

HEARTLAND BANCCORP

**430 NORTH HAMILTON ROAD
WHITEHALL, OHIO 43213**

April 11, 2019

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of Heartland BancCorp. The annual meeting will be held on Tuesday, May 21, 2019 at 6:00 p.m., Eastern Time, at the Heartland Bank Corporate Center, 430 North Hamilton Road, Whitehall, Ohio 43213. Enclosed are the notice of annual meeting of shareholders and the proxy statement, describing the business that will be acted upon at the annual meeting.

Your vote is very important, regardless of the number of shares of common stock that you own. To vote your shares of common stock, you may use the enclosed proxy card or attend the annual meeting and vote in person. On behalf of the board of directors, I urge you to complete, sign, date and return the enclosed proxy card as soon as possible, even if you currently plan to attend the annual meeting.

Thank you for your support of Heartland BancCorp. I look forward to seeing you at the annual meeting.

Sincerely,

G. Scott McComb
Chairman, President and CEO

HEARTLAND BANCCORP

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WHITEHALL, OHIO 43213

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD TUESDAY, MAY 21, 2019 AT 6:00 P.M., EASTERN TIME

You are invited to attend the annual meeting of shareholders (the "Annual Meeting") of Heartland BancCorp ("Heartland," the "Company," "we," "our" or "us"), to be held on Tuesday, May 21, 2019 at 6:00 p.m., Eastern Time, at the Heartland Bank Corporate Center, 430 North Hamilton Road, Whitehall, Ohio 43213. The purpose of this meeting is to consider and vote upon the following proposals:

- (1) to elect the 12 nominees named in the accompanying proxy statement to serve on the Board of Directors of the Company;
- (2) to ratify the selection of BKD, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019;
- (3) to approve amendments to Articles Fifth, Sixth, Eighth, Eleventh, and Twelfth of our Articles of Incorporation (the "Current Articles");
- (4) to approve an amendment to Article Fourth of the Current Articles to increase the number of shares of authorized common stock and to authorize "blank-check" preferred stock;
- (5) to approve an amendment to the Current Articles to add Article Ninth to eliminate cumulative voting;
- (6) to approve an amendment to the Current Articles to add Article Tenth to provide that a special meeting of shareholders may be called only by the Board of Directors, the chairman of the board, the president, or holders of not less than 30% of all of the shares outstanding and entitled to vote;
- (7) to adjourn or postpone the Annual Meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of such adjournment or postponement to adopt any or all of the proposals; and
- (8) to transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof. Except with respect to the procedural matters incident to the conduct of the Annual Meeting, we are not aware of any other business to be brought before the Annual Meeting.

Each of the proposals is described in more detail in the accompanying proxy statement, which you are urged to read carefully and in its entirety. The Company is not aware of any other items of business to be brought before the Annual Meeting. For the reasons set forth in the proxy statement, the Board of Directors unanimously recommends that you vote "FOR" the proposals and the nominees to serve on the Board of Directors of the Company.

The Board of Directors of the Company has fixed Monday, March 25, 2019 as the record date for the Annual Meeting. Holders of shares of common stock of record at the close of business on Monday, March 25, 2019 are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting or at any postponement or adjournment of the Annual Meeting. Your vote is very important, regardless of the number of shares of common stock that you own. Nominees for director are elected by a plurality of the vote, meaning that the 12 nominees named in Proposal 1 who receive the largest number of votes cast "FOR" will be elected as directors. Each of Proposals 2 and 7 must be approved by a majority of shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote on

the proposal. Each of Proposals 3 through 6 must be approved by the affirmative vote of the holders of at least two-thirds of our outstanding shares of common stock entitled to vote.

You are cordially invited to attend the Annual Meeting in person. However, whether or not you expect to attend the Annual Meeting in person, we urge you to sign, date and return the enclosed proxy card at your earliest convenience. This will ensure the presence of a quorum at the Annual Meeting and that your shares are voted in accordance with your directions. For your convenience, we have enclosed a self-addressed, postage-paid envelope for the return of your proxy card. Your prompt response will help reduce proxy solicitation costs, which are paid for by us. Sending in your proxy card will not prevent you from voting your shares at the Annual Meeting if you desire to do so, as your proxy is revocable at your option at any time prior to the Annual Meeting in the manner described herein.

YOUR VOTE AT THE ANNUAL MEETING IS EXTREMELY IMPORTANT. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE THE ENCLOSED PROXY CARD "FOR" THE PROPOSALS AND THE NOMINEES TO SERVE ON THE BOARD OF DIRECTORS OF THE COMPANY.

By Order of the Board of Directors

April 11, 2019
Whitehall, Ohio

G. Scott McComb
Chairman, President and CEO

HEARTLAND BANCCORP

430 NORTH HAMILTON ROAD
WHITEHALL, OHIO 43213

PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, MAY 21, 2019

Unless the context otherwise requires, references in this proxy statement to “we,” “us,” “our” and the “Company” are to Heartland BancCorp and its consolidated subsidiaries. Unless the context otherwise requires, references to the “shareholders” are to the holders of our voting securities, which consist of our common stock, no par value. Unless the context otherwise requires, references to our “common stock” are to our sole existing class of common stock.

