

**BYLAWS**  
**OF**  
**ANCHOR BANCORP WISCONSIN INC.**

**ARTICLE I. OFFICES**

1.1 Registered Office and Registered Agent. The registered office of Anchor BancCorp Wisconsin Inc. (the "Corporation") shall be located in the State of Wisconsin, County of Dane at 25 West Main Street, Madison, Wisconsin 53703, or at such other place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The Corporation may have other offices within or without the State of Wisconsin at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II. STOCKHOLDERS' MEETINGS**

2.1 Meeting Place. All meetings of the stockholders shall be held at such place within or without the State of Wisconsin as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

2.2 Annual Meeting Time. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on the second Tuesday of July at the hour of 2:00 p.m., if not a legal holiday, and if a legal holiday, then on the day following, at the same hour, or at such other date and time following the Corporation's year end as may be determined by the Board of Directors and stated in the notice of such meeting.

2.3 Organization. Each meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence by the President, or if neither the Chairman nor the President is present, by such officer of the Corporation as may be designated by a majority of the directors of the Corporation in attendance at such meeting. The Secretary, or in his absence a temporary Secretary, shall act as secretary of each meeting of the stockholders. In the absence of the Secretary and any temporary Secretary, the chairman of the meeting may appoint any person present to act as secretary of the meeting. The chairman of any meeting of the stockholders, unless prescribed by law or regulation or unless the Chairman of the Board has otherwise determined, shall determine the order of the business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussions as seem to him in order.