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4979001

FILED NO. 1931
BOOK 35 PAGE 413
1985 MAY -7 PM 4:01
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $25.00

IND. 1
REC. 1
PAGE 1

AFFIDAVIT AND CERTIFICATION OF NAME CHANGE

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

The undersigned, Paige Winebarger, being first duly sworn deposes and says:

1. That she is the Corporate Secretary of Marquette Bank Minneapolis, National Association;

2. That attached hereto and made a part hereof is a true and correct copy of the Secretary's Certificate evidencing the amendment to the Articles of Association whereby the name of the Association was changed from F & M Marquette National Bank to Marquette Bank Minneapolis, National Association;

3. That attached hereto and made a part hereof is a true and correct copy of a letter dated March 14, 1985, from Paige Winebarger, Corporate Secretary of F & M Marquette National Bank, now Marquette Bank Minneapolis, National Association, to Judy Bollig, Administrator of National Bank, Office of the Comptroller of the Currency, transmitting for filing a signed and sealed Secretary's Certification certifying the adoption by the shareholders of the Bank of the amendment to the Articles of Association whereby the Bank's name was changed effective March 29, 1985;

4. That by letter dated March 19, 1985, a copy of which is attached hereto and made a part hereof, Administrator of National Banks, Office of the Comptroller of the Currency has acknowledged receipt of the documents evidencing notification of the name change pursuant to 12 U.S. C.30;

5. That the seal of Marquette Bank Minneapolis, National Association is hereby affixed;

6. That the information contained in this Affidavit and Certification is true of her own knowledge; and

7. That this Affidavit and Certification is given for the purpose of certifying that F & M Marquette National Bank has changed its name, effective March 29, 1985, to Marquette Bank Minneapolis, National Association.

Paige Winebarger
Paige Winebarger

(Corporate Seal)

Subscribed and sworn to before
me this 29th day of March, 1985

4/1/85 Dawn E. Mikkelsen Asst Hennepin County Atty

approved for recording as per 12 USC 30 re Change of Name - National Banks.

F&M Marquette National Bank
Sixth and Marquette, Minneapolis, MN 55480
Member FD

March 14, 1985

Ms. Judy Bollig
Office of the Comptroller of the Currency
Administrator of National Banks
2345 Grand Avenue Suite 700
Kansas City, Missouri 64108

Dear Ms. Bollig:

At the annual meeting on February 19, 1985, the shareholders approved an amendment to Article First of this Association, to change our name from F&M Marquette National Bank to Marquette Bank Minneapolis, National Association. The effective date of this amendment is March 29, 1985.

Also, the other Articles were restated, with minor wording changes in several Articles, but no significant substantive changes were made other than in Article Fourth, which was expanded to establish a procedure for nominations for the board of directors other than those made by or on behalf of the existing bank management.

If you need any additional information, please let me know. My direct number is (612) 341-5757. Thank you.

Sincerely,

Paige Winebarger

Paige Winebarger
Corporate Secretary

PW/ei

Enclosures

Comptroller of the Currency
Administrator of National Banks

Midwestern District
2345 Grand Avenue, Suite 700
Kansas City, Missouri 64108

March 19, 1985

RECEIVED MAR 2 5 1985

Ms. Paige Winebarger
Corporate Secretary
F & M Marquette National Bank
Sixth and Marquette
Minneapolis, Minnesota 55480

Dear Ms. Winebarger:

The Office of the Comptroller of the Currency has received your letter concerning the title change and the appropriate amendment to the Articles of Association. The Office has recorded that as of March 29, 1985, the title of F & M Marquette National Bank will be changed to "Marquette Bank Minneapolis, National Association".

Sincerely,

Donelle H. Ward

Donelle H. Ward
National Bank Examiner
Midwestern District

CERTIFICATION OF

CORPORATE SECRETARY

I, Paige Winebarger, do hereby certify that at the regular annual meeting of the shareholders of F & M Marquette National Bank, which meeting was duly called and convened on the 19th day of February, 1985, and at which meeting I, as the duly appointed Corporate Secretary, recorded the minutes thereof, a Resolution amending Article First of the Articles of Association was adopted by the owners of 97% of the outstanding stock entitled to vote thereon; and I further certify that the following is a true, complete and correct copy of said Resolution which is now in full force and effect:

RESOLVED, that effective March 29, 1985, Article First of the Articles of Association be amended and restated in its entirety to read as follows:

"FIRST. The title of this Association shall be Marquette Bank Minneapolis, National Association."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Seal of said Association this 28th day of March, 1985.

Paige Winebarger
Paige Winebarger
Corporate Secretary

State of Minnesota } ss.
COUNTY OF HENNEPIN }

OFFICE OF
County Recorder

I, R. DAN CARLSON, County Recorder, within and for said County of Hennepin and State of Minnesota, do hereby certify that I have carefully compared the above and foregoing copy of Name Change with the record thereof as recorded in my office, as document number 4979001 and that the same is a true and correct photo-copy of the same, and of the whole thereof, and I do further certify that I am the officer in whose custody said record is required by law to be kept.

In Witness Whereof I have hereunto set my hand and official seal this 1st day of April A.D. 19 85

R. DAN CARLSON
County Recorder
County of Hennepin, State of Minnesota

By L J Baker
Deputy

4979001

1985 APR -1 AM 9:52

4979001

CO. RECORDER

Chg. name

Call Marti Binek
341-1541