The Board of Directors of Heartland BancCorp provides this proxy statement in conjunction with the solicitation of proxies for the annual meeting of shareholders (the “Annual Meeting”) to be held on Tuesday, May 21, 2019 at 6:00 p.m., Eastern Time, at the Heartland Bank Corporate Center, 430 North Hamilton Road, Whitehall, Ohio 43213, and any adjournments or postponements thereof.

OFFICERS:

The officers of Heartland BancCorp are:

Chairman, President and Chief Executive Officer	G. Scott McComb
Vice Chairman	Jay B. Eggspuehler
Secretary	Jodi L. Garrison
Executive Vice President and Chief Financial Officer	Carrie L. Almendinger

CURRENT DIRECTORS:

William A. Dodson, Jr.	G. Scott McComb
Beverly J. Donaldson	Robert C. Overs
Jay B. Eggspuehler	Gary D. Paine
Jodi L. Garrison	William J. Schottenstein
David C. Kotary	George R. Smith
Cheryl L. Krueger	Richard A. Vincent

All of the directors serve a one-year term, which expires with the election of their successors at the Annual Meeting set for May 21, 2019.

PROXY COMMITTEE:

The Board of Directors has appointed G. Scott McComb, Jay B. Eggspuehler and Jennifer L. Eckert to serve as its Proxy Committee for the Annual Meeting and any adjournments or postponements thereof.

BACKGROUND AND REASONS FOR THE COMPANY'S SOLICITATION

The Company is soliciting your vote in the election of nominees to our Board of Directors, in the ratification of the selection of BKD, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019, and in the approval of several amendments to our current Articles of Incorporation (the "Current Articles"). The amendments are described in greater detail in Proposals 3 through 6. In the ordinary course of business, the Board of Directors considers the structure of the Company's corporate governance, along with changes to relevant law and best practices. These amendments may help the Company take advantage of certain strategic opportunities if they arise. The Board of Directors has proposed amendments to our Current Articles that it believes are in the best interests of the Company and its shareholders. The proposed Amended and Restated Articles of Incorporation, attached as Appendix A (the "Amended Articles"), include all of the proposed amendments to the Current Articles described in this proxy statement and included in Proposals 3 through 6, as well as certain immaterial technical and formatting changes. You are urged to read the entire Amended Articles. A comparison between the Amended Articles and the Current Articles is also attached as Appendix B.

If all of the proposed amendments to our Current Articles are approved by the requisite number of shares, then the Company will file the Amended Articles, attached hereto as Appendix A, with the Ohio Secretary of State. If some but not all of the proposed amendments to our Current Articles are approved by the requisite number of shares, then the Company will file Amended Articles reflecting such amendments and other immaterial technical and formatting changes.

PROPOSAL 1

ELECTION OF DIRECTORS

The Code of Regulations of Heartland BancCorp provides for the election of not more than 15 directors, each for a term of one year, concluding with the election of a successor at the next subsequent annual meeting. There are 12 current directors.

The Current Articles provide that the number of directors will be determined by a vote of the shareholders. The Board of Directors has approved a resolution to establish the number of directors at 12.

Mr. David C. Kotary will not be standing for re-election. To fill the vacated seat left by Mr. Kotary, one new director is proposed for a term of one year, concluding with the election of his successor, Gregory M. Ubert, at the next subsequent meeting, as follows:

Gregory M. Ubert – Mr. Ubert's twin passions for coffee and entrepreneurship have driven his career for 27 years. In 1991, he founded Crimson Cup Coffee & Tea as a one-man operation in his hometown of Columbus, Ohio. Today, the Columbus coffee company is recognized as one of the country's top coffee roasters. Among other honors, Crimson Cup was named *Roast* magazine's 2016 Macro Roaster of the Year.

Crimson Cup distributes coffee in 39 states, Guam and Bangladesh through coffee shops, restaurants, food service operations, college campuses and specialty grocers. The company also operates Crimson Cup Coffee Houses in Clintonville, Upper Arlington and Tallmadge, Ohio and a coffee bar at the Greater Columbus Convention Center. Mr. Ubert and his team travel more than 45,000 miles each year to source coffee and to build relationships with coffee growers. The company employs over 75 associates and roasts over 500,000 pounds of coffee each year. Through its 7 Steps to Success coffee franchise alternative program, Crimson Cup has helped hundreds of entrepreneurs launch successful independent coffee shops. The program is based on Mr. Ubert's book, *Seven Steps to Success: A Common Sense Guide to Succeed in Specialty Coffee*.

