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March 15, 1995

Black Hawk County Recorder
Courthouse
316 E. 5th Street
Waterloo, IA 50703

Re: Filing of Articles of Amendment for The National
Bank of Waterloo

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Amended and Substituted Articles of Association of The National Bank of Waterloo dated December 22, 1994. The Articles of Amendment were filed with the Office of the Comptroller of the Currency (OCC) on February 13, 1995, as evidenced by the OCC's file stamp indicating that the document was "Received".

Please file the enclosed for record in Black Hawk County and return it to the undersigned in the enclosed self-addressed stamped envelope. The Articles of Amendment reflect the change in name of The National Bank of Waterloo to "Homeland Bank, National Association" and are being filed FOR INFORMATION PURPOSES ONLY to provide notice of the name change to those persons who review your office's records. As this filing is NOT required by law, the undersigned is submitting for recording a true and correct copy of the original Articles of Amendment, as duly filed with the OCC.

For explanatory purposes, please record this cover letter with the Articles of Amendment. I am enclosing a check in the amount of \$16.00 in payment of your filing fees. If you have any questions, please do not hesitate to let me know.

Very truly yours,

Kristin Darnell Fyda
Kristin Darnell Fyda

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ARTICLES OF AMENDMENT
TO THE
AMENDED AND SUBSTITUTED ARTICLES OF ASSOCIATION
OF
THE NATIONAL BANK OF WATERLOO
Waterloo, Iowa
Charter No. 13702

Pursuant to 12 U.S.C. Section 21a, the undersigned Association adopts the following Articles of Amendment to its Amended and Substituted Articles of Association.

1. The title of the Association is The National Bank of Waterloo.

2. The following resolution and amendment to the Amended and Substituted Articles of Association was adopted by the sole shareholder of the Association, in the manner prescribed by the National Banking Act:

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 Amended and Substituted Articles of Association of The National Bank of Waterloo be and the same hereby are amended by deleting Article I in its entirety and inserting in lieu thereof the following Article I:

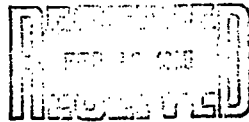
ARTICLE I

The title of this Association shall be Homeland Bank, National Association.

3. The date of adoption of the amendment was November 25, 1994.

4. The amendment was approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting is as follows:

| Designation of Group | Shares Outstanding | Votes Entitled to be Cast on Amendment | Votes Represented at Meeting |
|----------------------|--------------------|--|------------------------------|
| Common | 29,199 | 29,199 | 29,199 |



5. The total number of undisputed votes cast for the amendment by the sole voting group was 29,199. The number of votes cast for the amendment by the sole voting group was sufficient for approval by that voting group.

The effective date and time of the amendment is as of the close of business on December 31, 1994.

IN WITNESS WHEREOF, I have hereupon set the seal of this national banking association this 22 day of December, 1994.

(Seal of Bank)

THE NATIONAL BANK OF WATERLOO

By: Erl A. Schmiesing
Erl A. Schmiesing, Chairman
of the Board

Art Inc
1995
CONFIRM

11118

BLACK HAWK COUNTY IOWA:SS
Filed for record Mar 16 1995,
at 12:30 P M, and recorded in
Art Inc Book 40
Page 237

Christine J. Sess
Recorder
Deputy

FEE 1-15.00/
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