

**FILED**

ARTICLES OF INCORPORATION  
OF  
I TRUST HOLDING COMPANY

FEB 21

The undersigned, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE  
NAME OF CORPORATION

The name of the corporation shall be "I TRUST HOLDING COMPANY".

ARTICLE TWO  
PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE THREE  
CORPORATE PURPOSES

The purposes for which the corporation is organized shall be to engage in trust business in the State of Idaho and elsewhere through direct or indirect ownership or control of a trust company or bank chartered under the Idaho Banking Act, a savings bank chartered under the Idaho Savings Bank Act, or other trust company, bank or savings bank chartered under other federal or state law and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act and the laws of the State of Idaho.

ARTICLE FOUR  
AUTHORIZED SHARES OF STOCK

The aggregate number of shares of corporate stock which the corporation shall have authority to issue shall be One Million (1,000,000) shares. All of such shares of corporate stock shall have no par value.

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ARTICLE FIVE  
NO PREEMPTIVE RIGHTS

There shall be no provisions granting preemptive rights to any class of stock or any stockholder.

ARTICLE SIX  
BYLAWS REGULATE INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the organization shall be set forth in the Bylaws of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be 608 Northwest Boulevard, Coeur d'Alene, Idaho 83814. The name and address of the initial registered agent of the corporation shall be Daniel Ward Prohaska, 608 Northwest Boulevard, Coeur d'Alene, Idaho 83814.

The mailing address of the initial registered agent and of the registered office of the corporation shall be P.O. Box 2086, Coeur d'Alene, Idaho 83816-2086.

ARTICLE EIGHT  
CORPORATE DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation shall be One (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successors are elected and shall qualify are:

Name	Address
DANIEL WARD PROHASKA	P.O. Box 2086, Coeur d'Alene, Idaho 83816-2086.

ARTICLE NINE  
LIMITATION ON PERSONAL LIABILITY OF DIRECTOR

The personal liability of a Director to the corporation or its shareholders shall be and is hereby eliminated or limited to the maximum extent authorized under the Idaho Business Corporations Act and the laws of the State of Idaho.

ARTICLE TEN  
INCORPORATOR

The name and address of the initial incorporator is:

Name	Address
DANIEL WARD PROHASKA	P.O. Box 2086, Coeur d'Alene, Idaho 83816-2086.

These Articles of Incorporation of I TRUST HOLDING COMPANY shall be and are hereby adopted on this 10TH day of FEBRUARY, in the year 1999.

  
\_\_\_\_\_  
DANIEL WARD PROHASKA  
Incorporator

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 Incorporation of I Trust Holding Company, Coeur d'Alene, Idaho dated the 10TH day of FEBRUARY, 1999.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

A handwritten signature in black ink, appearing to read 'Gavin M. Gee', is written over a horizontal line.

Gavin M. Gee  
Director of Finance