Active in the community, Mr. Ubert sits on the boards of the Columbus Chamber of Commerce and Cancer Support Community of Central Ohio. He holds a B.A. in economics from Harvard University. Mr. Ubert is a graduate of Thomas Worthington High School and resides in Upper Arlington with his wife, Laura, and their three children.

The Board of Directors believes that Mr. Ubert will serve the Company with merit and competence and recommends that he be elected as a director of Heartland BancCorp.

The Board of Directors has nominated the following persons to serve as directors of the Company:

William A. Dodson, Jr.
Beverly J. Donaldson
Jay B. Eggspuehler
Jodi L. Garrison
Cheryl L. Krueger
G. Scott McComb

Robert C. Overs
Gary D. Paine
William J. Schottenstein
George R. Smith
Gregory M. Ubert
Richard A. Vincent

Board Recommendation

The Board of Directors recommends that the shareholders of the Company vote "FOR" each of the 12 nominees named in this Proposal 1 to serve on the Board of Directors of the Company.

Vote Required

Nominees to serve on the Board of Directors are elected by a plurality of the vote. Consequently, the 12 nominees named in this Proposal 1 who receive the largest number of votes cast "FOR" will be elected as directors.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" EACH OF THE NOMINEES NAMED IN THIS PROPOSAL 1 TO SERVE ON THE BOARD OF DIRECTORS OF THE COMPANY.

PROPOSAL 2

RATIFICATION OF THE SELECTION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has selected BKD, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019. The Board of Directors is asking that the shareholders ratify this selection.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve the proposal to ratify the selection of BKD, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019. The Board of Directors has determined that the approval of Proposal 2 is in the best interests of the Company and its shareholders and recommends that the shareholders vote "FOR" Proposal 2.

Vote Required

The approval of Proposal 2 will require the affirmative vote of a majority of shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal.

**THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE
APPROVAL OF PROPOSAL 2**

PROPOSAL 3

APPROVAL OF AMENDMENTS TO ARTICLES FIFTH, SIXTH, EIGHTH, ELEVENTH, AND TWELFTH OF THE CURRENT ARTICLES

The Board of Directors has approved and recommends that the shareholders of the Company approve certain amendments to the Current Articles to modernize them and conform them to reflect the provisions of the Ohio General Corporation Law. The following table sets forth each of the amendments to the Current Articles that will be implemented if shareholders approve Proposal 3.

Current Articles	Amended Articles	Change Effected by the Amended Articles
Fifth	Fifth	Article Fifth of the Current Articles states that our shareholders shall not have preemptive rights. The proposed amended Article Fifth expands upon and clarifies that explicit denial of preemptive rights.
Sixth	Sixth	Article Sixth of the Current Articles provides that the Company may purchase or redeem shares of stock issued by it, to the extent of the surplus available for cash dividends. The proposed amended Article Sixth provides that the Company has the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Company and any selling shareholders.
Eighth	Eighth	Article Eighth of the Current Articles provides mandatory indemnification of officers, directors and certain other persons related to the Company. The proposed amended Article Eighth provides permissive indemnification of such persons, allowing the Company to elect to indemnify those persons to the greatest extent permitted by applicable law. Those persons seeking indemnification may still be indemnified by other means, such as through contractual agreements with the Company.
--	Eleventh	This proposed new Article Eleventh reiterates the corporate approvals required under Ohio law to amend the Articles of Incorporation.
--	Twelfth	This proposed new Article Twelfth adds a statement required under Ohio law noting that the Amended Articles take the place of and supersede the Current Articles.

The full text of the Amended Articles, which are drafted to reflect the approval of all of the proposals to be voted on at the Annual Meeting, is set forth in Appendix A.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve Proposal 3, has determined that the approval of Proposal 3 is in the best interests of the Company and its shareholders and recommends that the shareholders vote "FOR" Proposal 3.

Reasons for the Board Recommendation

The Board of Directors believes it to be in the Company's best interest to adopt the above-listed amendments to the Current Articles. The amendments proposed will modernize the Current Articles, conform them to reflect the provisions of the Ohio General Corporation Law and delete and update provisions that the Company believes are unnecessary, ineffective, confusing or otherwise inappropriate.

Vote Required

The approval of Proposal 3 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 3

PROPOSAL 4

APPROVAL OF AN AMENDMENT TO ARTICLE FOURTH OF THE CURRENT ARTICLES TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK AND AUTHORIZE "BLANK-CHECK" PREFERRED STOCK

The Board of Directors has approved and recommends that the shareholders of the Company approve certain amendments to Article Fourth of the Current Articles to: (i) increase the authorized common stock of the Company from 5,000,000 shares to 50,000,000 shares and (ii) authorize 1,000,000 shares of "blank-check" preferred stock. The Board of Directors has approved such increases in authorized capital stock.

The proposed amendment, if approved by our shareholders, would replace Article Fourth of the Current Articles with the following:

"FOURTH: Authorized Capital Stock.

