

**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 meeting of the shareholders of the  
\_\_\_\_\_ 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