

DELAWARE COUNTY IOWA
FILED

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BOOK 2000 PAGE 1384
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
\$21.00

Prepared by: Jessica Rubes, Firststar Bank, 431 E. Locust St., Des Moines, IA 50309
515-248-7700

**CERTIFICATION OF ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

I, Rick A. Thuesen, Corporate Secretary of Firststar Bank Midwest F/K/A Mercantile Bank Midwest hereby certify that the attached Articles of Amendment to the Amended and Restated Articles of Incorporation is a true and exact copy of the original document filed with the Iowa Secretary of State on March 30, 2000.

Dated: April 28, 2000

FIRSTAR BANK MIDWEST

(NO SEAL)

Rick A. Thuesen

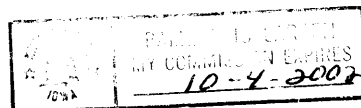
By: Rick A. Thuesen, Corporate Secretary

STATE OF IOWA)

)
COUNTY OF POLK)

On this 28th day of April, 2000, before me, the undersigned Notary Public in and for said State, personally appeared Rick A. Thuesen, to me personally known, 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.

Pamela J. Larson
Pamela J. Larson, Notary Public



Prepared by: Jessica Rubes, Firststar Bank, 431 E. Locust St., Des Moines, Iowa 50309
(515) 248-7700

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87734
16739
NYEMASTER LAW FIRM
700 WALNUT ST #1600
DES MOINES IA 50309-3899

APPROVED
HOLMES FOSTER
SUPERINTENDENT OF BANKING

MAR 28 2000

By *HL Foster*
DEPUTY SUPERINTENDENT

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MERCANTILE BANK MIDWEST

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

INST # 076989
RECORDING FEE 1600
AUDITOR FEE _____

I

The name of the state bank is Mercantile Bank Midwest. The location of its principal
place of business is Des Moines, Polk County, Iowa.

The effective date of its Amended and Restated Articles of Incorporation was the 13th day
of November, 1998.

II

The following amendment of the Articles of Incorporation was adopted by the
shareholders of the state bank:

RESOLVED, that the shareholders of the Bank, adopt the
Articles of Amendment regarding the name of the Bank in Article I
of the Amended and Restated Articles of Incorporation as follows:

"I

The name of this bank (the "Bank")
will be Firstar Bank Midwest."

RESOLVED FURTHER, that the change in the name of the
Bank as set forth above will be effective as of April 14, 2000 (the
"Effective Date").

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\$50.00
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POLK COUNTY, IOWA
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TIMOTHY J. BRIEN
RECORDER

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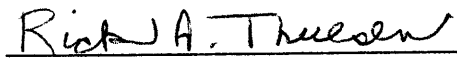
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III

The foregoing amendment was adopted by unanimous written consent of the shareholders in lieu of a special meeting, having the effect of a meeting vote, pursuant to Section 534 of the Iowa Banking Act on February 1, 2000.

MERCANTILE BANK MIDWEST

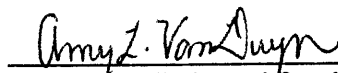
 President
Daniel B. Watters

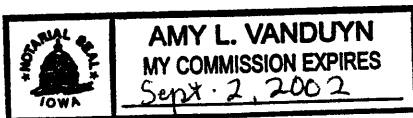
 Secretary
Rick A. Thuesen

Dated as of the 23rd day of March, 2000.

State of Iowa)
) ss:
County of Polk)

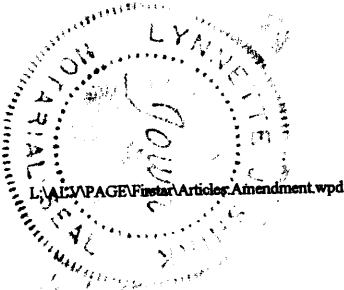
On this 23rd day of March, A.D. 2000, before me, a Notary Public in and for said county and state, personally appeared Rick A. Thuesen, to me known to be the person(s) named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.


Notary Public in and for the State of Iowa



State of Iowa)
) ss:
County of ~~Black~~ Hawk)

On this 24th day of March, A.D. 2000, before me, a Notary Public in and for said county and state, personally appeared Daniel B. Watters, to me known to be the person(s) named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.



Lynnette Shul
Notary Public in and for the State of Iowa

*Kylemaster Saw Firm
Amy & Van Duyn
700 Walnut St Ste 1000
Des Moines, IA 50309*

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FILED
IOWA
SECRETARY OF STATE
3-30-2000
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