I. The total number of shares of capital stock which the Corporation is authorized to have outstanding is 51,000,000 shares, which shall be divided into two classes, consisting of 50,000,000 shares of common stock, no par value ("Common Stock"), and 1,000,000 shares of preferred stock, no par value ("Preferred Stock").

II. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

III. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively."

The full text of the Amended Articles, which are drafted to reflect the approval of all of the proposals to be voted on at the Annual Meeting, is set forth in Appendix A.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve Proposal 4, has determined that the approval of Proposal 4 is in the best interests of the Company and its shareholders and recommends that the shareholders vote “FOR” Proposal 4.

Reasons for the Board Recommendation

The Board of Directors believes that having a greater number of authorized shares of common stock available for issuance provides the Company additional flexibility to take advantage of capital markets and possible acquisition opportunities in the future. The Board of Directors also believes that having the authority to issue additional shares of common stock will avoid the delay and expense of calling and holding additional meetings of shareholders to increase the authorized shares at a later date and will enhance our ability to respond promptly to opportunities related to capital raises, mergers, and acquisitions.

“Blank-check” preferred stock allows the Board of Directors to determine on its own the rights and designations of the preferred stock that it issues, including the voting rights, dividend rate, powers and preferences associated with such preferred stock. This can help the Company take advantage of capital markets and strategic opportunities as they arise and can also help guard against a hostile takeover of the Company.

Potential Anti-Takeover Effects of Proposal 4

Under certain circumstances, the additional shares of common stock and the “blank-check” preferred stock could be used to make an attempt to gain control of the Company or the Board of Directors more difficult or time-consuming. Any of the additional shares of common stock and the “blank-check” preferred stock could be privately placed with purchasers who might side with the Board of Directors in opposing a hostile takeover bid. It is possible that such shares could be sold with or without an option, on our part, to repurchase such shares, or on the part of the purchaser, to put such shares to us.

The amendment to increase the authorized shares of common stock and to authorize the “blank-check” preferred stock might be considered to have the effect of discouraging an attempt by another person or entity, through the acquisition of a substantial number of shares of our capital stock, to acquire control of us, because the issuance of the additional shares of common stock and the “blank-check” preferred stock could be used to dilute the stock ownership of a person or entity seeking to obtain control and to increase the cost to a person or entity seeking to acquire a majority of the voting power of our Company. If so used, the effect of the additional authorized shares of common stock and the “blank-check” preferred stock might be (i) to deprive shareholders of an opportunity to sell their stock at a temporarily higher price as a result of a tender offer or the purchase of shares by a person or entity seeking to obtain control of us, or (ii) to assist incumbent management in retaining its present position.

Proposal 4 is not being recommended in response to any specific effort of which the Company is aware to accumulate the common stock or to obtain control of the Company.

The Board of Directors believes that approval of Proposal 4 is in the best interest of the Company and its shareholders.

Vote Required

The approval of Proposal 4 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 4

PROPOSAL 5

APPROVAL OF AN AMENDMENT TO THE CURRENT ARTICLES TO ADD ARTICLE NINTH TO ELIMINATE CUMULATIVE VOTING RIGHTS

The Board of Directors has approved and recommends that the shareholders of the Company approve a proposed amendment to add a new Article Ninth to the Current Articles to eliminate the right of shareholders to cumulate their votes. Under Ohio law, for the Company to eliminate the right of shareholders to cumulate their votes, a provision must be added to the Current Articles.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve Proposal 5, has determined that the approval of Proposal 5 is in the best interests of the Company and its shareholders and recommends that the shareholders vote “FOR” Proposal 5.

Reasons for the Board Recommendation

Our shareholders currently may elect directors by a procedure called “cumulative voting.” Cumulative voting enables a shareholder to cumulate such shareholder’s votes for the election of a nominee for director by casting a number of votes for such nominee equal to the number of directors to be elected multiplied by the number of votes to which the shareholder is entitled. The shareholder also may distribute his or her votes among two or more nominees on the same basis. This procedure allows a shareholder to cumulate his or her votes for one or more of the nominees for director, meaning that his or her votes may be cast for one or more of the nominees. For example, in an election of three directors where a shareholder has one vote per share of common stock, the shareholder would have three votes if cumulative voting was in effect. The shareholder could cast those three votes for one of the directors, or cast two votes for one director and one vote for another, or cast one vote for each of the three nominees.

Our Board of Directors believes this procedure is overly complicated to implement, seldom if ever used by shareholders, and is no longer in the best interests of our Company and our shareholders. In addition, a shareholder or group of shareholders holding a relatively small number of shares that cumulatively votes its shares in an election of directors could elect one or more directors, whose loyalty may primarily be to the minority group responsible for their election rather than to our Company and all of our shareholders. Our Board of Directors believes that each director is responsible to, and should represent the interests of all shareholders, as opposed to a minority shareholder group that may have special interests and goals inconsistent with those of the majority shareholders. The election of directors who view themselves as representing a particular minority shareholder group could result in partisanship and discord on our Board of Directors and may impair the ability of our directors to act in the best interests of our Company and all of our shareholders. In addition, our Board of Directors believes that cumulative voting is not a customary practice among other companies. Accordingly, our Board of Directors is proposing to eliminate cumulative voting.

