

COMPUTER

FILED NO. **1538**
BOOK 38 PAGE 643

1989 FEB - 1 AM 9: 14

AFFIDAVIT
NOTICE OF MERGER



MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee \$30.00

IND.
REC.
PAGE

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

I, Martin M. Bohac, Regional Counsel and Assistant Corporate Secretary of the National Bank for Cooperatives, a federally chartered instrumentality, and a corporation organized and existing under the laws of the United States of America, do hereby, on oath, depose and certify that:

Pursuant to a vote according to the bylaws of each Bank for Cooperatives, members of the below listed 11 Constituent Banks for Cooperatives voted to merge into a Consolidated Bank, which is named "National Bank for Cooperatives".

The Farm Credit Administration approved the same, effective as January 1, 1989, and issued Charter No. 14 (Exhibit "A" attached).

The headquarters of the National Bank for Cooperatives is located at 5500 South Quebec Street, Englewood, Colorado 80111 (mailing address - P. O. Box 5110, Denver, CO 80217), and the Omaha Region office is located at 800 Farm Credit Building, 206 South 19th Street, Omaha, Nebraska 68102.

Article II of the Plan of Merger provides that:

ARTICLE II

Effect of the Merger

On the Effective Date, the separate corporate existence of the Constituent Banks shall cease, and all of the assets and property (real, personal and mixed, tangible and intangible), choses in action, rights and credits then owned by the Constituent Banks shall immediately and by operation of law, and without any conveyance, transfer or further action, become the property of the Consolidated Bank by virtue of the Merger. The Consolidated Bank, as the surviving entity, shall be deemed to be and shall be a continuation of each of the Constituent Banks, and shall succeed to all rights, obligations and liabilities of each of them, whether matured or unmatured, accrued, absolute, contingent or otherwise, and the rights of creditors and other obligees of any of the Constituent Banks and all liens on their respective properties shall be preserved and unimpaired.

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Notwithstanding the foregoing, following the Effective Date, the former officers of the Constituent Banks shall retain the power to act on behalf of the Constituent Banks solely for the purpose of being able to execute any instruments and take all other actions which may be necessary or desirable in order to more fully vest the Consolidated Bank with the assets, rights, liabilities and obligations of the Constituent Banks.

The above language is not by way of limitation, but is to help to effectuate the merger, which is to be complete and total as contemplated by law.

The following 11 Constituent Banks for Cooperatives have voted for the merger as stated above:

- | | |
|--------------------------------------|---|
| 1. Central Bank for Cooperatives | 5500 South Quebec Street Englewood, Colorado 80111 |
| 2. Omaha Bank for Cooperatives | 800 Farm Credit Building 206 South 19th Street Omaha, Nebraska 68102 |
| 3. Baltimore Bank for Cooperatives | Farm Credit Bank Building 14114 York Road Sparks, Maryland 21152 |
| 4. Columbia Bank for Cooperatives | Farm Credit Bank Building 1401 Hampton Street Columbia, South Carolina 29201 |
| 5. Louisville Bank for Cooperatives | Farm Credit Banks 201 West Main Street Louisville, Kentucky 40202 |
| 6. Jackson Bank for Cooperatives | 1800 East County Line Road Ridgeland, Mississippi 39157 |
| 7. St. Louis Bank for Cooperatives | 1415 Olive Street St. Louis, Missouri 63103 |
| 8. Wichita Bank for Cooperatives | 245 North Waco Wichita, Kansas 67201 |
| 9. Texas Bank for Cooperatives | Farm Credit Bank Building La Costa Office Park 6210 Highway 290 East Austin, Texas 78723 |
| 10. Sacramento Bank for Cooperatives | 3636 American River Drive Sacramento, California 95864-5996 |
| 11. Spokane Bank for Cooperatives | W. 601 First Avenue Spokane, Washington 99204 |

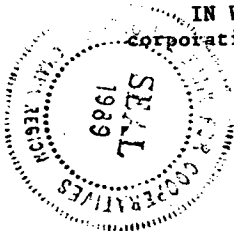
That said National Bank for Cooperatives is a federal corporation chartered instrumentality organized and existing under the laws of the United States and is the successor in interest to the above listed Banks for Cooperatives. (Exhibit "B" attached).

A photocopy of this document shall be deemed to be and may be relied upon as an original.

That this affidavit is made upon my personal knowledge and is based upon corporate records under my care, custody and control.

That the Attachments to this Affidavit are true and correct copies from the corporate records under my care, custody and control.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said corporation this 27th day of January, 1989.

