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REC # 50<sup>00</sup>  
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R.M.F. # 102

FILED NO. 1996

BOOK 44 PAGE 485

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MICHELLE UTSLET  
RECORDER  
BISON COUNTY, IOWA

Prepared by: John A. Blumenfeld, Jr., U.S. Bank National Association, 601 Second Avenue S., Minneapolis, MN 55402-4302  
Telephone (612) 973-0338

### AFFIDAVIT

I, John A. Blumenfeld, Jr., being duly sworn, depose and state as follows:


1. That I am a duly qualified and acting Assistant Secretary of U.S. Bank National Association, a national banking association, with its main office at 601 Second Avenue South, Minneapolis, MN 55402-4302;
2. That First Bank, fsb, Fargo, North Dakota merged with and into First Bank National Association, Minneapolis, Minnesota, effective May 31, 1997;
3. That First Bank National Association, Minneapolis, Minnesota, merged with and into First National Bank of East Grand Forks, East Grand Forks, Minnesota, under the title of First Bank National Association, East Grand Forks, Minnesota, effective July 11, 1997;
4. That United States National Bank of Oregon, a national banking association, merged with and into First Bank National Association, a national banking association, under the title of U.S. Bank National Association, effective August 1, 1997;
5. That attached hereto as Exhibits A, B, and C are copies of the May 31, July 15 and August 6, 1997, letters that constitute the official certification of the Office of the Comptroller of the Currency evidencing the mergers.

Executed this 31st day of October, 1997, in Hennepin County, Minnesota.

**U.S. BANK NATIONAL ASSOCIATION**

By: *John A. Blumenfeld, Jr.*  
Name: John A. Blumenfeld, Jr.  
Title: Assistant Secretary

Subscribed and sworn to before me  
this 31st day of October, 1997.

*Joan D. Gades*  




17c

6777626

OFFICE OF COUNTY RECORDER  
HENNEPIN COUNTY, MINNESOTA

EXHIBIT A

CERTIFIED FILED AND OR  
RECORDED ON

Comptroller of the Currency  
Administrator of National Banks

97 AUG 28 PM 3:06

Washington, DC 20219

AS DOCUMENT # 6777626

R. Dan Carlson CO. RECORDER

BY *[Signature]* DEPUTY

REC FEE 15.00  
COPY FEE 1.00

CERTIFICATE

28AUG9715:07 86777626 SCD \$4.50  
28AUG9715:07 86777626 DDC \$16.00

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the Merger certificate recorded in this Office, evidencing the Merger of First Bank, fsb, Fargo, North Dakota into First Bank National Association, Minneapolis, under the charter and title of "First Bank National Association," Minneapolis, Minnesota, (Charter No. 710), effective as of May 31, 1997.

IN TESTIMONY WHEREOF, I have  
hereunto subscribed my name and  
caused the seal of the Office of the  
Comptroller of the Currency to be  
affixed to these presents at the  
Treasury Department, in the City of  
Washington and District of Columbia,  
this 24<sup>th</sup> day of July, 1997.

*Eugene A. Ludwig*

Comptroller of the Currency



Comptroller of the Currency  
Administrator of National Banks

EXHIBIT A

Midwestern District Office  
2345 Grand Blvd., Suite 700  
Kansas City, Missouri 64108-2625

May 31, 1997

Mr. John A. Cooney  
Dorsey & Whitney  
Pillsbury Center South  
220 South Sixth Street  
Minneapolis, Minnesota 55402-1498

Dear Mr. Cooney:

This is the official certification of the Office of the Comptroller of the Currency (OCC) to merge First Bank, fsb, Fargo, North Dakota into First Bank National Association, Minneapolis, effective as of May 31, 1997. The resulting bank title is "First Bank National Association" and Charter Number is 710.

