

65503

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of FIRST SECURITY MERGER SUB, INC., an Idaho corporation, into AMERICAN BAN CORPORATION, an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: July 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Henry J. Clark*

JUL 15 11 52 AM '94
SECRETARY OF STATE

ARTICLES OF MERGER
OF
FIRST SECURITY MERGER SUB, INC.
WITH AND INTO
AMERICAN BAN CORPORATION

IDAHO SECRETARY OF STATE
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CK #: 20512042 CUST# 1030
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The undersigned corporations hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge (collectively, the "Constituent Corporations") and the laws under which they are organized are as follows:

<u>Name of Entity</u>	<u>Jurisdiction of Organization</u>
First Security Merger Sub, Inc.	Idaho
American Ban Corporation	Idaho

ARTICLE TWO

Attached hereto as Exhibit A is a copy of the Plan and Agreement of Merger by and between the Constituent Corporations dated as of March 9, 1994, (the "Plan") adopted in the manner prescribed by the laws of the jurisdictions of organization or incorporation of the parties thereto.

ARTICLE THREE

The surviving corporation shall be American Ban Corporation, an Idaho corporation, and it shall continue to be governed by the laws of the State of Idaho. The Articles of Incorporation of American Ban Corporation shall be the Articles of Incorporation of the surviving corporation. The Bylaws of First Security Merger Sub, Inc., as in effect immediately prior to the effective time of the Merger, shall be the Bylaws of the surviving corporation and the directors and officers of First Security Merger Sub, Inc. immediately prior to the effective time shall be the directors and officers of the surviving corporation, each to

hold office in accordance with the Articles of Incorporation and Bylaws of the surviving corporation until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal from office.

ARTICLE FOUR

The authorized capital stock of each of the Constituent Corporations is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
First Security Merger Sub, Inc.	Common	10,000	\$.01
American Ban Corporation	Common	1,000,000	\$1.00

ARTICLE FIVE

As to each of the Constituent Corporations, the number of shares outstanding, the number of shares entitled to vote, and the designation of shares entitled to vote as a class, are as follows:

<u>Name of Corporation and Class of Shares</u>	<u>Total Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>Designation of Shares Entitled to Vote as a Class</u>
First Security Merger Sub, Inc.			
Common	1,000	1,000	None
American Ban Corporation			
Common	303,600	303,600	None

ARTICLE SIX

As to each of the Constituent Entities, the number of shares voted for and against the Plan, respectively, are as follows:

<u>Name of Corporation and Class of Shares</u>	<u>Number of Shares Voted For Agreement</u>	<u>Number of Shares Voted Against</u>
First Security Merger Sub, Inc. Common	1,000	None
American Ban Corporation Common	284,985	100

ARTICLE SEVEN

All provisions of the laws of the State of Idaho applicable to the proposed merger have been complied with.

ARTICLE EIGHT

This Merger shall become effective as of 5:05 p.m. Mountain Daylight Time on July 15, 1994.

The undersigned hereby state that they have read the foregoing Articles of Merger, are familiar with the contents thereof, and verify and affirm the truthfulness thereof. In witness whereof the undersigned, being thereunder duly

authorized, have executed these Articles of Merger on behalf of the Constituent Entities as of the 15th day of July, 1994.

FIRST SECURITY MERGER SUB, INC.

By: J. Pat McMurray
J. Pat McMurray, President

Attest: Marcy Marrs Timm
Michael P. Caughlin,
Secretary
MARCY MARRS TIMM

AMERICAN BAN CORPORATION

By: [Signature]

Attest: [Signature]
, Secretary

STATE OF IDAHO)
) : ss.
COUNTY OF Kootenai)

On the 15th day of July, 1994, personally appeared before me J. Pat McMurray, by me first duly sworn to be the President of First Security Merger Sub, Inc. and to be the person who signed the foregoing Articles of Merger in behalf of such corporation by authority of its bylaws and a resolution adopted by its board of directors, and he acknowledged to me that such corporation executed the same, and verified that the information contained therein is true and correct.

[Signature]
Notary Public
Residing at POWELL FALLS, IDAHO


My commission expires:
MARCH 19, 1999

authorized, have executed these Articles of Merger on behalf of the Constituent Entities as of the 15th day of July, 1994.