The elimination of cumulative voting might under certain circumstances render more difficult or discourage a merger, tender offer or proxy contest, the assumption of control by a holder of a large block of our shares of common stock or the removal of incumbent management. Proposal 5 is not being recommended in response to any specific effort of which the Company is aware to accumulate the common stock or to obtain control of the Company.

The Board of Directors believes that approval of Proposal 5 is in the best interest of the Company and its shareholders.

If the shareholders approve Proposal 5, then the Board of Directors will approve a conforming amendment to our Amended and Restated Code of Regulations (the “Code of Regulations”) to align the relevant sections of the Code of Regulations with the Amended Articles.

Vote Required

The approval of Proposal 5 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 5

PROPOSAL 6

APPROVAL OF AN AMENDMENT TO THE CURRENT ARTICLES TO ADD ARTICLE TENTH TO PROVIDE THAT A SPECIAL MEETING OF SHAREHOLDERS MAY BE CALLED ONLY BY THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD, THE PRESIDENT, OR HOLDERS OF NOT LESS THAN 30% OF ALL OF THE SHARES OUTSTANDING AND ENTITLED TO VOTE

The Board of Directors has approved and recommends that the shareholders of the Company approve a proposed amendment to add a new Article Tenth to the Current Articles to provide that special meetings of shareholders may be called only by (i) the chairman of the board or the president, (ii) a majority of the Board of Directors, or (iii) upon the written request of the holders of record of at least 30% of all the shares outstanding at the time of the call of such shareholders' meeting and then entitled to vote at such meeting.

Under our Code of Regulations, special meetings of shareholders may be called by (i) the chairman of the board or the president, (ii) a majority of the Board of Directors, or (iii) upon the written request of the holders of record of at least 25% of all the shares outstanding at the time of the call of such shareholders' meeting and then entitled to vote at such meeting. The Current Articles do not discuss how a special meeting of shareholders may be called. Therefore, special meetings may be called by the persons permitted under our Code of Regulations.

The proposed amendment would add the following language:

“TENTH: Special Meetings of Shareholders. A special meeting of the shareholders may be called by the chairman of the board, if any, or by the president, or by a majority of the directors acting with or without a meeting, or by the holders of record of 30.0% of all the shares outstanding at the time of the call of such shareholders' meeting and then entitled to vote at such meeting who delivers a written request to call the special meeting in accordance with the Code of Regulations of the Corporation.”

The full text of the Amended Articles, which are drafted to reflect the approval of all of the proposals to be voted on at the Annual Meeting, is set forth in Appendix A.

If the shareholders approve Proposal 6, then the Board of Directors will approve a conforming amendment to our Company's Code of Regulations to align the relevant sections of the Code of Regulations with the Amended Articles.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve Proposal 6, has determined that the approval of Proposal 6 is in the best interests of the Company and its shareholders and recommends that the shareholders vote “FOR” Proposal 6.

Reasons for the Board Recommendation

The Board of Directors believes that setting at 30% the voting power necessary for a shareholder or shareholders to call a special meeting is appropriate in light of the need to strike a balance between ensuring accountability to shareholders and enabling the Board of Directors and management to manage and run the Company in an effective manner.

A special meeting of shareholders poses substantial administrative and financial burdens on a company and its shareholders in light of the legal costs for preparing required disclosure documents, the printing and mailing costs, and the time commitment required of the Board of Directors and members of senior management to prepare for and conduct the meeting. The Board of Directors believes it is not in the best interest of the Company or its shareholders to divert the Board of Directors' and management's

attention away from performing their primary function of operating the business of the Company unless the matter to be considered at the special meeting is of concern to a significant percentage of the Company's shareholders.

The Board of Directors believes that setting at 30% the voting power necessary for a shareholder or shareholders to call a special meeting still provides a meaningful right to call special meetings. If shareholders owning at least 30% of our outstanding common stock consider a matter to be of sufficient importance for the Company to bear the expense and disruption of a special meeting, then the Board of Directors believes that such matter should be put before the Company's shareholders.

The holders of smaller amounts of shares have other avenues through which they can make their concerns known to the Board of Directors, the Company's management and other shareholders. They can communicate with the Board of Directors or the Company by mail to: Board of Directors of Heartland BancCorp, 430 North Hamilton Road, Whitehall, Ohio 43213. The Company's Secretary will forward all communications, other than communications that are not properly directed or are frivolous, to the director, directors, or the entire Board of Directors, as requested in the communications. In addition, shareholders can propose business or nominate directors in accordance with the requirements set forth in our Code of Regulations. Furthermore, the Board of Directors believes that, as the Company grows, the potential for the types of abusive practices that this provision is designed to prevent will also increase.

