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BOOK 43 PAGE 194

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MICHELLE UTSLER  
RECORDER  
MADISON COUNTY, IOWA

STATE OF IOWA )  
                  ) ss:  
COUNTY OF POLK )

The undersigned, John D. Hunter, being first duly sworn upon his oath, deposes and states as follows:

1. That I am a duly licensed attorney practicing in Des Moines, Polk County, Iowa.

2. That I am the attorney who represented Brenton Bank and Trust Company, Adel; Brenton Bank and Trust Company, Iowa City; Brenton Bank and Trust Company, Clarion; Brenton State Bank, Ankeny; Brenton First National Bank, Davenport; Brenton Bank, National Association, Des Moines; Brenton Bank of Palo Alto County, Emmetsburg; Brenton National Bank - Poweshiek County, Grinnell; Warren County Brenton Bank and Trust, Indianola; Brenton State Bank of Jefferson, Jefferson; Brenton Bank, National Association Knoxville, Knoxville; Brenton Bank and Trust Company, Marshalltown; and Brenton National Bank of Perry, Perry (hereinafter collectively the "Banks"), in connection with the merger of all of said Banks with and into Brenton Bank and Trust Company, Iowa City, Iowa (hereinafter the "Merger").

3. That the Merger was duly ratified and approved by the Board of Directors of Brenton Bank and Trust Company, Adel on July 18, 1995; Brenton Bank and Trust Company, Iowa City on July 13, 1995; Brenton Bank and Trust Company, Clarion on July 21, 1995; Brenton State Bank, Ankeny on July 12, 1995; Brenton First National Bank, Davenport on July 19, 1995; Brenton Bank, National Association, Des Moines on July 18, 1995; Brenton Bank of Palo Alto

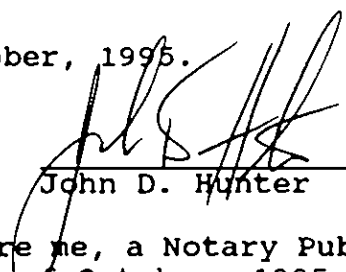
County, Emmetsburg on July 13, 1995; Brenton National Bank - Poweshiek County, Grinnell on July 18, 1995; Warren County Brenton Bank and Trust, Indianola on July 18, 1995; Brenton State Bank of Jefferson, Jefferson on July 20, 1995; Brenton Bank, National Association Knoxville, Knoxville on July 11, 1995; Brenton Bank and Trust Company, Marshalltown on July 20, 1995; and Brenton National Bank of Perry, Perry on July 19, 1995; and by the Shareholders of all of the Banks on August 11, 1995.

4. That the Merger was approved by the Iowa Division of Banking by Order dated August 15, 1995; that the effective date of such Merger was the close of business on September 30, 1995 at 11:59 p.m.; that from and after said date, the corporate existence of Brenton Bank and Trust Company, Adel; Brenton Bank and Trust Company, Clarion; Brenton State Bank, Ankeny; Brenton First National Bank, Davenport; Brenton Bank, National Association, Des Moines; Brenton Bank of Palo Alto County, Emmetsburg; Brenton National Bank - Poweshiek County, Grinnell; Warren County Brenton Bank and Trust, Indianola; Brenton State Bank of Jefferson, Jefferson; Brenton Bank, National Association Knoxville, Knoxville; Brenton Bank and Trust Company, Marshalltown; and Brenton National Bank of Perry, Perry was merged into Brenton Bank and Trust Company, Iowa City, and Brenton Bank and Trust Company, Iowa City thereupon acquired all of the assets and assumed all of the liabilities of said banks; and that attached hereto as Exhibit "A" is a copy of the relevant portions of the Articles of Merger. The Bylaws of the resulting bank provide that the bank shall not have a seal.

5. That in connection with the foregoing merger transaction, the Directors and Shareholders of the Banks adopted Amendments to the Articles, effective as of 11:59 p.m. on September 30, 1995, which inter alia changed the corporate title of Brenton Bank and Trust Company, Iowa City from "Brenton Bank and Trust Company" to "Brenton Bank".

6. That this Affidavit is being given to clarify matters pertaining to the Merger of the Banks and the change of the corporate title of Brenton Bank and Trust Company, Iowa City to Brenton Bank.