This is also the official authorization given to First Bank National Association to operate the branches of the target institution and to operate the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is listed below:

505 Second Avenue North, Fargo, North Dakota 58102, Certificate No. 106681A  
308 West Central, Andover, Kansas 67002, Certificate No. 106682A  
112 West 7th Street, Augusta, Kansas 67010, Certificate No. 106683A  
615 Court, Clay Center, Kansas 67432, Certificate No. 106684A  
202 West Central, El Dorado, Kansas 67042, Certificate No. 106685A  
715 Merchant, Emporia, Kansas 66801, Certificate No. 106686A  
401 North Main, Eureka, Kansas 67045, Certificate No. 106687A  
104 East Main Street, Gardner, Kansas 66030, Certificate No. 106688A  
129 West Fourth Street, Holton, Kansas 66436, Certificate No. 106689A  
10 North Sycamore, Iola, Kansas 66749, Certificate No. 106690A  
544 Columbia Drive, Lawrence, Kansas 66044, Certificate No. 106691A  
901 Vermont, Lawrence, Kansas 66044, Certificate No. 106692A  
630 Humboldt, Manhattan, Kansas 66502, Certificate No. 106693A  
11108 Antioch Road, Overland Park, Kansas 66210, Certificate No. 106694A  
8201 Mission Road, Prairie Village, Kansas 66208, Certificate No. 106695A  
Second and Jackson, Pratt, Kansas 67124, Certificate No. 106696A  
1035 SW Topeka Blvd., Topeka, Kansas 66612, Certificate No. 106697A  
4641 E. Douglas Avenue, Wichita, Kansas 67218, Certificate No. 106698A

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## EXHIBIT A

201 North Main, Wichita, Kansas 67202, Certificate No. 106699A  
8015 East 22nd Street, Wichita, Kansas 67226, Certificate No. 106700A  
8718 West 13th Street, Wichita, Kansas 67212, Certificate No. 106701A  
117 First Avenue N.W., Beulah, North Dakota 58523, Certificate No. 106702A  
200 N. Third Street, Bismarck, North Dakota 58501, Certificate No. 106703A  
Arrowhead Shopping Center, Bismarck, North Dakota 58501, Certificate No. 106704A  
1727 State Street, Bismarck, North Dakota 58501, Certificate No. 106705A  
423 E. Bismarck Expressway, Bismarck, North Dakota 58504, Certificate No. 106706A  
5th Street S. & College Drive, Devils Lake, North Dakota 58301, Certificate No. 106707A  
240 Second Street W., Dickinson, North Dakota 58602, Certificate No. 106708A  
1815 University Drive, Fargo, North Dakota 58103, Certificate No. 106709A  
1900 University Drive, Fargo, North Dakota 58102, Certificate No. 106710A  
3802 13th Avenue S., Fargo, North Dakota 58108, Certificate No. 106711A  
2424 13th Avenue S., Fargo, North Dakota 58103, Certificate No. 106712A  
1038 Hill Avenue, Grafton, North Dakota 58237, Certificate No. 106713A  
600 Demers Avenue, Grand Forks, North Dakota 58208, Certificate No. 106714A  
1205 South Columbia Road, Grand Forks, North Dakota 58201, Certificate No. 106715A  
123 First Avenue S., Jamestown, North Dakota 58401, Certificate No. 106716A  
319 7th Avenue, Langdon, North Dakota 58249, Certificate No. 106717A  
902 Main Street, Lisbon, North Dakota 58054, Certificate No. 106718A  
17 First Avenue S.W., Minot, North Dakota 58701, Certificate No. 106719A  
1925 South Broadway, Minot, North Dakota 58701, Certificate No. 106720A  
220 Fourth Street, Valley City, North Dakota 58072, Certificate No. 106721A  
502 Second Avenue North, Wahpeton, North Dakota 58075, Certificate No. 106722A  
202 Main Street, Williston, North Dakota 58802, Certificate No. 106723A.

