

Mercantile Bank
PO Box 88
Waterloo IA
50704-0088

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DELAWARE COUNTY IOWA
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NOTARY PUBLIC

Prepared by: Rick A. Thuesen, 425 Cedar Street, Waterloo, IA 50701
319-235-3214

Certification of Amended and Restated Articles of Incorporation

I, Rick A. Thuesen, Corporate Secretary for Mercantile Bank of Eastern Iowa F/K/A Mercantile Bank of Northern Iowa 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 August 16, 1996.

Dated: September 13, 1996

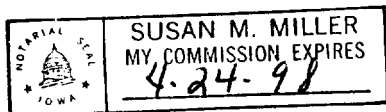
Mercantile Bank of Eastern Iowa

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

State of Iowa)
County of Black Hawk)

On this 13th day of September, 1996 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



Prepared by: Rick A. Thuesen, 425 Cedar Street, Waterloo, IA 50701, 319-235-3214.



No. W00116889
Date: 09/03/1996

SECRETARY OF STATE

5240DB-000085160
MERCANTILE BANK OF EASTERN IOWA

CERTIFICATE OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Merger

The document was filed on August 16, 1996, at 01:29 PM, to be effective as of August 16, 1996, at 06:00 PM.

The amount of \$50.00 was received in full payment of the filing fee.



Paul D. Tate

SECRETARY OF STATE

84921-NS
85146-NS
194352-NS
84919-NS
194350-NS

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ARTICLES OF MERGER

AUG 7 6 1996

APPROVED
MICHAEL K. GUTTAU
SUPERVISOR OF BANKING

AUG 13 1996

I

SECRETARY OF STATE

By ALM

Pursuant to Iowa Code Sections 524.1401 and 524.1402, MERCANTILE BANK OF CEDAR RAPIDS ("MB-Cedar Rapids"), MERCANTILE BANK OF CLINTON ("MB-Clinton"), MERCANTILE BANK OF HENRY COUNTY ("MB-Henry County"), MERCANTILE BANK OF MAQUOKETA ("MB-Maquoketa"), and MERCANTILE BANK OF WASHINGTON ("MB-Washington") (herein collectively referred to as the "Merging Banks") are hereby merged with and into MERCANTILE BANK OF NORTHERN IOWA ("MB-Northern Iowa"), with MB-Northern Iowa being the resulting state bank.

II

The locations and post office addresses of the principal places of business of the Merging Banks are as follows:

MB-Cedar Rapids
P.O. Box 309
1100 Old Marion Road, N.E.
Cedar Rapids, Iowa 52406-0309

MB-Clinton
P.O. Box 1270
405 South 3rd Street
Clinton, Iowa 52733-1270

MB-Henry County
P.O. Box 709
One Washington Street
Mt. Pleasant, Iowa 52641-0709

MB-Maquoketa
P.O. Box 1030
120 South Main Street
Maquoketa, Iowa 52060-3034

MB-Washington
P.O. Box 7
300 South Iowa Avenue
Washington, Iowa 52353-0007

The location and post office address of the principal place of business of MB-Northern Iowa is: P.O. Box 88, 425 Cedar Street, Waterloo, Iowa 50704-0088.

The locations and post office addresses of the offices maintained by the Merging Banks are as follows:

MB-Cedar Rapids

320 3rd Street SE, Cedar Rapids, Iowa 52401
129 16th Avenue SW, Cedar Rapids, Iowa 52404
4444 1st Avenue NE, Cedar Rapids, Iowa 52404
3414 Mt. Vernon Road SE, Cedar Rapids, Iowa 52403
109 West Main, Garrison, Iowa 52229
102 East 5th Street, Tipton, Iowa 52772
100 East 9th Street, Tipton, Iowa 52772
110 West Fourth Street, Vinton, Iowa 52349

Lin
Clinton
Jackson
Washington
Black Hawk
Henry

00799

MB-Clinton

2300 North 3rd Street, Clinton, Iowa 52734
1650 Hanover, Clinton, Iowa 52732*
601 Smith Street, Grand Mound, Iowa 52751
223 2nd Street, Calamus, Iowa 52729

