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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MONTICELLO STATE BANK

A P E R T I F I C A T I O N
SUPERVISOR

By Al Mon
\$50.00

Pursuant to the provisions of Section 1501 of the Iowa Banking Act, the undersigned, Monticello State Bank, a state bank, adopts the following Articles of Amendment to its Articles of Incorporation, as amended to date:

I

The name of the state bank is Monticello State Bank. The location of the principal place of business is in the City of Monticello, County of Jones, State of Iowa.

The effective date of its Articles of Incorporation was April 19, 1990.

II

The following amendment of the Articles of Incorporation was adopted by the shareholders of the state bank on September 12, 1994:

RESOLVED, that, subject to any necessary regulatory approval, and the approval of the shareholders of Iowa National Bankshares Corp of a change of name of that corporation to "Homeland Bankshares Corporation," the Articles of Incorporation of the Bank, as amended to date, be and the same hereby are amended by deleting Article I in its entirety and inserting in lieu thereof the following Article I:

ARTICLE I

The name of the state bank shall be "HOMELAND BANK."

III

The foregoing amendment was adopted at a special meeting of the shareholders held at Monticello, Iowa on September 12, 1994, at 2:30 p.m. The sole shareholder of the state bank waived notice of the special meeting in accordance with the Waiver of Notice in the form attached hereto as Exhibit A.

IV

The number of shares of the state bank outstanding at the time of such adoption was 8,000; and the number of shares entitled to vote thereon was 8,000.

V

The number of shares voted for such amendment was 8,000; and the number of shares voted against such amendment was 0.

VI

The effective date of the foregoing amendment shall be as of the close of business, December 31, 1994.

We, the undersigned, President and Secretary of Monticello State Bank, hereby execute these Articles of Amendment to the Articles of Incorporation of Monticello State Bank this 25th day of October, 1994.

MONTICELLO STATE BANK

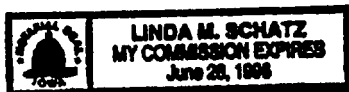
By Kendall B. Messer
Kendall B. Messer, President

By Jean Drummy
Jean Drummy, Secretary



STATE OF IOWA)
) ss:
COUNTY OF JONES)

On this 25th day of October, 1994, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Kendall B. Messer and Jean Drummy, to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of the corporation executing the within and foregoing instrument; that the seal affixed thereto is the seal of the corporation; that said instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors; and that Kendall B. Messer and Jean Drummy, as officers, acknowledged the execution of the foregoing instrument to be the voluntary act and deed of the corporation, by it and by them voluntarily executed.



Linda M. Schatz
Notary Public in and for
the State of Iowa



Iowa National Bankshares Corp

WAIVER OF NOTICE OF
SPECIAL SHAREHOLDERS' MEETING
SEPTEMBER 12, 1994

To: Board of Directors
Monticello State Bank

Pursuant to Section 524.509 (2) Code of Iowa (1994) Iowa National Bankshares Corp (which owns 100% of Monticello State Bank) hereby waives the requirement for written notice of the Monticello State Bank Special Shareholders' Meeting to be held September 12, 1994.

This letter also authorizes Erl A. Schmiesing, Chairman, President and CEO of Iowa National Bankshares Corp, to vote all of the 8,000 shares of Monticello State Bank owned by Iowa National Bankshares Corp on whatever matters that will be voted on at the Special Shareholders' Meeting.

Dated September 12, 1994

IOWA NATIONAL BANKSHARES CORP


Erl A. Schmiesing, Chairman,
President, and CEO


Robert S. Kahler, Executive
Vice President, Treasurer and CFO

FILED BY

GREGORY P PAGE
NYEMASTER LAW FIRM
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699 WALNUT ST
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EXHIBIT A

