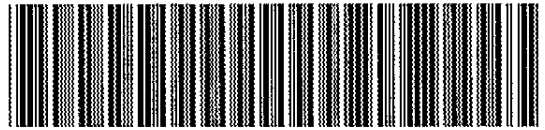


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

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04 MAY 14 PM 1:05

STATE RELATIONS  
TALLAHASSEE, FLORIDA

*WJH*



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 17, 2004

SARA LEA  
CSC  
TALLAHASSEE, FL

SUBJECT: PRAIRIELAND BANCORP., INC.  
Ref. Number: W04000018927

RECEIVED  
MAY 25 11 19 AM '04  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for PRAIRIELAND BANCORP., INC. and the authorization to debit your account in the amount of \$787.50. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 104A00034239

*Resubmit*



CORPORATION SERVICE COMPANY

FILED  
04 MAY 25 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 647390 : 4718535  
AUTHORIZATION : *Joshua M. Bialek*  
COST LIMIT : \$ *78,750*

ORDER DATE : May 13, 2004  
ORDER TIME : 10:39 AM  
ORDER NO. : 647390-005  
CUSTOMER NO: 4718535  
CUSTOMER: Joshua M. Bialek, Esq  
Porter Wright Morris & Arthur  
Suite 300  
5801 Pelican Bay Boulevard  
Naples, FL 34108

FOREIGN FILINGS

NAME: PRAIRIELAND BANCORP., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: \_\_\_\_\_



OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES COMMISSION

JES BUSH GOVERNOR

TOM GALLAGHER CHIEF FINANCIAL OFFICER

CHARLIE CRIST ATTORNEY GENERAL

CHARLES BRONSON COMMISSIONER OF AGRICULTURE

DON B. SAXON DIRECTOR

May 21, 2004

FILED 04 MAY 25 AM 9:11 SECRETARIAT OF STATE TALLAHASSEE, FLORIDA

Joshua M. Bialek, Esquire Porter Wright Morris & Arthur 5801 Pelican Bay Boulevard Suite 300 Naples, Florida 34108

Re: Prairieland Bancorp

Dear Mr. Bialek:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a holding company for Farmers and Merchants State Bank of Bushnell, Illinois.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

[Handwritten signature of Linda B. Chanty]

Linda B. Chanty Deputy Director Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, Secretary of State's Office

RECEIVED MAY 24 2004

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED  
04 MAY 25 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. **PrairieLand Bancorp., Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware**

(State or country under the law of which it is incorporated)

3. **37-1098758**

(FEI number, if applicable)

4. **September 15, 1980**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **May 17, 2004**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **484 East Main Street, Bushnell IL. 61422**

(Principal office address)

**484 East Main Street, PO Box 149, Bushnell IL. 61422**

(Current mailing address)

8. **Any lawful activity for which corporations may be organized under the laws of Delaware.**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: **Joshua M. Bialek, Esq.**

Office Address: **5801 Pelican Bay Blvd., Suite 300**

**Naples, Florida**

(City)

, Florida **34108**

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Michael G. Steelman

Address: 484 E. Main, Bushnell, IL. 61422

Vice Chairman: Stephen Holland

Address: 495 W. Osborn St., Bushnell, IL. 61422

Director: Daniel P. Cortelyou

Address: 484 E. Main, Bushnell, IL. 61422

Secretary  
~~SECRETARY~~ Donald C. Swartzbaugh

Address: 484 E. Main, Bushnell, IL. 61422

SEE ADDENDUM ATTACHED FOR ADDITIONAL DIRECTORS.

**B. OFFICERS**

President: Michael G. Steelman

Address: 484 E. Main, Bushnell, IL. 61422

Vice President: Stephen Holland

Address: 495 W. Osborn St., Bushnell, IL. 61422

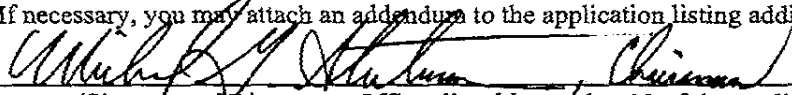
Secretary: Donald C. Swartzbaugh

Address: 484 E. Main, Bushnell, IL. 61422

Treasurer: Daniel P. Cortelyou

Address: 484 E. Main, Bushnell, IL. 61422

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Michael G. Steelman, Chairman  
(Typed or printed name and capacity of person signing application)

ADDENDUM

Director: Cynthia Rauschert

8 Hillcrest Drive, Bushnell, IL. 61422

Director: Terry Morrow

8 Red Clover Ct., St. Charles, MO. 63303

Director: Kenneth A. Curtis

21920 N. 2350th Rd., Prairie City, IL. 61470

# Delaware

PAGE 1

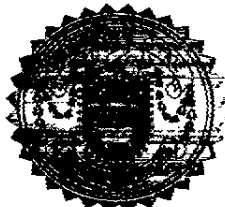
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRAIRIELAND BANCORP., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRAIRIELAND BANCORP., INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1980.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3106930

DATE: 05-12-04