expires on 1-28.99.



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EXHIBIT A

ARTICLES OF INCORPORATION OF THE RESULTING BANK

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**MERCANTILE BANK MIDWEST**  
**(Formerly Mercantile Bank Western Iowa)**  
**(Formerly Mercantile Bank of Polk County)**  
**Effective at 6:00 p.m., August 21, 1998**

I

The name of this bank (the "Bank") will be Mercantile Bank Midwest.

II

The location of the principal office of the Bank will be 431 East Locust, Des Moines, Iowa 50309-1999.

III

The Board of Directors of the Bank (the "Board") will consist of not fewer than five (5) persons (the exact number to be fixed and determined from time to time by resolution of the shareholders at any annual or special meeting) who will serve until the next annual meeting or until their successors are elected and qualified.

The Board will direct the affairs and business of the Bank.

IV

The purpose for which the Bank is formed is to carry on the business of banking and to exercise all rights and powers of a bank under the laws of the State of Iowa, including fiduciary powers.

V

The duration of the Bank will be perpetual.

VI

The amount of capital stock of the Bank will be \$9,179,400 divided in 91,794 shares of common stock of the par value of One Hundred and No/100 Dollars (\$100.00) each.

No holder of shares of the capital stock of any class of the Bank will have any preemptive or preferential right of subscription to any shares of any class of stock of the Bank, whether now or hereafter authorized, or to any obligations convertible into stock of the Bank, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the Board, in its discretion may from time to time determine and at such price as the Board may from time to time fix.

## VII

These Amended and Restated Articles of Incorporation set forth the provisions of the Articles of Incorporation of the Bank as heretofore and hereby amended, have been duly adopted as required by law, and supercede the original Articles of Incorporation and all amendments thereto.

## VIII

The annual meeting of the shareholders of the Bank will be held in the month of January of each calendar year.

## IX

The Bank may, to the extent that the Board deems appropriate and as set forth in a bylaw or resolution, indemnify any person who is or was a director, officer, employee or agent of the Bank or any subsidiary of the Bank ("Subsidiary"), or who is or was serving at the request of the Bank as a director, officer, employee or agent of another corporation, banking association, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including attorney's fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Bank or a Subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this section on account of conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; provided further, however, that no such person shall be entitled to any indemnification pursuant to this section on account of conduct which results in a final order in an administrative proceeding or action instituted by an appropriate bank regulatory agency, which final order assesses civil money penalties or requires affirmative action by an individual or individuals in the form of payments to the Bank.

## X

These Amended and Restated Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the majority of the stock of the Bank entitled to vote, unless the vote of a greater amount of stock is required by law, and in that case by the vote of such greater amount.

I, the undersigned incorporator have signed the Articles of Incorporation this 1<sup>st</sup> day of July, 1998.

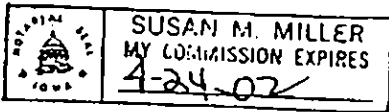
Rick A. Thuesen  
Rick A. Thuesen, Incorporator

STATE OF IOWA )  
 )  
COUNTY OF BLACKHAWK ) SS.

On this 1st day of July, 1998, before me, a Notary Public in and for said county and state, personally appeared Rick A. Thuesen to me known to be the person named in and who executed the foregoing instrument, and acknowledged that he executed the same as his voluntary act and deed.

Susan M Miller  
Notary Public

My commission expires:



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EXHIBIT B  
LIST OF DIRECTORS OF RESULTING BANK

Denis G. Wilcox  
Daniel B. Watters  
William Stangler  
Donald F. Carmody  
James R. Gerber  
Rick A. Thuesen  
Ronald M. Nagel  
Steven G. Patterson  
David N. Cronk  
Robert M. Sierk

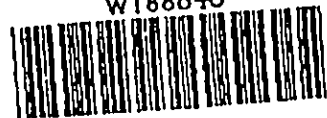
EXHIBIT C

LIST OF EXECUTIVE OFFICERS OF RESULTING BANK

Denis G. Wilcox,	Chairman
Daniel B. Watters,	President and Chief Executive Officer
Rick A. Thuesen,	Executive Vice President and Cashier


Filed by: Janet Varley  
Mercantile Bancorporation INC  
Mercantile Tower  
PO Box 524  
St Louis MO 63166-0524

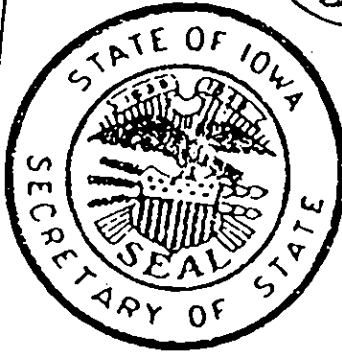
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8-21-98  
12:43pm  
W188646



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328998.JNV/TRH





STATE OF IOWA  
SECRETARY OF STATE

STATE OF IOWA  
Secretary of State Office

# 7816

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 21 day of Aug 1998 to and including the date below.

DATED Sept 11 1998

BY: [Signature]  
Secretary of State

*20 pgs*