

87712
Delaware
MAR 11 1996
ARTICLES OF AMENDMENT
TO THE SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
DELHI SAVINGS BANK
Linn

APPROVED
MICHAEL L. CUTTAU
SUPERVISOR OF BANKING

MAR 11 1996

By H. L. M.
DEPUTY SECRETARY OF STATE

Pursuant to the provision of Section 1501 of the Iowa Banking Act, the undersigned state bank adopts the following Articles of Amendment to its Renewed, Amended and Substituted Articles of Incorporation:

I

The name of the state bank is Delhi Savings Bank. The location of its principal place of business is City of Delhi, County of Delaware, State of Iowa.

The effective date of its Renewed, Amended, and Substituted Articles of Incorporation was February 16, 1969.

II

The following amendment of the Renewed, Amended and Substituted Articles of Incorporation was adopted by the shareholders of the state bank on October 10, 1995:

"Article I. The name of the state bank is Heritage Bank. The location of its principal place of business is in the City of Marion, County of Linn, and State of Iowa.

III

The foregoing amendment was adopted at a shareholders meeting held at the bank on October 10, 1995, at 8:00 A.M. The bank's shareholder waived the written notice required under Section 509, Code of Iowa.

IV

The number of shares of the state bank outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

V

The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was none.



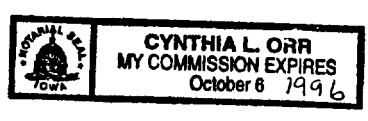
DELHI SAVINGS BANK
By Tamara L. Danover
Tamara L. Danover, President
By Linda J. Jay
Linda J. Jay, Cashier

Dated October 10, 1995

STATE OF IOWA)
) ss:
COUNTY OF DELAWARE)

On this 10th day of October, 1995, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Tamara L. Danover and Linda J. Jay, to me personally known, who being by me duly sworn, did say that they are the President and Cashier, 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 Tamara L. Danover and Linda J. Jay 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.

Cynthia L. Orr
Notary Public in and for the State of Iowa



*Filed by president
Tamara L. Danover
Delhi Savings Bank
311 Franklin
P.O. Box 185
Delhi, IA 52223-0185
319 922-2174*

PAUL D. PATE
Secretary of State
FILED
Date: 3-11-96
Time: 9:26
Receipt: 12103564

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204-2619
DELAWARE COUNTY IOWA
FILED
'96 MAR 25 AM 10 41
PAGE 261
DEBORAH L. PEYTON
DELAWARE CO RECORDER
\$11.00

Delhi Savings Bank
To
Heritage Bank

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Heritage Bank
P.O. Box 266
Marion, IA 52302-0266