* To be closed June 30, 1996

MB-Henry

107 West Commercial Street, Hillsboro, Iowa 52630
503 West Main Street, New London, Iowa 52645

MB-Maquoketa

273 Jess Street, Bernard, Iowa 52032
508 Main Street, Delmar, Iowa 52037*
West Platt & McKinsey Drive, Maquoketa, Iowa 52060

* To be closed May 31, 1996

MB-Washington

218 North Railroad Street, Ainsworth, Iowa 52201

The location and post office address of the offices maintained by MB-Northern Iowa are as follows:

3228 Cedar Heights Drive, Cedar Falls, Iowa 50613
3130 Kimball Avenue, Waterloo, Iowa 50702
141 Eldora Road, Hudson, Iowa 50643
301 Washington Street, Cedar Falls, Iowa 50613

The location and post office address of the principal place of business of the Resulting Bank is 425 Cedar Street, Waterloo, Iowa 50701 (P.O. Box 88, Waterloo, Iowa 50704-0088). The resulting state bank will maintain offices at the following locations:

1100 Old Marion Road N.E., Cedar Rapids, Iowa 52402 (United Community Bank Office)
320 3rd Street SE, Cedar Rapids, Iowa 52401
129 16th Avenue SW, Cedar Rapids, Iowa 52404
4444 1st Avenue NE, Cedar Rapids, Iowa 52404
3414 Mt. Vernon Road SE, Cedar Rapids, Iowa 52403
109 West Main, Garrison, Iowa 52229
102 East 5th Street, Tipton, Iowa 52772
100 East 9th Street, Tipton, Iowa 52772
110 West Fourth Street, Vinton, Iowa 52349
405 South 3rd Street, Clinton, Iowa 52732 (United Community Bank Office)
2300 North 3rd Street, Clinton, Iowa 52732

601 Smith Street, Grand Mound, Iowa 52751
 223 2nd Street, Calamus, Iowa 52729
 One Washington Street, Mt. Pleasant, Iowa 52641 (United Community Bank Office)
 107 West Commercial Street, Hillsboro, Iowa 52630
 503 West Main Street, New London, Iowa 52645
 120 South Main Street, Maquoketa, Iowa 52060 (United Community Bank Office)
 273 Jess Street, Bernard, Iowa 52032
 West Platt & McKinsey Drive, Maquoketa, Iowa 52060
 3228 Cedar Heights Drive, Cedar Falls, Iowa 50613
 3130 Kimball Avenue, Waterloo, Iowa 50702
 141 Eldora Road, Hudson, Iowa 50643
 301 Washington Street, Cedar Falls, Iowa 50613
 300 South Iowa Avenue, Washington, Iowa 52353 (United Community Bank Office)
 218 North Railroad Street, Ainsworth, Iowa 52201

The plan of merger was approved by the sole shareholder of each of the Merging Banks through unanimous written consents adopted by the sole shareholder of each such bank on May 30, 1996. Shares voted for and against the plan of merger are listed below:

Name	Voted For	Voted Against
MB-Cedar Rapids	7,350	0
MB-Clinton	24,000	0
MB-Henry County	8,000	0
MB-Maquoketa	5,000	0
MB-Washington	5,000	0

The plan of merger was submitted to the sole shareholder of MB-Northern Iowa, and adopted by unanimous written consent action dated May 30, 1996. There were 140,000 shares voted in favor of, and 0 shares voted against the plan of merger, with 140,000 shares entitled to be voted at the meeting.

IV

The number of directors constituting the Board of Directors of the Resulting Bank shall be 10, who shall serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified. The names and address of the individuals who shall serve as directors are as follows:

Mr. Stephen L. Allison
Mercantile Bank of Cedar Rapids
P.O. Box 309
Cedar Rapids, Iowa 52406-0309

Mr. Dale P. Repass
Mercantile Bank of Clinton
P.O. Box 1270
Clinton, Iowa 52733-1270

Mr. Gary L. Grote
Mercantile Bank of Maquoketa
120 South Main
Maquoketa, Iowa 52060-3034

Mr. Daniel B. Watters
Mercantile Bank of Northern Iowa
P.O. Box 88
Waterloo, Iowa 50704-0088

