

**Electronic Articles of Incorporation
For**

**P04000020139
FILED
January 29, 2004
Sec. Of State**

HMN FINANCIAL GROUP, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HMN FINANCIAL GROUP, INC.

Article II

The principal place of business address:

1290 EAST OAKLAND PARK BLVD.
SUITE 200
FT. LAUDERDALE, FL. 33334

The mailing address of the corporation is:

1290 EAST OAKLAND PARK BLVD.
SUITE 200
FT. LAUDERDALE, FL. 33334

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

DAVID A HOINES
1290 EAST OAKLAND PARK BLVD.
SUITE 200
FT. LAUDERDALE, FL. 33334

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DAVID A HOINES

Article VI

The name and address of the incorporator is:

DAVID A HOINES
1290 EAST OAKLAND PARK BLVD.
SUITE 200
FT. LAUDERDALE, FL 33334

Incorporator Signature: DAVID A HOINES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JONATHAN NEUMAN
1290 EAST OAKLAND PARK BLVD., SUITE 200
FT. LAUDERDALE, FL. 33334 US

Title: VP
DAVID A HOINES
1290 EAST OAKLAND PARK BLVD., SUITE 200
FT. LAUDERDALE, FL. 33334 US

Title: T
JEFFREY A MANDELL
1290 EAST OAKLAND PARK BLVD., SUITE 200
FT. LAUDERDALE, FL. 33334 US

Article VIII

The effective date for this corporation shall be:

01/29/2004