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NICKI UTSLER
RECORDER
MADISON COUNTY, IOWA

RECORDING REQUESTED BY/
PREPARED BY/AFTER
RECORDING RETURN TO:
SMI/Attn. Sherry Doza
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REC $ 40.00
AUD $
R.M.F. $ 1.00

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COMPARED

AGREEMENT OF MERGER OF BRENTON MORTGAGE, INC. AND WELLS FARGO HOME MORTGAGE, INC.

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IA , Madison



State of California

OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 14 2001

Bill Jones

Secretary of State

Sec/State Form CE-108 (rev. 6/98)

OSP 00 42413

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FILED
In the Office of the Secretary of State
of the State of California

FEB 0 1 2001

BILL JONES, Secretary of State

EFFECTIVE
DATE
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AGREEMENT OF MERGER
OF
BRENTON MORTGAGES, INC.
AND
WELLS FARGO HOME MORTGAGE, INC.

AGREEMENT OF MERGER entered into on January 26, 2001 by Brenton Mortgages, Inc. and Wells Fargo Home Mortgage, Inc. as approved by the Board of Directors of each of said corporations:

1. Brenton Mortgages, Inc., which is a corporation incorporated in the State of Iowa, and which is sometimes hereinafter referred to as the "disappearing corporation", shall be merged with and into Wells Fargo Home Mortgage, Inc., which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "surviving corporation". The laws of the jurisdiction of incorporation of the disappearing corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

2. The separate existence of the disappearing corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.

3. The surviving corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.

4. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of California shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

5. The bylaws of the surviving corporation upon the effective date of the merger in the State of California shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

6. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of California shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. Each of the issued and outstanding shares of the disappearing corporation shall, upon the effective date of the merger, be exchanged for cash in the manner prescribed in Exhibit A attached hereto, and each of said shares shall be retired and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor.

8. In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the disappearing corporation and in accordance with the provisions of the General Corporation Law of the State of California, the disappearing corporation and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Utah and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the disappearing corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

The merger herein provided for shall become effective on March 1, 2001.

Signed on January 26, 2001.

Wells Fargo Home Mortgage, Inc.

By: _____
Denise Peters Brennan, Vice President

By: _____
James M. Strother, Secretary

Signed on January 26, 2001.

Brenton Mortgages, Inc.

By: _____
Douglas R. Gulling, Vice President

By: _____
John W. Maier, Secretary

Exhibit A

The amount of cash that Wells Fargo Home Mortgage, Inc. will pay for each outstanding share of Brenton Mortgages, Inc. is equal to the net book value of assets of Brenton Mortgages, Inc. on the effective date of the merger, divided by the total number of issued and outstanding shares of Brenton Mortgages, Inc. at that time.

Brenton Mortgages, Inc. and Wells Fargo Home Mortgage, Inc. agree to treat and report the Merger as a purchase and sale of assets followed by a liquidation of Brenton Mortgages, Inc. into Brenton Savings Bank, FSB (the Parent of Brenton Mortgages, Inc.) (on the date of the closing) for federal and state income tax purposes pursuant to Rev. Rul. 69-6.

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Denise Peters Brennan and James M. Strother state and certify that:

1. They are the Vice President and Secretary, respectively of Wells Fargo Home Mortgage, Inc., a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.

3. There is only one class of shares and the total number of outstanding shares is 100.

4. The shareholder percentage vote required for the aforesaid approval was 100 percent.

5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Des Moines in the State of Iowa, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on January 26, 2001.

Denise Peters Brennan, Vice President

James M. Strother, Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Douglas R. Gulling and John W. Maier state and certify that:

1. They are the Vice President and Secretary, respectively of Brenton Mortgages, Inc., an Iowa corporation.

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.

3. There is only one class of shares and the total number of outstanding shares is 1,100 shares.

4. The shareholder percentage vote required for the aforesaid approval was 100 percent.

5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Des Moines in the State of Iowa, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on January 26, 2001.

Douglas R. Gulling, Vice President

John W. Maier, Secretary

OFFICE OF THE SECRETARY OF STATE