The Board of Directors believes that it is in the best interests of the Company and its shareholders to approve Proposal 6.

Potential Anti-Takeover Effects of Proposal 6

The adoption of language in the proposed Amended Articles setting at 30% the voting power necessary for a shareholder or shareholders to call a special meeting may constrain the ability of shareholders of the Company to effect a change in the composition of the Board of Directors or to approve any proposed corporate transaction and otherwise to exercise their voting power to affect the composition of the Board of Directors or with respect to any proposed corporate transaction.

Shareholders will have more limited ability to call a special meeting of shareholders to take corporate action between annual meetings. Accordingly, Proposal 6 could have the effect of discouraging, delaying or making more difficult a change in control of the Company. For example, a proposal for the removal of directors without a meeting of the shareholders could not be effected by less than unanimous written consent of the shareholders. If the Board of Directors desired to delay such shareholder action until the next annual meeting of the Company's shareholders, it could do so unless shareholders holding at least 30% of the voting power acted together to call a special meeting.

Although we believe that these provisions are intended to ensure an orderly process of shareholder democracy and may provide for an opportunity to maximize shareholder value in the event of an acquisition proposal by requiring potential acquirers to negotiate with our Board of Directors, these provisions will apply even to unsolicited acquisition proposals that may be considered beneficial by some shareholders. If so used, the effect of these provisions might be (i) to deprive shareholders of an opportunity to sell their stock at a temporarily higher price as a result of a tender offer or the purchase of shares by a person or entity seeking to obtain control of us or (ii) to assist incumbent management in retaining its present position.

Proposal 6 is not being recommended in response to any specific effort of which the Company is aware to accumulate the common stock or to obtain control of the Company.

Vote Required

The approval of Proposal 6 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 6

PROPOSAL 7

PROPOSAL TO ADJOURN OR POSTPONE THE ANNUAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO ADOPT ANY OR ALL OF THE PROPOSALS

Although it is not currently expected, the Annual Meeting may be adjourned or postponed for the purpose of soliciting additional proxies. Any adjournment or postponement may be made without notice if announced at the meeting at which the adjournment or postponement is taken. Whether or not a quorum exists, holders of a majority of the shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal may adjourn or postpone the Annual Meeting at any time. Any adjournment or postponement of the Annual Meeting for the purpose of soliciting additional proxies will allow our shareholders who have already sent in their proxies to revoke them at any time prior to their use at the Annual Meeting as adjourned or postponed.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 7

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Management knows of no other matters to be presented to the shareholders for action at the Annual Meeting.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement includes various forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “might,” “should,” “could,” “predict,” “potential,” “believe,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “strive,” “projection,” “goal,” “target,” “outlook,” “aim,” “would,” “annualized” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

ADDITIONAL INFORMATION

We will bear all costs of the solicitation of proxies by our Board of Directors. In addition to soliciting proxies through the mail, proxies may be solicited by our directors and officers in person or by telephone or other means of communication. Our directors and officers will not receive additional compensation for their efforts during this solicitation, but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. Our directors, officers, employees and shareholders acting at the instruction of the Board of Directors are authorized to solicit proxies or communicate with shareholders on our behalf.

OTHER MATTERS

Your Board of Directors does not know of any matters to be presented for consideration at the Annual Meeting other than the matter that is described in this proxy statement and in the notice of annual meeting accompanying this proxy statement. If any other matters properly come before the Annual Meeting for consideration, it is the intention of the persons named in the accompanying proxy to vote the shares of our common stock in accordance with their best judgment with respect to such other matters.

PLEASE CALL IF YOU HAVE QUESTIONS

If you have any questions or require any assistance, please contact Jennifer Eckert, Senior Vice President of Heartland Bank, 430 North Hamilton Road, Whitehall, Ohio 43213. Ms. Eckert may be reached by telephone at (614) 416-2383.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this proxy statement have been approved by your Board of Directors and your Board of Directors has authorized the mailing thereof to our shareholders.

APPENDIX A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEARTLAND BANCCORP**

FIRST: **Name.** The name of the Corporation is Heartland BancCorp (the “Corporation”).

SECOND: **Location.** The place in Ohio where the principal office of the Corporation is located is the City of Columbus, Franklin County.

THIRD: **Purpose.** The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a corporation may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: **Authorized Capital Stock.**

I. The total number of shares of capital stock which the Corporation is authorized to have outstanding is 51,000,000 shares, which shall be divided into two classes, consisting of 50,000,000 shares of common stock, no par value (“Common Stock”), and 1,000,000 shares of preferred stock, no par value (“Preferred Stock”).

II. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

III. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.

FIFTH: **No Preemptive Rights.** No shareholder of this Corporation shall, by reason of his holding shares of any class of stock of this Corporation, have any preemptive or preferential right to purchase or subscribe for any shares of any class of stock of this Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or

carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of Directors may issue shares of any class of stock of this Corporation or any notes, debentures, bonds or other securities convertible into or carrying options, or warrants or rights to purchase shares of any class without offering any such shares of any class of such notes, debentures, bonds or other securities, either in whole or in part, to the existing shareholders of any class.

