



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BEAR RIVER STATE BANK

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **24th** day of **May** 1961, a properly authenticated copy of its articles of incorporation, and on the **24th** day of **May** 1961, a designation of **Orson H. Mabey, Jr** in the County of **Oneida** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **May**, A.D. 1961.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT this is a full, true and correct copy of the
Articles of Incorporation of the

~~~~~ BEAR RIVER STATE BANK ~~~~~

AS APPEARS ~~~ of record ~~~ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS ~~~ EIGHTEENTH ~~~ DAY OF

~~~~~ MAY ~~~ 19 ~~~ 61 ~~~

Lamont F. Toronto

SECRETARY OF STATE

BY *Kendall L. Battell*

DEPUTY



219-30.1-6
33046

or

BEAR RIVER STATE BANK

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a banking corporation under the laws of the State of Utah, and we hereby agree as follows:

ARTICLE I.

The name of this corporation shall be

"Bear River State Bank".

ARTICLE II.

The names of the incorporators and their respective places of residence are as follows:

| <u>NAME</u> | <u>RESIDENCE</u> |
|--------------------|----------------------|
| Wayne I. Sandall | Portage, Utah |
| Eph C. Jenkins | Portage, Utah |
| Charles J. Wood | Garland, Utah |
| Delores Stokes | Portage, Utah |
| Joseph C. Gibbs | Portage, Utah |
| Rendell N. Maloy | Mountful, Utah |
| Dr. D. B. Green | Tremonton, Utah |
| C. R. Steffen | Tremonton, Utah |
| James Walton | Tremonton, Utah |
| Mirl R. Mason | Hawell, Utah |
| Dr. Reese B. Mason | Tremonton, Utah |
| Ralph Tolman | Mountful, Utah |
| Walter E. Coagrove | Salt Lake City, Utah |
| E. F. Turley | Garland, Utah |
| Arthur Michael | Garland, Utah |
| W. R. Bishop | Garland, Utah |
| Joseph S. Carter | Tremonton, Utah |
| J. L. Carter | Garland, Utah |

ARTICLE III.

The term of the duration of this corporation is

ARTICLE IV.

The pursuit and business agreed upon and the object of this corporation, in general terms, is and shall continue to be to enter into, own, carry on, conduct, and maintain a general banking business in the State of Utah, through such operations as a commercial bank, trust company, or otherwise, with such general powers and authority as may be granted by law, and the corporation shall have power to do all such things as are necessary and convenient in the prosecution of its business.

(a) To carry on the business of banking, including the taking of deposits, making of loans, and other business, and things incidental thereto, in the State of Utah, or in any place where the corporation may be engaged in business, or be usual in connection with the business of banking, or dealing in money or securities for money; to invest in stocks, bonds, and other credits, and to make a payment on accounts, debentures, bills of exchange, notes, and of credit, or other obligations, on the security of titles, mortgages, bonds, notes, and merchandise, bills of lading, and bills of exchange, and money due on warehousemen's certificates, and warrants, or other mercantile indicia or tokens of value or value; to carry on the business of discounting and dealing in exchange, stocks and securities; to lend money on the security of existing or future produce or other things of value; to act as agents for the sale and purchase of any stocks, shares, or securities, or for any other monetary or mercantile transactions; to negotiate or pay, advance coupons and interest on public loans or securities; to contract for public and private loans, and to negotiate and issue the same; to act as agents for any government and other authority and for public and private bodies and persons; to promote, underwrite, participate in, manage and carry out any issue, public or private, of State, municipal or other loans, or of shares, stock debentures, or debenture stock of any company, corporation or association and to lend money for the purposes of

any such issue.

(b) To receive deposits, both in commercial and savings accounts and to pay interest thereon as permitted by the laws of the State of Michigan from time to time, as and by the Board of Directors.

(c) To construct and maintain safe and suitable buildings, equipment and fixtures, and to do all acts and things necessary in connection therewith, including the payment of any amount of money, or the making of any loan or advances, or the giving of any guarantee; and to do any and all other acts and things necessary or necessary in the business of a bank or company.

(d) To operate branches in the State of Michigan, and to commit, and to do all acts and things necessary in connection therewith, to be done by the several existing or future branches, or any of them, in the conduct of the business of a bank or company in the State of Michigan.

