

**ARTICLES OF COMBINATION OF
AMERICAN CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION
WITH AND INTO
METROPOLITAN FEDERAL BANK, FSB**

Pursuant to 12 C.F.R. § 552.13, American Charter Federal Savings and Loan Association, a federally chartered savings bank ("American Charter") and Metropolitan Federal Bank, fsb, a federally chartered savings bank ("Metropolitan") hereby adopt the following Articles of Combination for the purpose of merging American Charter with and into Metropolitan, which shall be the resulting association.



1. The Plan of Voluntary Supervisory Conversion and Merger, pursuant to which American Charter will convert from the mutual to stock form and simultaneously merge with and into Metropolitan, required as a part of these Articles of Combination by 12 C.F.R. § 552.13(j) (the "Plan"), is attached hereto as Exhibit A.
2. As of the date hereof, upon consummation of the conversion but prior to the merger, there were 1,000 shares of the Common Stock of American Charter issued and outstanding and 2,920,825 shares of the Common Stock of Metropolitan issued and outstanding.
3. The number of shares of Common Stock of each association voted for and against the Plan are set forth below:

<u>Entity</u>	<u>For</u>	<u>Against</u>
American Charter	1,000	0
Metropolitan	2,920,825	0

4. Accordingly, the Plan has been duly approved and adopted by each association.

IN WITNESS WHEREOF, the parties have caused these Articles of Combination to be executed by its duly authorized officers as of December 16, 1992.

AMERICAN CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION

METROPOLITAN FEDERAL BANK, FSB

By Jerry L. Record
Its President and
Chief Executive Officer

By Stan K. Dardia
Its President and
Chief Executive Officer

Attested By Larry J. Frederick
Its Secretary

Attested By Charles D. Kalil
Its Secretary

The undersigned each hereby affirm that the statements contained in the foregoing Articles of Combination are true and correct.

AMERICAN CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION

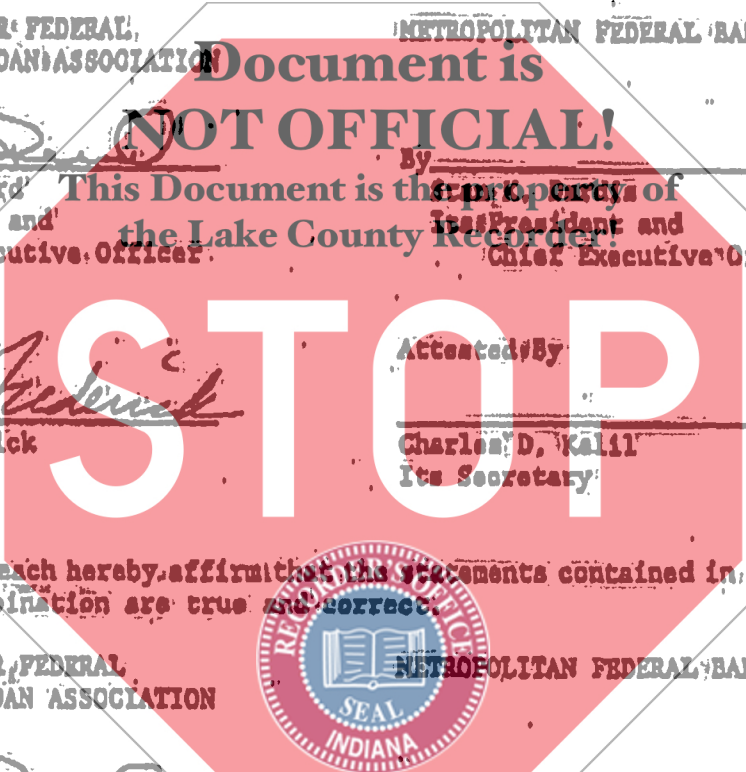
METROPOLITAN FEDERAL BANK, FSB

By Jerry L. Record
Its President and
Chief Executive Officer

By Stan K. Dardia
Its President and
Chief Executive Officer

Attested By Larry J. Frederick
Its Secretary

Attested By Charles D. Kalil
Its Secretary



4. Accordingly, the Plan has been duly approved and adopted by each association.

IN WITNESS WHEREOF, the parties have caused these Articles of Combination to be executed by its duly authorized officers on December 16, 1992.

AMERICAN CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION

METROPOLITAN FEDERAL BANK, FSB

Document is NOT OFFICIAL

By Jerry L. Record
Its President and
Chief Executive Officer

This Document is the property of the Lake County

Stan K. Dardis
Its President and
Chief Executive Officer

Attested By

Larry J. Frederick
Its Secretary

Attested By

Charles D. Kalil
Its Secretary

The undersigned each hereby affirm that the statements contained in the foregoing Articles of Combination are true and correct.

AMERICAN CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION

METROPOLITAN FEDERAL BANK, FSB



By Jerry L. Record
Its President and
Chief Executive Officer

By Stan K. Dardis
Its President and
Chief Executive Officer

Attested By

Larry J. Frederick
Its Secretary

Attested By

Charles D. Kalil
Its Secretary

ENDORSEMENT

The foregoing Articles of Combination, relating to the merger of American Charter Federal Savings and Loan Association, Lincoln, Nebraska, and Metropolitan Federal Bank, fsb, Fargo, North Dakota, were filed with the Corporate Secretary of the Office of Thrift Supervision, and endorsed pursuant to Section 552.13(k) of the Rules and Regulations for All Savings Associations (12 C.F.R. Sec. 552.13(k)), effective as of December 16, 1992, at 11:30 A.M., E.S.T.

Document is
NOT OFFICIAL!

OFFICE OF THRIFT SUPERVISION

This Document is the property of
By: *Kevin J. Washington*
the Lake County Recorder
Its: Corporate Secretary

STOP

RECORDER'S OFFICE
SEAL
INDIANA