SIXTH: Right to Purchase Shares. The Corporation, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and any selling shareholders.

SEVENTH: Agreements with Officers, Directors and Certain Other Persons. No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the Corporation and one or more of its directors or officers, or between the Corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract or transaction.

EIGHTH: Indemnification of Officers, Directors and Certain Other Persons.

Section 1. Actions Not by the Corporation. The Corporation may indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, unless such indemnification is impermissible pursuant to 12 C.F.R. Part 359. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of

the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful. Nothing in this Section shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 2. Actions by the Corporation. The Corporation may indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made: (a) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper; (b) in respect of any action or suit in which the only liability asserted against a director is pursuant to Ohio Revised Code 1701.95; or (c) if such indemnification is impermissible pursuant to 12 C.F.R. Part 359. Nothing in this Section 2 shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 3. Indemnification for Expenses. To the extent that a person indemnified by right or at the option of the Corporation under Section 1 or Section 2 of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said sections, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Section 4. Determination of Indemnification. Any indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnified person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the Corporation or any person to be indemnified, within the past five years, or (c) by the shareholders, or (d) by the court of common pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested directors under clause (a) or by independent legal counsel under clause (b) of this Section 4 shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under Section 2, and within ten days after receipt of

such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 5. Advances of Expenses. Unless the only liability asserted against a director (in his capacity as a director or for actions or inaction as a director) in an action, suit or proceeding referred to in Section 1 or Section 2 of this Article is pursuant to Ohio Revised Code 1701.95, expenses, including attorneys' fees, incurred by a director in defending the action, suit or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director in which he agrees to (1) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation; and (ii) reasonably cooperate with the Corporation concerning such action, suit or proceeding. Expenses, including attorneys' fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit, or proceeding referred to in Section 1 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Expenses, including attorneys' fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit or proceeding referred to in Section 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of such officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Nothing in this Section 5 shall obligate the Corporation to advance expenses hereunder, or prevent the Corporation in its discretion from so advancing the expenses, to any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. Section 1 and Section 2 of this Article do not create any obligation to repay or return payments made by the Corporation pursuant to Section 5, Section 6 or Section 7 of this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles, or any agreement, vote of shareholders or disinterested directors, statute (as now existing or as hereafter enacted or amended), or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a director, officer, partner, trustee, or in any other indemnified capacity and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a director, officer, trustee, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation has the obligation or power to indemnify him against such liability under this Article.

NINTH: No Cumulative Voting. The right to accumulate votes in the election of directors and cumulative voting by any shareholder is hereby expressly denied.

TENTH: Special Meeting of Shareholders. A special meeting of the shareholders may be called by the chairman of the board, if any, or by the president, or by a majority of the directors acting with or without a meeting, or by the holders of record of 30.0% of all the shares outstanding at the time of the call of such shareholders' meeting and then entitled to vote at such meeting who delivers a written request to call the special meeting in accordance with the Code of Regulations of the Corporation.

ELEVENTH: Amendments to Articles of Incorporation. The Board of Directors of the Corporation may amend or repeal these Amended and Restated Articles of Incorporation as provided by the Ohio Revised Code. The shareholders of the Corporation may amend or repeal these Amended and Restated Articles of Incorporation of the Corporation at any meeting of the shareholders at which a quorum is present, by the affirmative vote of holders of two-thirds of the shares entitled to vote at such meeting (provided notice of the proposed amendment or repeal of these Amended and Restated Articles of Incorporation of the Corporation is contained in the notice of the meeting).

TWELFTH: Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation take the place of and supersede the existing amended Articles of Incorporation of the Corporation.

APPENDIX B

**COMPARISON OF AMENDED AND RESTATED ARTICLES OF INCORPORATION AND
CURRENT ARTICLES OF INCORPORATION**

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEARTLAND BANCCORP
~~Heartland BancCorp~~

FIRSTName. The name of the Corporation is Heartland BancCorp (the “Corporation”).

SECOND: Location. The place in Ohio where the principal office of the Corporation is located is the City of Columbus, Franklin County.

THIRD:Purpose. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a ~~Corporation~~corporation may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: Authorized Capital Stock.

I. ~~FOURTH:~~—The total number of shares of capital stock which the ~~corporation~~Corporation is authorized to have outstanding is ~~5,000,000~~51,000,000 shares, which shall be divided into two classes, consisting of 50,000,000 shares of common stock, no par value (“Common Stock”), and 1,000,000 shares of preferred stock, no par value (“Preferred Stock”).

~~FIFTH: No present or future holder of any shares of the Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the Corporation, or any bonds, debentures, or other securities convertible into any shares of the Corporation.~~

~~SIXTH: The Corporation may purchase or redeem shares of any class or series issued by it, to the extent of the surplus available for cash dividends, when authorized by the affirmative vote of the Board of Directors.~~

II. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

III. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon

the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.