(e) To do every act and thing necessary for the accomplishment of any or all of the objects herein set forth, and every other act and thing incident thereto or necessary in connection therewith, and to do the same in the manner and by law.

(f) To be a general, to carry on the bank's business, to manage all the property of the bank, and exercise each and every power now or hereafter be given or may be given to the bank by the Board of Directors, or by the stockholders, or by the law.

(g) The foregoing clauses are not to be construed as limiting the objects of the bank, but no recitation, expression or designation of specific objects or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby included.

ARTICLE V.

The place of the general business of this corporation shall be at the City of Tremonton, in the County of Box Elder and State of Utah. Branch places of business may be established at other places within the State of Utah as the directors may from time to time decide and the laws of the State of Utah permit.

ARTICLE VI.

Stock Subscriptions

Subscription for stock each share for 10.00

SHARES

| | |
|-------------------|-----|
| Wayne L. Johnson | 500 |
| Philip C. Johnson | 75 |
| Charles J. Womack | 75 |
| Delores Stokes | 75 |
| Joseph C. Gifford | 75 |
| Rendell N. Madsen | 75 |
| Dr. D. B. Johnson | 75 |
| C. R. Johnson | 75 |
| James W. Johnson | 75 |
| Mirl R. Johnson | 75 |
| Dr. Rees | 25 |
| Ralph T. Johnson | 75 |
| Walter E. Johnson | 75 |
| A. F. Johnson | 75 |
| Arthur M. Johnson | 75 |
| W. R. Bishop | 75 |
| Joseph S. Carr | 75 |
| J. L. Carter | 75 |

STOCK CAPITAL

The limit of the stock of this corporation is one hundred thousand dollars (\$100,000.00) divided into two thousand

(2000) shares of the par value of Fifty Dollars (\$50.00) per share and this corporation shall commence business with all of the total number of said shares so authorized subscribed for by the subscribers hereto set forth in Article VI. The purchase price of said stock is Sixty Seven and 50/100 Dollars (\$67.50) per share in order to pay in full One Hundred Thousand Dollars (\$100,000.00) capital, Twenty Five Thousand Dollars (\$25,000.00) surplus and Ten Thousand Dollars (\$10,000.00) undivided profits. Unpaid subscription for stock may be paid in full or in part in instalments of not less than \$100.00 each, and may be paid until the full amount of the subscription is paid in full and the stock is fully paid. The stock of this corporation is non-voting stock.

The capital stock may be increased or decreased at any time to time in accordance with the provisions of the laws of the corporation and of the State of Utah. In the event of an increase in said capital stock by the sale of additional shares, each shareholder shall be entitled to subscribe for such additional shares in proportion to the number of shares of capital stock held by him.

Stockholders of the Corporation

The first annual meeting of the stockholders for the election of directors and the transaction of such other business as may come before said meeting shall be held at the office of the corporation, at Tremonton, Utah, on the first day of May, 1958, at the hour of 2:30 o'clock, and annually thereafter at the same time and place, but if the election shall be held on that day it may be held on a subsequent day in accordance with the laws of the state of Utah.

Special Meetings

The Board of Directors of this corporation, or one or more shareholders, owning in the aggregate of ten percentum of the stock of this corporation, may call a special meeting of the shareholders at any time; provided, however, that unless otherwise provided by law, not less than ten days

prior to the date fixed for any such special meeting, notice of the time, place and purpose of the meeting shall be given by first class mail, postage prepaid, to all the stockholders of record of this corporation at their respective addresses as shown upon the books of the corporation.

ARTICLE III

Directors

There shall be no less than three and no more than seven directors of this corporation.

The number of directors shall be determined by a majority vote of the stockholders at the annual meeting fixing the number of directors to be fixed, shall consist of a board of seven.

The officers of the corporation shall be a President, Cashier, Secretary, and such other officers as may be necessary.

The officers of the corporation shall be elected by the stockholders, and shall be chosen annually, or at any special meeting, and shall be entitled, elect or otherwise, to receive compensation for their services and have such authority as may be given to them by the stockholders or by the directors in similar associations.

The officers of the corporation may be removed from time to time.

The stockholders of all of the corporation shall elect a President and Secretary, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Secretary.