Mr. David E. Stephens
Mercantile Bank of Tipton
P.O. Box 70
Tipton, Iowa 52772-0070

Mr. Douglas P. Johnson
Mercantile Bank of Vinton
P.O. Box 389
Vinton, Iowa 52349-0389

Mr. Richard A. Bean
Mercantile Bank of Dubuque
7th and Locust
P.O. Box 148
Dubuque, Iowa 52004-0148

Mr. Donald F. Carmody
Mercantile Bank of Henry County
P.O. Box 709
Mount Pleasant, Iowa 52641-0709

Mr. Steven Olson
Mercantile Bank of Washington
P.O. Box 7
Washington, Iowa 52353-00007

Mr. William L. Wilke
Mercantile Bank, FSB
131 West 3rd Street
Davenport, Iowa 52801

V

The Articles of Incorporation of MB-Northern Iowa shall be amended and restated in their entirety effective as of the effective time of the merger, and as amended and restated, shall serve as the Articles of Incorporation of the resulting state bank. The Amended and Restated Articles of Incorporation will include an amendment to change the name of the Resulting Bank, effective as of the effective time of the merger, to "Mercantile Bank of Eastern Iowa." The Amended and Restated Articles of Incorporation are attached hereto as Exhibit A.

VI

The Plan of Merger is attached hereto as Exhibit B.

VII

The merger shall be effective as of 6:00 p.m., August 16, 1996.

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
MERCANTILE BANK OF EASTERN IOWA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MERCANTILE BANK OF EASTERN IOWA
(Formerly Mercantile Bank of Northern Iowa)
Effective August 17, 1996

I

The name of this bank (the "Bank") will be Mercantile Bank of Eastern Iowa.

II

The location of the principal office of the Bank will be 425 Cedar Street, Waterloo, Iowa 50701.

III

The Board of Directors of the Bank (the "Board") will consist of not fewer than five (5) persons (the exact number to be fixed and determined from time to time by resolution of the shareholders at any annual or special meeting) who will serve until the next annual meeting or until their successors are elected and qualified.

The Board will direct the affairs and business of the Bank.

IV

The purpose for which the Bank is formed is to carry on the business of banking and to exercise all rights and powers of a bank under the laws of the State of Iowa, including fiduciary powers.

V

The duration of the Bank will be perpetual.

VI

The authorized amount of capital stock of the Bank will be \$11,200,000.00 divided into 560,000 shares of common stock of the par value of Twenty and No/100 Dollars (\$20.00) each.

No holder of shares of the capital stock of any class of the Bank will have any preemptive or preferential right of subscription to any shares of any class of stock of the Bank, whether now or hereafter authorized, or to any obligations convertible into stock of the Bank, 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.

VII

These Amended and Restated Articles of Incorporation set forth the provisions of the Articles of Incorporation of the Bank as heretofore and hereby amended, have been duly

adopted as required by law, and supercede the original Articles of Incorporation and all amendments thereto.

VIII

The annual meeting of the shareholders of the Bank will be held in the month of January of each calendar year.

IX

The Bank may, to the extent that the Board deems appropriate and as set forth in a bylaw or resolution, indemnify any person who is or was a director, officer, employee or agent of the Bank or any subsidiary of the Bank ("Subsidiary"), or who is or was serving at the request of the Bank as a director, officer, employee or agent of another corporation, banking association, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Bank or a Subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this section on account of conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; provided further, however, that no such person shall be entitled to any indemnification pursuant to this section on account of conduct which results in a final order in an administrative proceeding or action instituted by an appropriate bank regulatory agency, which final order assesses civil money penalties or requires affirmative action by an individual or individuals in the form of payments to the Bank.

X

These Amended and Restated Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the majority of the stock of the Bank entitled to vote, unless the vote of a greater amount of stock is required by law, and in that case by the vote of such greater amount.



President


Cashier

Dated: May 29, 1996

STATE OF IOWA

COUNTY OF Black Hawk

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) SS.
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On this 28th of May before me personally appeared Daniel Bulatten and Ronald J. Luman, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same, as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notary seal the day and year above mentioned.



Susan M. Miller
Notary Public

My Commission Expires:
4-24-98

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