for Amendment see Misc. Rec. 34-551

STATE OF IOWA )
) CERTIFICATE OF CONVERSION OF UNITED FEDERAL SAVINGS
) AND LOAN ASSOCIATION OF DES MOINES, DES MOINES,
COUNTY OF POLK ) IOWA, TO UNITED FEDERAL SAVINGS BANK OF IOWA

I, Greg Strasser, being first duly sworn on oath, depose and state that I am the duly elected, qualified and acting Secretary of United Federal Savings Bank of Iowa.

I further state that prior to May 4, 1983, I was the duly elected, qualified and acting Secretary of United Federal Savings and Loan Association of Des Moines, Des Moines, Iowa.

I further state that I am familiar with and have constant access to the records of the institution, and that on December 22, 1982, United Federal Savings and Loan Association of Des Moines filed an application with the Federal Home Loan Bank of Des Moines to convert from a Federal savings and loan association to a Federal savings bank.

I further state that on February 28, 1983, a Federal savings bank charter was issued by the Federal Home Loan Bank in the form of Charter B (revised) No. 3270, a copy of which is attached.

I further state that on May 4, 1983, a resolution was passed by the membership of the Association, which stated in part as follows:

"RESOLVED that the Charter of United Federal Savings and Loan Association of Des Moines issued by the Federal Home Loan Bank Board on June 7, 1950, for a Charter "N" Association be cancelled.

FURTHER RESOLVED that effective at the opening of business on May 4, 1983 the Charter B (revised) No. 3270 issued by the Federal Home Loan Bank Board on February 28, 1983 to United Federal Savings Bank be accepted by the members of United Federal Savings and Loan Association of Des Moines as its Charter.

Compared

FURTHER RESOLVED that pursuant to Regulations and authority granted by the Federal Home Loan Bank Board, Charter B (revised) No. 3270 issued by the Federal Home Loan Bank Board on February 28, 1983, be amended to state the Corporate Title of the institution to be United Federal Savings Bank of Iowa, and that from and after the opening of business on May 4, 1983 this corporation shall do business as United Federal Savings Bank of Iowa.

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1983 MAY -6 PM 2:36
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $9.00

FURTHER RESOLVED that effective May 4, 1983 all assets and liabilities of whatever kind and character of United Federal Savings and Loan Association of Des Moines, including without limiting the generality of the foregoing, all mortgages and mortgage notes standing

in the name of United Federal Savings and Loan Association of Des Moines, its nominees or predecessors or their nominees, and all other loans of whatever kind and character and documentary evidence thereof, all savings accounts, checking accounts, certificates of deposit, Repurchase Agreements, money market deposit accounts, and all other obligations to depositors and documentary evidence thereof of United Federal Savings and Loan Association of Des Moines of whatever kind and character, and all real property and personal property of whatever kind and character standing in the name of United Federal Savings and Loan Association of Des Moines, its nominees or predecessors or their nominees, be and hereby are transferred and conveyed to United Federal Savings Bank of Iowa which shall assume the obligations and benefits thereof."

I further state that on May 4, 1983 resolutions were passed by the Board of Directors of said Bank, which stated as follows:

"BE IT RESOLVED that any two of the following Officers -- Donald L. Cook, President; Greg Strasser, Executive Vice-President/Secretary; Delbert F. Reetz, Senior Vice-President/Comptroller; Maurice L. Fisher, Senior Vice-President/Treasurer; and Fred Lock, Senior Vice-President of the Association; be authorized to execute notes, collateral assignments and other instruments conveying real estate or other legal instruments necessary for the operation of the Association.

BE IT FURTHER RESOLVED that Donald L. Cook, President; Greg Strasser, Executive Vice President/Secretary; Delbert F. Reetz, Senior Vice-President/Comptroller; Maurice L. Fisher, Senior Vice President/Treasurer; Fred Lock, Senior Vice-President; Gordon E. Aistrope, Vice-President; Mark Johnson, Vice-President; Kevin Kuiper, Assistant Vice-President; Beverly Gournas, Assistant Secretary; Patricia A. Reichert, Assistant Secretary; James Kramer or Roberta L. Ulm; be authorized to release mortgages, encumbrances, or liens on any property, either real or personal.

BE IT FURTHER RESOLVED that this Resolution be binding upon the Association until such time as Resolution of the Board of Directors of the Association be passed by recordation in the County Recorder's Office in which this resolution is recorded."

As Secretary of said Bank, I hereby certify that the above Resolutions were duly passed by United Federal Savings Bank of Iowa on May 4, 1983, and are in full force and effect at the time of this certification.

Greg Strasser
Secretary

Subscribed and sworn to by Greg Strasser, Secretary of United Federal Savings Bank of Iowa this 5th day of May, 1983.

Beverly Gournas
Notary Public in and for Polk County, State of Iowa

My commission expires: September 30, 1983