FIRST SECURITY MERGER SUB, INC.

By: _____
J. Pat McMurray, President

Attest:



Michael P. Caughlin,
Secretary

AMERICAN BAN CORPORATION

By: _____

Attest:

, Secretary

STATE OF IDAHO)
 : ss.
COUNTY OF)

On the 15th day of July, 1994, personally appeared before me J. Pat McMurray, by me first duly sworn to be the President of First Security Merger Sub, Inc. and to be the person who signed the foregoing Articles of Merger in behalf of such corporation by authority of its bylaws and a resolution adopted by its board of directors, and he acknowledged to me that such corporation executed the same, and verified that the information contained therein is true and correct.

Notary Public
Residing at _____

My commission expires:

PLAN AND AGREEMENT OF MERGER

BETWEEN

FIRST SECURITY MERGER SUB, INC.
(an Idaho Corporation)

AND

AMERICAN BAN CORPORATION
(an Idaho Corporation)

This Plan and Agreement of Merger (the "Agreement") is made and entered into as of the 9th day of March, 1994, by and between First Security Merger Sub, Inc., an Idaho corporation, ("Merger Sub") and American Ban Corporation, an Idaho corporation ("ABCorp" or the "Surviving Corporation"; Merger Sub and ABCorp being sometimes referred to jointly as the "Constituent Corporations").

RECITALS :

1. Merger Sub is a corporation organized and existing under the laws of the State of Idaho, with its registered office located at 119 North 9th Street, in the City of Boise, County of Ada, and the name of its registered agent in charge thereof being J. Pat McMurray.

2. The total number of shares of stock which Merger Sub has authority to issue is 10,000 shares of common stock, each of \$.01 par value ("Merger Sub Common Stock"), of which as of June 30, 1994, there were 1,000 shares issued and outstanding.

3. ABCorp is a corporation organized and existing under the laws of the State of Idaho, with its registered office being located at 6850 Fairview Avenue, Boise, Idaho 83707, and its registered agent being William T. Spear, Jr.

4. The aggregate number of shares which ABCorp has authority to issue is 1,000,000 shares of common stock, each of \$1.00 par value ("ABCorp Common Stock"), of which 310,500 shares were issued and outstanding as of December 31, 1993, of which 6,900 were held as treasury shares at December 31, 1993.

5. The board of directors of each of the Constituent Corporations deems it advisable that Merger Sub be merged with and into ABCorp upon the terms and subject to the conditions set forth herein, in accordance with the applicable provisions of the statutes of the State of Idaho, which permit such merger.

AGREEMENT :

In consideration of the foregoing recitals and of the agreements, covenants and provisions contained herein, Merger Sub and ABCorp, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I MERGER

Merger Sub and ABCorp shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Idaho, by Merger Sub merging into ABCorp, which shall be the Surviving Corporation. It is understood that such merger will constitute a taxable reorganization under the Internal Revenue Code of 1986, as amended.

ARTICLE II EFFECT OF MERGER

Upon the merger becoming effective as provided in the applicable laws of the State of Idaho (the time when the merger shall become effective being sometimes referred to herein as the "effective date of the merger"):

2.1 The two Constituent Corporations shall be a single corporation, which shall be ABCorp as the Surviving Corporation, and the separate existence of Merger Sub shall cease except to the extent provided by the laws of the State of Idaho in the case of a corporation after its merger into another corporation.

2.2 ABCorp shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

2.3 ABCorp shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted

in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

2.4 The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

2.5 The Bylaws of Merger Sub as existing and constituted immediately prior to the effective date of the merger shall be and constitute the Bylaws of the Surviving Corporation.

2.6 The board of directors, and the members thereof, and the officers of Merger Sub immediately prior to the effective date of the merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

ARTICLE III CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of ABCorp shall not be amended in any respect by reason of this Agreement of Merger, and such Certificate of Incorporation as in effect on the effective date of the merger shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

ARTICLE IV CONVERSION OF ABCORP SHARES

4.1 Merger Sub Common Stock. All shares of Merger Sub Common Stock which are outstanding immediately prior to the effective time of the merger shall be cancelled in exchange for shares of ABCorp.