The stockholders shall elect a Cashier and Secretary, and the Cashier must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a Cashier and Secretary.

The stockholders shall elect a Secretary and Cashier, and the Secretary must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a Secretary and Cashier.

The stockholders shall elect a President and Cashier, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Cashier.

The stockholders shall elect a President and Secretary, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Secretary.

The stockholders shall elect a President and Cashier, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Cashier.

The stockholders shall elect a President and Secretary, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Secretary.

The stockholders shall elect a President and Cashier, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Cashier.

The stockholders shall elect a President and Secretary, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Secretary.

The stockholders shall elect a President and Cashier, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Cashier.

The stockholders shall elect a President and Secretary, and the President must own at least 1000 shares of the common stock of the corporation of not less than \$5000.00, and not failing or complying with the above, the stockholders may elect a President and Secretary.

as to first directors and officers, shall be one year unless otherwise sooner removed. Directors and Officers shall however until their successors are elected and qualified, be entitled to receive compensation for their services.

Directors of this corporation may be removed at any time in the manner provided in the laws of the State of Utah for the removal of such directors. The holders of 10% of the outstanding stock of the corporation, or of the stock called for the purpose, and otherwise provided.

Vacancies

In case of the death, disability or removal of any or more of the directors, the remaining directors shall

choose a successor to fill the vacancy in this corporation and until such successor is chosen, the remaining directors shall have the powers of and by virtue of the authority given them by the laws of the State of Utah, shall have the power to transact all the business of this corporation, to-wit: Wayne E. Jensen, Randal N. Mabey, Jensen, Charles E. Gosgriff, and the successor to Randal N. Mabey, Charles J. Jensen, President, and Randal N. Mabey, Vice President.

to constitute
authorities
powers of

Board of Directors. The Board of Directors shall have the power to elect officers, and agents, to transact business, and properly fix the salaries, define the duties, and fix the compensation of officers, and agents, and to remove the same, and to dismiss officers.

any and all acts that may be lawful for the general regulation of the business of the corporation and the management of its affairs and generally to do and perform all acts that may be necessary or expedient for the Board of Directors to do and perform.

ARTICLE X.

Section 1. The annual stockholders' meeting shall be held at the place of business of the corporation or at such other place as the Board of Directors may determine, at such times and places as the Board of Directors may determine.

ARTICLE X.

Section 1. The articles may be amended by a majority of the stockholders of record of the outstanding capital stock of the corporation, provided that notice of the proposed amendment or amendment shall be given to each stockholder prior to such meeting in the same manner as stockholders' meeting.

IN WITNESS WHEREOF, the incorporators have signed this instrument this 21st day of April, 1940.

John C. Johnson

Donald C. Johnson

John C. Johnson

John C. Johnson

John C. Johnson

STATE OF UTAH
COUNTY OF BOX Elder

WAYNE I. SANDALL, CHARLES J. WOOD and RENDALL N. HARVEY
being each duly sworn does each for himself say: That he is one
of the incorporators named herein, who subscribed the foregoing
Articles of Incorporation of the Bear River State Bank; that it
is the bona fide intention of this agreement and of deponent to
commence and carry on the business set forth in said Articles;
that all of said capital stock of said corporation has been
fully subscribed for and also \$25,000.00 surplus and \$10,000.00
undivided profits and that at least fifty (50%) percent of the
capital stock and surplus of the corporation has been paid in
cash; that the Affiants verily believe that each party to the
said Articles of Incorporation has paid or is able to pay and
will pay the amount of the capital stock subscribed for by him,
and that at least ten percent of the capital stock subscribed
by each stockholder has been paid.

Wayne I. Sandall
Charles J. Wood
Rendall N. Harvey

Subscribed and sworn to before me this 11 day of
April, 1957.

G. H. Young

The foregoing Articles of Incorporation are hereby approved this
30 day of April, 1957, by the Utah State
Bank Commissioner.

Seth H. Young
Seth H. Young
Utah State Bank Commissioner

STATE OF UTAH
County of Box Elder

I, K. S. Young, Commissioner of Banks, do hereby certify that the foregoing is a true copy of the Articles of Incorporation of the Bear River State Bank, filed in my office on April 30, 1957.