FIFTHNo Preemptive Rights. No shareholder of this Corporation shall, by reason of his holding shares of any class of stock of this Corporation, have any preemptive or preferential right to purchase or subscribe for any shares of any class of stock of this Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of Directors may issue shares of any class of stock of this Corporation or any notes, debentures, bonds or other securities convertible into or carrying options, or warrants or rights to purchase shares of any class without offering any such shares of any class of such notes, debentures, bonds or other securities, either in whole or in part, to the existing shareholders of any class.

SIXTHRight to Purchase Shares. The Corporation, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and any selling shareholders.

SEVENTH: Agreements with Officers, Directors and Certain Other Persons. No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the Corporation and one or more of its directors or officers, or between the Corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract or transaction.

EIGHTH: Indemnification of Officers, Directors and Certain ~~other~~Other Persons.

Section 1. Actions Not by the Corporation.

Actions Not by the Corporation. The Corporation ~~shall~~may indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal,

administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or ~~Proceeding~~proceeding, had no reasonable cause to believe his conduct was unlawful, unless such indemnification is impermissible pursuant to 12 C.F.R. Part 359. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a ~~resumption~~presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful. Nothing in this Section shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from ~~so~~so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 2. Actions by the Corporation.

Actions by the Corporation. The Corporation ~~shall~~may indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made ~~in respect of~~: (a) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper; ~~or~~ (b) in respect of any action or suit in which the only liability asserted against a director is pursuant to Ohio Revised Code 1701.95; or (c) if such indemnification is impermissible pursuant to 12 C.F.R. Part 359. Nothing in this Section 2 shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 3. Indemnification for Expenses.

To the extent that a person indemnified by right or at the option of the Corporation under Section 1 or Section 2 of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said sections, or in defense of any claim, issue or matter therein, he shall be

indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Section 4. Determination of Indemnification.

Any indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnified person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the Corporation or any person to be indemnified, within the past five years, or (c) by the shareholders, or (d) by the court of common pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested directors under clause (a) or by independent legal counsel under clause (b) of this Section 4 shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under Section 2, and within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 5. Advances of Expenses.

Unless the only liability asserted against a director (in his capacity as a director or for actions or inaction as a director) in an action, suit or proceeding referred to in Section 1 or Section 2 of this Article is pursuant to Ohio Revised Code 1701.95, expenses, including attorneys' fees, incurred by a director in defending the action, suit or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director in which he agrees to (i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation; and (ii) reasonably cooperate with the Corporation concerning such action, suit or proceeding. Expenses, including attorneys' fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit, or proceeding referred to in Section 1 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Expenses, including attorneys' fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit or proceeding referred to in Section 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of such officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Nothing in this Section 5 shall obligate the Corporation to advance expenses hereunder, or prevent the Corporation in its discretion from so advancing the expenses, to any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. Section 1 and Section 2 of this Article do not create any obligation to repay or return payments made by the Corporation pursuant to Section 5, Section 6 or Section 7 of this Article.

Section 6. Indemnification Not Exclusive.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles, or any agreement, vote of shareholders or disinterested directors, statute (as now existing or as hereafter enacted or amended), or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a director, officer, partner, trustee, or in any other indemnified capacity and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance.

Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a director, officer, trustee, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation has the obligation or power to indemnify him against such liability under this Article.

~~**NINTH: No Cumulative Voting. The right to accumulate votes in the election of directors and cumulative voting by any shareholder is hereby expressly denied.**~~

~~**TENTH: Special Meeting of Shareholders. A special meeting of the shareholders may be called by the chairman of the board, if any, or by the president, or by a majority of the directors acting with or without a meeting, or by the holders of record of 30.0% of all the shares outstanding at the time of the call of such shareholders' meeting and then entitled to vote at such meeting who delivers a written request to call the special meeting in accordance with the Code of Regulations of the Corporation.**~~

~~**ELEVENTH: Amendments to Articles of Incorporation. The Board of Directors of the Corporation may amend or repeal these Amended and Restated Articles of Incorporation as provided by the Ohio Revised Code. The shareholders of the Corporation may amend or repeal these Amended and Restated Articles of Incorporation of the Corporation at any meeting of the shareholders at which a quorum is present, by the affirmative vote of holders of two-thirds of the shares entitled to vote at such meeting (provided notice of the proposed amendment or repeal of these Amended and Restated Articles of Incorporation of the Corporation is contained in the notice of the meeting).**~~

~~**TWELFTH: Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation take the place of and supersede the existing amended Articles of Incorporation of the Corporation.**~~

~~**or power to indemnify him against such liability under this Article.**~~

~~**IN WITNESS WHEREOF, the undersigned have executed this Certificate this ___ day of _____, 1988.**~~

~~*/s/*~~

Sole-Incorporator