Dated this 2<sup>nd</sup> day of October, 1995.

  
 \_\_\_\_\_  
 John D. Hunter

Subscribed and sworn to before me, a Notary Public in and for the State of Iowa, this 2<sup>nd</sup> day of October, 1995.



Debi Hogan *Debi Hogan*  
 \_\_\_\_\_, Notary Public  
 In and for the State of Iowa

Exhibit "A"

ARTICLES OF MERGER  
RESULTING IN A STATE BANK KNOWN AS  
BRENTON BANK  
DES MOINES, IOWA

I

Brenton Bank and Trust Company, Adel, Dallas County, Iowa; Brenton Bank and Trust Company, Clarion, Wright County, Iowa; Brenton State Bank, Ankeny, Polk County, Iowa; Brenton First National Bank, Davenport, Scott County, Iowa; Brenton Bank, National Association, Des Moines, Polk County, Iowa; Brenton Bank of Palo Alto County, Emmetsburg, Palo Alto County, Iowa; Brenton National Bank-Poweshiek County, Grinnell, Poweshiek County, Iowa; Warren County Brenton Bank & Trust, Indianola, Warren County, Iowa; Brenton State Bank of Jefferson, Jefferson, Greene County, Iowa; Brenton Bank, National Association Knoxville, Knoxville, Marion County, Iowa; Brenton Bank and Trust Company, Marshalltown, Marshall County, Iowa; and Brenton National Bank of Perry, Perry, Dallas County, Iowa hereby merge into Brenton Bank and Trust Company, Iowa City, Iowa (hereinafter the "Banks"), as the resulting state bank, to be known as Brenton Bank.

II

The locations and post office addresses of the above banks are:

Brenton Bank and Trust Company  
100 N. 8th Street  
P.O. Box 157  
Adel, Iowa 50003-0157

Brenton Bank and Trust Company  
(F/K/A Brenton Bank and Trust  
Company of Cedar Rapids)  
1987 Broadway  
Iowa City, Iowa

Brenton Bank and Trust Company  
119 Central Avenue, West  
Clarion, Iowa 50525

Brenton State Bank  
(Formerly In Dallas Center, Iowa)  
910 East 1st Street  
Ankeny, Iowa 50021

Brenton First National Bank  
1606 Brady Street  
Davenport, Iowa 52803

Brenton Bank, National Association  
Capital Square, Suite 200  
Des Moines, Iowa 50309

Brenton Bank of Palo Alto County  
11th & Broadway  
Emmetsburg, Iowa 50536

Brenton National Bank-Poweshiek County  
833 Fourth Avenue  
P.O. Box 149  
Grinnell, Iowa 50112

Warren County Brenton Bank & Trust  
509 N. Jefferson  
P.O. Box 757  
Indianola, Iowa 50125

Brenton State Bank of Jefferson  
200 West State Street  
Jefferson, Iowa 50129

Brenton Bank, National Association Knoxville  
102 S. Second Street  
Knoxville, Iowa 50138

Brenton Bank and Trust Company  
102 South Center Street  
Marshalltown, Iowa 50518

Brenton National Bank of Perry  
1224 First Avenue  
P.O. Box 8  
Perry, Iowa 50220

With the location and post office address of the principal place of business of the resulting state bank being:

Brenton Bank  
Capital Square, Suite 200  
400 Locust  
P.O. Box 891  
Des Moines, Iowa 50309-0891

THE REST OF THIS SECTION WAS INTENTIONALLY LEFT BLANK.

III

THIS SECTION WAS INTENTIONALLY LEFT BLANK.

IV

Five directors shall constitute the board of directors who will serve until the next annual meeting; and their names and addresses are as follows:

William H. Brenton  
C. Robert Brenton  
J. C. Brenton

Robert L. DeMeulenaere  
Larry Mindrup

They will serve until their successors are elected and qualify.

V

Attached hereto as Exhibit A are the Amendments to the Articles of Incorporation of Brenton Bank and Trust Company.

VI

The plan of merger is attached hereto as Exhibit B.

VII

The Merger of the Banks shall be effective upon the filing of these Articles of Merger or September 30, 1995, at 11:59 p.m. if later.

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