We note that the popular names of the branches will be First Bank Fargo-Main Office, First Bank Andover, First Bank Augusta, First Bank Clay Center, First Bank El Dorado, First Bank Emporia, First Bank Eureka Main, First Bank Gardner, First Bank Holton, First Bank Iola, First Bank Lawrence-Columbia Drive, First Bank Lawrence-Vermont, First Bank Manhattan, First Bank Overland Park, First Bank Prairie Village, First Bank Pratt, First Bank Topeka-Downtown, First Bank Wichita-College Hill, First Bank Wichita-Main, First Bank Wichita-Tallgrass, First Bank Wichita, West Link, First Bank Beulah, First Bank Bismarck-Main Office, First Bank Bismarck-Arrowhead Office, First Bank Bismarck-North Branch, First Bank Bismarck-South Office, First Bank Devils Lake, First Bank Dickinson, First Bank Fargo-South Office, First Bank Fargo-North Office, First Bank Fargo-West Acres, First Bank Fargo-West Office, First Bank Grafton, First Bank Grand Forks-Main Office, First Bank Grand Forks-Medical Park Office, First Bank Jamestown, First Bank Langdon, First Bank Lisbon, First Bank Minot-Main Office, First Bank Minot-South Office, First Bank Valley City, First Bank Wahpeton, and First Bank Williston, respectively.

This letter is also the official OCC certification for First Bank National Association to increase its common stock to \$167,700,000 as of May 31, 1997.

Page 3

EXHIBIT A

Please be advised that the OCC also is authorizing the resulting bank, should the combination occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the combination, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. §32.4(a) at the end of the quarter following consummation of the combination.

Sincerely,

*Ellen Turner Shepherd*

Ellen Turner Shepherd  
Licensing Manager

STATE OF MINNESOTA, COUNTY OF HENNEPIN  
Certified to be a true and correct copy of the  
original on file and of record in my office

SEP 8 1997  
R. Dan Carlson, County Recorder

By *[Signature]* Deputy



17C

6777625

EXHIBIT B

OFFICE OF COUNTY RECORDER  
HENNEPIN COUNTY, MINNESOTA

CERTIFIED FILED AND OR  
RECORDED ON

Comptroller of the Currency  
Administrator of National Banks

Washington, DC 20219

91 AUG 28 PM 3:06

AS DOCUMENT # 6777625

R. Dan Carlson CU. RECORDER

BY *[Signature]* DEPUTY

REC FEE 15.00  
COPY FEE 1.00

CERTIFICATE

28AUG9715:07 B6777625 SCD \$4.50  
28AUG9715:07 B6777625 DDC \$16.00

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the certificate recorded in this Office, evidencing the Merger of First Bank National Association, Minneapolis, Minnesota (Charter No. 710) into First National Bank of East Grand Forks, East Grand Forks, Minnesota, effective as of July 11, 1997. The resulting Bank title is "First Bank National Association," East Grand Forks, Minnesota, (Charter No. 13405).

IN TESTIMONY WHERE OF, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the Treasury Department, in the City of Washington and District of Columbia, this 25th day of August, 1997.

*Eugene A. Ludwig*

Comptroller of the Currency



EXHIBIT B



Comptroller of the Currency  
Administrator of National Banks

Midwestern District Office  
2345 Grand Blvd., Suite 700  
Kansas City, Missouri 64108-2625

July 15, 1997

Mr. John A. Cooney  
Dorsey & Whitney  
Pillsbury Center South  
220 South Sixth Street  
Minneapolis, Minnesota 55402-1498

Dear Mr. Cooney:

This is the official certification of the Office of the Comptroller of the Currency (OCC) to merge First Bank National Association, Minneapolis, Minnesota (Charter No. 710) into First National Bank of East Grand Forks, East Grand Forks, Minnesota, effective as of July 11, 1997. The resulting bank title is "First Bank National Association" and Charter Number is 13405.

