

FILED

JUL 16 2 26 PM '99

SECRETARY OF STATE
STATE OF IDAHO

BANK OF IDAHO
AND
EAGLE ROCK SAVINGS BANK
ARTICLES OF MERGER

STATE SECRETARY OF STATE
7/16/1999 09:00
CT: 25793 BH: 235319
MERGER # 2
C79062

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation, a parent corporation owning ONE HUNDRED PERCENT (100%) of the outstanding shares of each class of its subsidiary's shares hereby merges that subsidiary into itself as follows:

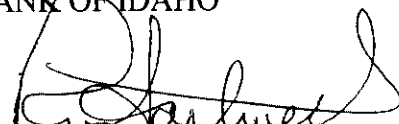
1. The name of the parent and surviving corporation is Bank of Idaho, an Idaho Banking Corporation.
2. The name of the subsidiary and the corporation hereby merged is Eagle Rock Savings Bank, a Washington Stock Savings Bank.
3. All necessary approvals have been received from state and federal regulatory agencies.
4. Pursuant to Idaho Code § 30-1-1104, shareholder approval of the merger is not required. However, the shareholders of both corporations were provided with the plan of merger more than thirty (30) days prior to the filing of these Articles of Merger, and the shareholders of all outstanding stock of both corporations have unanimously approved the plan and merger.
5. The subsidiary corporation has not conducted business, and all stock is owned by the parent corporation. Therefore, the plan of merger, as unanimously approved by the shareholder, is that Eagle Rock Bank, a Washington Stock Savings Bank, shall cease to exist, its shares canceled, and the parent corporation will open and operate Eagle Rock Bank, a division of the Bank of Idaho.
6. This merger does not effect or amend the Bank of Idaho's Articles of Incorporation or By-Laws.

IN WITNESS THEREOF, the undersigned Secretary of the Bank of Idaho has hereunto set his hand this 8 day of July, 1999.

(CORPORATE
SEAL)

BANK OF IDAHO

By:


Ralph M. Hartwell, Secretary

DIRK KEMPTHORNE
GOVERNOR



GAVIN M. GEE
DIRECTOR


STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P. O. BOX 83720
BOISE ID 83720-0031
<http://www2.state.id.us/finance/dof.htm>

CERTIFICATE OF MERGER

This is the official Certificate of Merger of the Department of Finance for Eagle Rock Savings Bank, Kennewick, Washington, to merge with and into Bank of Idaho, Idaho Falls, Idaho, effective July 16, 1999, under the charter of Bank of Idaho, Idaho Falls, Idaho and operate as Eagle Rock Bank, a division of the Bank of Idaho.

DONE and dated at Boise, Idaho this 16th day of July, 1999.




GAVIN M. GEE
Director of Finance

Banks and S&L's
Credit Unions
Money Transmitters
Supporting Services

(208) 332-8005
(208) 332-8003
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Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8099

Securities (208) 332-8004
Mortgage Companies (208) 332-8004
Finance Companies (208) 332-8002
Collection Agencies (208) 332-8002

EQUAL OPPORTUNITY EMPLOYER