4.2 ABCorp Common Stock. Each share of ABCorp Common Stock which is outstanding immediately prior to the effective time of the merger (other than Treasury Shares and dissenting shares) shall, by virtue of this Agreement and without any action on the part of the holder thereof, be converted into the right to receive the amount of cash determined in accordance with the following formula:

$$\frac{\$8,648,176 \times 2.35}{\text{Number of Shares of ABCorp Shares Outstanding at Closing}}$$

All shares of ABCorp Common Stock converted into the right to receive cash pursuant to this Article shall no longer be outstanding and each ABCorp certificate shall thereafter represent the right to receive the amount of cash into which the shares of ABCorp Common Stock represented by such certificate have been converted pursuant to the formula above. ABCorp certificates previously representing shares of ABCorp Common Stock shall be exchanged for the amount of cash issued in consideration therefor upon the surrender of such ABCorp certificates, without any interest thereon. At the effective time of the merger, all Treasury shares shall be cancelled and shall cease to exist and no cash or other consideration shall be delivered in exchange therefor. A certificate representing 1,000 shares of ABCorp Common stock shall be reissued to the sole shareholder of Merger Sub.

ARTICLE V SUBSEQUENT ACTIONS

If, at any time after the effective time of the merger, ABCorp shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in ABCorp its right, title, or interest in, to, or under any of the rights, properties, or assets of Merger Sub acquired or to be acquired by ABCorp as a result of or in connection with, the merger or otherwise to carry out this Agreement, the officers and directors of ABCorp shall be authorized to execute and deliver, in the name and on behalf of Merger Sub or otherwise, all such deeds, bills of sale, assignments, and assurances, and to make and do, in the name and on behalf of Merger Sub or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any right, title, and interest in, to, and under such rights, properties, or assets in ABCorp or otherwise to carry out this Agreement.

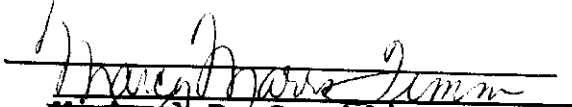
ARTICLE VI SHAREHOLDER VOTE

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of such corporations upon the approval or adoption thereof by the shareholders of each of the corporations in accordance with the requirements of the laws of the State of Idaho, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the

provisions of the applicable statutes of the State of Idaho, as heretofore amended and supplemented.

IN WITNESS WHEREOF, Merger Sub and ABCorp, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Plan and Agreement of Merger to be executed by their respective Presidents and attested by their respective Secretaries.

Attest:



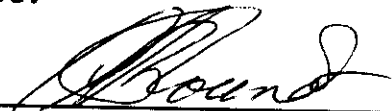
Michael P. Caughlin
Secretary
MARCY MARKS TIMM

FIRST SECURITY MERGER SUB, INC.

By 

J. Pat McMurray, President

Attest:



Secretary

AMERICAN BAN CORPORATION

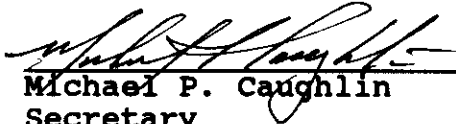
By 

provisions of the applicable statutes of the State of Idaho, as heretofore amended and supplemented.

IN WITNESS WHEREOF, Merger Sub and ABCorp, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Plan and Agreement of Merger to be executed by their respective Presidents and attested by their respective Secretaries.

FIRST SECURITY MERGER SUB, INC.

Attest:



Michael P. Caughlin
Secretary

By _____
J. Pat McMurray, President

AMERICAN BAN CORPORATION

Attest:

_____, Secretary

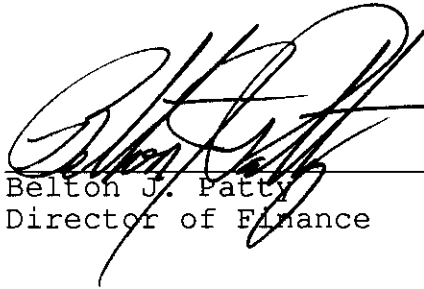
By _____

CERTIFICATE OF APPROVAL

Secretary of State
State of Idaho
Statehouse
Boise, Idaho

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Merger of First Security Merger Sub, Inc. with and into American Ban Corporation, dated the 15th day of July, 1994.

DATED This 15th day of July, 1994.



Belton J. Patty
Director of Finance