This is also the official authorization given to First Bank National Association to operate the branches of the target institution and to operate the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is listed below:

601 Second Avenue South, Minneapolis, Minnesota 55402, Certificate No. 108314A.

We note that the popular name of the branch will be "First Bank Minneapolis". Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

This letter is also the official OCC certification for First Bank National Association to increase its common stock to \$310,000,000 as of July 11, 1997.

Please be advised that the OCC also is authorizing the resulting bank, should the combination occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the combination, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. §32.4(a) at the end of the quarter following consummation of the combination.

Sincerely,

  
Ellen Tanner Shepherd  
Licensing Manager

STATE OF MINNESOTA, COUNTY OF HENNEPIN  
Certified to be a true and correct copy of the  
original on file and of record in my office

SEP 08 1997

R. Dan Carlson, County Recorder

By  Deputy



6776285

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Comptroller of the Currency  
Administrator of National Banks

EXHIBIT C

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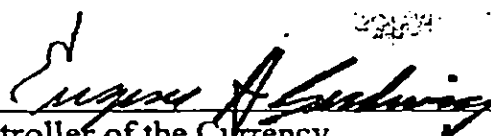
Washington, DC 20219

CERTIFICATE

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the certificate recorded in this Office, evidencing the Merger of United States National Bank of Oregon, Portland, Oregon with and into First Bank National Association, East Grand Forks, Minnesota, effective as of August 1, 1997. The resulting bank title is "U.S. Bank National Association," Minneapolis, Minnesota, (Charter No. 13405).

IN TESTIMONY WHERE OF, I have hereunto  
subscribed my name and caused my seal of office  
to be affixed to these presents at the Treasury  
Department, in the City of Washington and  
District of Columbia, this 10th day of June, 1997.



  
\_\_\_\_\_  
Comptroller of the Currency



REC'D  
AUG 22 '97 09:22AM

P.2 *Chen*

EXHIBIT C

Comptroller of the Currency  
Administrator of National Banks

Washington, DC 20219

August 6, 1997

Mr. John A. Cooney  
Dorsey and Whitney  
Pillsbury Center South  
220 South Sixth Street  
Minneapolis, Minnesota 55402-1498

Re: Application to merge United States National Bank of Oregon, Portland, Oregon with and into First Bank National Association, East Grand Forks, Minnesota under the charter of the latter, the title of U.S. Bank National Association, and main office in Minneapolis, Minnesota  
Application Control Number: 97-MW-02-0052

Dear Mr. Cooney:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge United States National Bank of Oregon, Portland, Oregon with and into First Bank National Association, East Grand Forks, Minnesota, effective as of August 1, 1997. The resulting bank title is U.S. Bank National Association, Minneapolis, Minnesota, charter number 13405.

This is also the official authorization given to U.S. Bank National Association, Minneapolis, Minnesota, to operate the branches of the target institution and to operate the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is attached. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Sincerely,

*Stephen A. Lybarger*

Stephen A. Lybarger  
Senior Bank Structure Analyst  
Bank Organization and Structure

Enclosure: List of newly authorized branches

2000000000

EXHIBIT C

STATE OF MINNESOTA, COUNTY OF HENNEPIN  
 Certified to be a true and correct copy of the  
 original on file and of record in my office  
 6776285  
 R. Dan Carlson, County Recorder  
 By *[Signature]* Deputy

*imp*

6776285

26AUG97 15:42 86776285 SCD \$4.50  
 26AUG97 15:42 86776285 DDC \$15.00

OFFICE OF COUNTY RECORDER  
 HENNEPIN COUNTY, MINNESOTA

CERTIFIED FILED AND OR  
 RECORDED BY

97 AUG 26 PM 3:42

AS DOCUMENT # 6776285  
*R. Dan Carlson*  
 CO. RECORDER

BY *[Signature]* DEPUTY

*Envelope  
 U.S. Bank Assoc.*