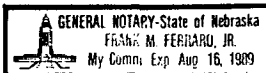


Martin M. Bohac
Martin M. Bohac, Regional Counsel
and Ass't. Corporate Secretary

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on January 27, 1989, by Martin M. Bohac, Regional Counsel and Assistant Corporate Secretary of National Bank for Cooperatives, a corporation organized and existing under the laws of the United States on behalf of said corporation.

Frank M. Ferraro, Jr.
Notary Public in and for said
County and State



Frank M. Ferraro, Jr.

(The above form of acknowledgment is pursuant to
Section 64-206 R.R.S 1943 of Nebraska.)

EXHIBIT "A" FOR "AFFIDAVIT - NOTICE OF MERGER"



Charter

NATIONAL BANK FOR COOPERATIVES

The Farm Credit Administration, in accordance with section 3.20 of the Farm Credit Act of 1971, as amended (the Act), hereby charters a bank established pursuant to the merger of the Baltimore Bank for Cooperatives, Columbia Bank for Cooperatives, Louisville Bank for Cooperatives, Jackson Bank for Cooperatives, St. Louis Bank for Cooperatives, Omaha Bank for Cooperatives, Wichita Bank for Cooperatives, Texas Bank for Cooperatives, Sacramento Bank for Cooperatives, Spokane Bank for Cooperatives, and Central Bank for Cooperatives to be known as the National Bank for Cooperatives (the Bank). The principal office location of the Bank shall be in the City of Englewood, County of Arapahoe, State of Colorado. The Bank is an institution of the Farm Credit System and a federally chartered instrumentality. The Bank may offer credit and related services to eligible borrowers located within any territory that may be served by Farm Credit System institutions under the Act and as it may hereafter be amended.

By this Federal charter, the Farm Credit Administration hereby authorizes the Bank to exercise all powers conferred on the Bank under the Act and the regulations of the Farm Credit Administration, as they may hereafter be amended.

IN WITNESS WHEREOF, the Acting Chairman of the Farm Credit Administration Board has executed this charter and caused the seal of the Farm Credit Administration to be Affixed hereto this 29th day of December, 1988. This charter shall be effective January 1, 1989.

CHARTER NO. 14

Farm Credit Administration
McLean, Virginia

Marvin R. Duncan
Marvin R. Duncan
Acting Chairman of the Board

Attest

David A. Hill
David A. Hill
Secretary to the Board



CERTIFICATE

I, Martin M. Bohac, Assistant Corporate Secretary, hereby certify that the above is a true and exact copy of the Charter issued to the National Bank for Cooperatives by the Farm Credit Administration on the 29th day of December, 1988.

Martin M. Bohac
Martin M. Bohac
Assistant Corporate Secretary



EXHIBIT "B" FOR "AFFIDAVIT -NOTICE OF MERGER"

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POWER OF ATTORNEY

Effective January 1, 1989, the OMAHA Bank for Cooperatives (the "Predecessor Bank") hereby appoints the National Bank for Cooperatives (the "Successor Bank") as Predecessor Bank's true and lawful attorney-in-fact, with full power and authority to execute, deliver, file and record any and all Uniform Commercial Code financing statements, continuations, releases, assignments and amendments in the name of Predecessor Bank, together with any other instruments which Successor Bank deems necessary or appropriate to carry out the foregoing authority. Such power and authority is hereby granted pursuant to Article II of the Plan of Merger.

IN WITNESS WHEREOF, Predecessor Bank has executed this Power of Attorney as of the 29th day of DECEMBER, 1988



OMAHA BANK FOR COOPERATIVES

By: Virgil Harms
VIRGIL A. HARMS
Its: SENIOR VICE PRESIDENT

Witness: KE Hilde
Witness: Raymond D. Crank
Witness: Martin Wilhain

EXHIBIT "B" FOR "AFFIDAVIT - NOTICE OF MERGER"
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STATE OF NEBRASKA)
) SS
COUNTY OF DOUGLAS)

Know all men by these presents, that VIRGIL A. HARMS, the SENIOR VICE PRESIDENT of the OMAHA Bank for Cooperatives personally appeared before me, the undersigned officer, on this 29th day of DECEMBER, 1988, and duly affirmed to me that the foregoing instrument is the act and deed of that entity.

(SEAL)

Martin M. Bohac
Notary Public
MARTIN M. BOHAC
My Commission Expires: MARCH 15, 1989



C E R T I F I C A T E

I, Martin M. Bohac, Assistant Corporate Secretary, hereby certify that the above is a true and exact copy of the Power of Attorney issued to the National Bank for Cooperatives by the Omaha Bank for Cooperatives on the 29th day of December, 1988.



Martin M. Bohac
Martin M. Bohac
Assistant Corporate Secretary