

**Shareholders Resolution**

to establish the number of directors as  
required by Section 601(2)  
of the Iowa Banking Act

We, \_\_\_\_\_, Chairman, and \_\_\_\_\_,  
Secretary, of the (annual) (special) meeting of the shareholders of the  
\_\_\_\_\_ (bank) of \_\_\_\_\_,  
Iowa, held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, hereby certify that  
the following resolution was adopted by said shareholders at such meeting:

RESOLVED, that in accordance with the provisions of Section 601(2)  
of the Iowa Banking Act, the affairs of this corporation shall be  
managed by a board of \_\_\_\_\_ directors and that this resolution be  
filed with the Superintendent of Banking.

Number of shares present \_\_\_\_\_  
(in person and by proxy)

Number of shares voting in affirmative \_\_\_\_\_

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary