

This instrument was prepared by:
Davenport, Evans, Hurwitz & Smith, L.L.P.
Terry N. Prendergast
206 West 14th Street, P.O. Box 1030
Sioux Falls, SD 57101-1030
(605) 336-2880

POWER OF ATTORNEY

First International Bank & Trust, 100 N Main Street, PO Box 607 Watford City, ND 58854, a North Dakota Bank, hereby appoints the Secretary of State of the State of South Dakota or his/her successor in office as the person upon whom all notices and processes issued by any Court of the State of South Dakota may be served in any action or proceeding relating to any trust, estate, or matter within the State of South Dakota in respect of which First International Bank & Trust is acting in any fiduciary capacity.

This designation shall be irrevocable so long as any liability against First International Bank & Trust as a fiduciary, shall remain outstanding in the State of South Dakota

The Secretary of State should send any such notices and process to:

Anita Quale
Secretary – First International Bank & Trust
100 N Main
PO Box 607
Watford City, ND 58854

Dated at Fargo, North Dakota, this 24th day of January, 2018.

FIRST INTERNATIONAL BANK & TRUST

BY: 

President

B0051-1962 02/01/2018 9:17AM Rec'd by SD SOS

Subscribed and sworn to before me this 24 day of JANUARY, 2018.

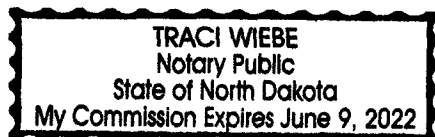
Notary Public

[Signature]

My Commission Expires:

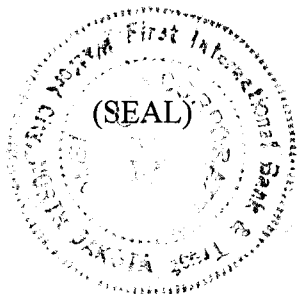
6/9/22

(SEAL)



I hereby certify that I am the duly appointed Secretary of the First International Bank & Trust, a state banking association, and that the attached is an exact copy of the original charter dated 4/16/1910 which is still in full force and effect.

Dated this 24th day of January 2018.

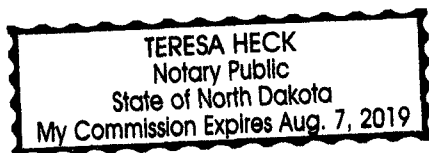


Anita Quale
Anita Quale

Subscribed and sworn to before me this 24 day of January, 2018.

Notary Public Teresa Heck
My Commission Expires: _____

(SEAL)



ORGANIZATION CERTIFICATE OF THE

Farmers State Bank of Arnegard

State Bank

Know all Men by These Presents, That we, whose names are hereunto subscribed, have this day united ourselves together to form an association for carrying on the business of banking under the laws of the State of North Dakota, and have adopted and executed Articles of Association, in duplicate for that purpose, and have duly forwarded a copy of such articles to the Secretary of State of North Dakota; that we do hereby under our hand make and file the following as our Certificate of Organization:

FIRST

The name of said corporation is Farmers State Bank of Arnegard

SECOND

The place where the business of discount and deposit are to be carried on is

Arnegard, N. D.

THIRD

The amount of the capital stock and the amount into which its shares are to be divided is
Ten Thousand Dollars, divided into one hundred shares, of One Hundred Dollars each.

FOURTH

The names and places of residence of the shareholders and the number of shares held by each of them are as follows:

NAME	RESIDENCE	NO. OF SHARES
M. E. Wilson	Minneapolis, Minn.	30
L. O. Tollefson	Williston, N. D.	30
A. O. Anderson	Williston, N. D.	20
G. A. Stenehjem	Arnegard, N. D.	20

FIFTH

The period at which this corporation shall commence business shall be

May First, 1910

and it shall terminate

May First, 1935.

In Witness Whereof, We have hereunto set our hands and seals, each for himself, this Sixteenth day of April, A. D., 1910.

ATTEST

one of the undersigned, being a duly qualified and sworn notary public in and for the State of North Dakota, do hereby certify that the foregoing is a true and correct copy of the original of the above Certificate of Organization, as the same appears from the records of the Secretary of State of North Dakota.

L. O. Tollefson [SEAL]
M. E. Wilson [SEAL]
G. A. Stenehjem [SEAL]
A. O. Anderson [SEAL]
[SEAL]
[SEAL]

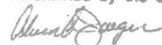


STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 131 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 1/9/18

BY: AL



Alvin A. Jaeger
SECRETARY OF STATE

Organization Certificate
OF THE

Farmers State Bank

STATE BANK
of Arneberg

STATE OF NORTH DAKOTA,
Secretary's Office.

Filed in my office this

day of May 13th 1900

and recorded in Book of Blanks, Vol.

No. 33 Page 191

Secretary of State

Certificate issued same date.

STATE OF NORTH DAKOTA,
COUNTY OF MCKENZIE, } ss

Office of REGISTER of DEEDS,
I hereby certify that the within instrument was filed
in this office for record on the 2nd day of
May, 1900, at 10:00 A.M., and was duly recorded in Book 11 of McKenzie
on page 186.

Register of Deeds

Certificate of Record by Register of Deeds of your
county should appear in above space.

Times Print, Flaxton, N. Dak.

STATE OF NORTH DAKOTA,
County of Williams } ss

On this 25rd day of April 1900 before me personally
appeared L. O. Tollefson, M. E. Wilson, C. A. Stenehjem, and A. O. Anderson

known to me to be the persons who are described in and who executed the foregoing certificate of organization,
and they and each of them acknowledged to me that they executed the same.

H. C. Skarig
Notary Public
NOTARY PUBLIC, WILLIAMS CO., N. D.
My Commission Expires June 9th, 1915

Certificate of Change of Corporate Name

OF

Farmers State Bank of Arnagard, Arnagard, N. D.

We, the undersigned Chairman and Secretary of the meeting and a majority of the directors do hereby certify:

That a meeting of the stockholders of the Farmers State Bank of Arnagard,

Arnagard, N. Dak.

was held at its office in the city of

Arnagard

, North Dakota, on the

20th

day of

December

, 1933

, in compliance with Section 4557,

Compiled Laws of North Dakota, 1918:

That 150 shares of stock were represented at the meeting;

That the following resolution, amending the articles of incorporation in accordance with Section

4563, Compiled Laws of North Dakota, 1918, was adopted by the stockholders representing

150

shares or at least two-thirds of the entire capital stock of such corporation:

RESOLVED, That the name of this corporation be changed from

Farmers State Bank of Arnagard, Arnagard, N. D.

to

of

First International Bank, Watford City, N. D.

Witness our hands and the seal of this corporation at

Arnagard

, North

Dakota this 20th

day of

December

1933

APPROVED BY
STATE BANKING BOARD

1-4-34
Sergeant

Ole Drowal
Director.

Ivar Drowal
Director.

G. A. Stenham
Director.

Arthur Hagen
Director.

Ole Stenham
Director.

Ole Drowal
Chairman of the Meeting.

Ole Stenham
Secretary of the Meeting.

Director.

Director.

Director.

STATE OF NORTH DAKOTA,

County of McKenzie

ss.

On this 20th day of December in the year A. D. One Thousand Nine Hundred

thirty-three, before me A. J. Gronna, District Judge, a Notary Public

5th Judicial Dist., State of N. D.

in and for

County, North Dakota, personally appeared

Ole Drowal, Chairman. G. A. Stenham, Secretary. G. A. Stenham.

Ivar Drowal and Arthur Hagen, Directors

known to me to be the persons whose names are subscribed to the foregoing instrument, and they

severally duly acknowledged to me that they executed the same.

Witness my hand and official seal this 20th day of December A. D. 1933.

Read Sections 4557 and 4563, C. L. 1918, on back of form.
A. J. Gronna
Notary Public.
District Judge, 5th Judicial Dist.,
State of North Dakota.

B0051-1967 02/01/2018 9:17AM Rec'd by SD SOS

Section 4557, C. L. 1913. Powers of Corporation. Increasing or Diminishing Stock. Every corporation may increase or diminish its capital stock at a meeting called for that purpose by the directors, as follows:

1. Notice of the time and place of the meeting stating its object and the amount to which it is proposed to increase or diminish its capital stock must be personally served on each stockholder resident in the state sixty days prior to the time of such meeting at his place of residence if known; and the notice must be given to stockholders whose place of residence is unknown or who are not residents in the state by the publication of such notice in a newspaper published in the county where the principal office of the corporation is situated, not less than once a week for sixty days prior to such meeting;
2. The capital stock must in no case be diminished to an amount less than the indebtedness of the corporation, or the estimated cost of the works which it may be the purpose of the corporation to construct.
3. At least two-thirds of the entire capital stock, except as hereinbefore provided, must be represented by the vote in favor of the increase or diminution before it can be effected.
4. A certificate must be signed by the chairman and the secretary of the meeting and a majority of the directors, showing a compliance with the requirements of this section, the amount to which the capital stock has been increased or diminished, the amount of stock represented at the meeting and the vote by which the object was accomplished.
5. The certificate must be filed in the office of the secretary of state, there to be recorded in the book of corporations, and thereupon the capital stock shall be so increased or diminished.

Section 4562. Changing Corporate Name. Every private corporation created and existing, or which may hereafter be created under the laws of the state of North Dakota, may change its name at a meeting called for that purpose by the directors, as follows:

1. Notice of the time and place of the meeting, stating its object, must be served in the manner prescribed in Section 4557.
2. At least two-thirds of the entire capital stock must be represented by the vote in favor of the change of name.
3. A certificate must be signed by the chairman and secretary of the meeting and a majority of the directors, showing a compliance with the requirements of this section, the name adopted as the new name of such corporation, the amount of stock or the number of members represented at the meeting and the vote by which the change of name was accomplished.
4. The certificate must be filed in the office of the secretary of state, there to be recorded in the book of corporations, and thereupon the name of such corporation shall be so changed.
5. The written assent of the holders of three-fourths of the subscribed capital stock shall be as effectual to authorize the change of name as if a meeting was called and held, as prescribed by this section, and upon such written assent the president and secretary may proceed to make the certificate to the secretary of state as herein provided.
6. Every proceeding, act, liability or thing done, undertaken, or incurred by or on behalf of the corporation, under its former name, shall be and continue of the same validity and obligation under such new name as if the name had remained unchanged.

RECEIVED
STATE EXAMINER
JUN 23 1934
ANSWERED

71 / No. 848

Certificate of Change of Corporate Name
OF

Farmers State Bank of Arnegard.

to

First International Bank of Watford City,
Watford City, N. Dak.

STATE OF NORTH DAKOTA
Department of State
Filed for record and certificate issued

this 23rd day of
February 19 34

and recorded in Volume Three
of Bank Amendments

412

Robert Byrne
Secretary of State.

By Charles Lissman
Deputy.

Fee: \$ 6.00

Fees: \$2.00 for filing certificate.
\$2.00 for issuing certificate.
Payable to the Secretary of State.

RECEIVED

State of South Dakota

Office of the Secretary of State

Certificate of Authority

Foreign Business Corporation

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Application for Certificate of Authority to transact business in this state for

First International Bank & Trust

BUSINESS ID# FK143394

with an effective date of: February 1, 2018, duly signed and verified, pursuant to the provisions of the South Dakota Corporation Acts, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the Application for Certificate of Authority.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, February 1, 2018.

Shantel Krebs

Shantel Krebs
Secretary of State

02/01/2018 10:30 AM



South Dakota Secretary of State

SHANTEL KREBS

TERRY N PRENDERGAST
DAVENPORT EVANS
PO BOX 1030
SIOUX FALLS SD 57101-1030

February 1, 2018

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID :	FK143394
Filing Type:	Business Corporation - Foreign
Filing Date:	02/01/2018
Status:	Good Standing
Duration Term:	Perpetual
Business Type:	Foreign Fiduciary

Registered Agent Address:

Principal Address:

107 N MAIN STREET
WATFORD CITY, ND 58854

Congratulations on the successful filing of your **Application for Certificate of Authority** for **First International Bank & Trust** in the State of South Dakota which is effective on the date shown above.

Shantel Krebs
Secretary of State
State of South Dakota

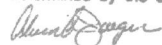


STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 131 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 1/9/18

BY: AL


Alvin A. Jaeger

SECRETARY OF STATE