

Certification of Amended and Restated Articles of Incorporation

I, Rick A. Thuesen, Corporate Secretary for Mercantile Bank of Northern Iowa F/K/A/ The Waterloo Savings Bank hereby certify that the attached Amended And Restated Articles of Incorporation is a true and exact copy of the original document filed with the Iowa Secretary of State on June 6, 1994.

Dated: November 28, 1994

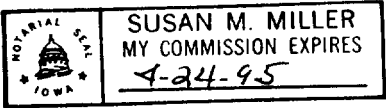
Mercantile Bank of Northern Iowa

Rick A. Thuesen
BY: Rick A. Thuesen, Corporate Secretary

State of Iowa)
)
County of Black Hawk)

On this 28th day of November, 1994 before me the undersigned, Notary Public in and for said State personally appeared Rick A. Thuesen, to me personally know, who being by me duly sworn did say that he is the Corporate Secretary of said corporation; that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Rick A. Thuesen, as such officer, acknowledges the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Susan M. Miller
Susan M. Miller, Notary Public



*Amended Articles of
For Return, See Book 8
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**THE WATERLOO SAVINGS BANK
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

For the purpose of organizing a corporation to carry on the business of banking under the laws of the State of Iowa, the undersigned do hereby enter into the following Amended and Restated Articles of Incorporation:

FIRST. The name of this corporation shall be "Mercantile Bank of Northern Iowa" ("the Corporation").

SECOND. The main office of the Corporation shall be located at 425 Cedar Street in the City of Waterloo, County of Black Hawk, State of Iowa.

THIRD. The amount of capital stock of this Corporation shall be Two Million Eight Hundred Thousand and No/100 Dollars (\$2,800,000.00) divided into One Hundred Forty Thousand (140,000) shares of common stock of the par value of Twenty and No/100 Dollars (\$20.00) each. Said capital stock may be increased or decreased from time to time, in accordance with the provisions of the laws of the State of Iowa. Said capital stock has been subscribed in good faith, has been actually paid up in lawful money of the United States, and is in the custody of the Board of Directors of the Corporation (the "Board").

No holder of shares of the capital stock of any class of this Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of this Corporation, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the Board, in its discretion may from time to time determine and at such price as the Board may from time to time fix.

FOURTH. The Board shall consist of not less than five (5) nor more than thirty-five (35) persons, the exact number to be fixed and determined from time to time by resolution of the shareholders at any annual or special meeting. As of the date of adoption of these Amended and Restated Articles of Incorporation, the Board shall consist of the following six (6) persons:

<u>NAME</u>	<u>ADDRESS</u>
Curtis Hollis	Waterloo, Iowa
Thomas R. Spragg	Waterloo, Iowa
Daniel B. Watters	Waterloo, Iowa
Mark C. Weidner	Waterloo, Iowa
Richard J. Witham	Cedar Falls, Iowa
Richard C. Young	Waterloo, Iowa

The Board shall direct the affairs and business of the Corporation.

FIFTH. This Corporation is incorporated under the Iowa Banking Act (the "Act") for the purpose of conducting the business of banking as a state bank with fiduciary powers, subject to the powers and duties conferred by the Act.

SIXTH. The duration of this Corporation shall be perpetual.

SEVENTH. This Corporation may, to the extent that the Board deems appropriate and as set forth in a duly adopted resolution of the Board, indemnify any person who is or was a director, officer, employee or agent of this Corporation or any subsidiary of this Corporation

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