

FILED EFFECTIVE

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
BANKCDA**

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**SECRETARY OF STATE
STATE OF IDAHO**

The following Amended and Restated Articles of Incorporation are executed by the undersigned, an Idaho state banking corporation:

ARTICLE I.

The name of the Corporation is bankcda.

ARTICLE II.

The purpose of the Corporation is to transact the business of banking and all other business not forbidden by law for which corporations may be formed under the Idaho Business Corporation Act and the Idaho Bank Act, including selling and servicing insurance.

ARTICLE III.

The period of existence of the Corporation shall be perpetual.

ARTICLE IV.

The main office of the Corporation shall be located in Coeur d'Alene, Idaho. The general business of the Corporation shall be conducted at its main office and its authorized branches. The location of the initial registered office and mailing address of the Corporation is 1620 Northwest Blvd., Building A, Coeur d'Alene, Idaho 83814. The name of the initial registered agent is Jeffrey J. Crandall.

ARTICLE V.

The amount of capital stock of the Corporation shall be TWENTY-FIVE MILLION DOLLARS (\$25,000,000.00) divided into 5,000,000 shares of common stock with a par value of \$5.00 each, but said capital stock may be increased or decreased, from time to time, in accordance with the provisions of the laws of the State of Idaho. All shares of the Corporation shall be without preemptive rights and without cumulative voting rights. Pursuant to Section 30-1-602 of the Idaho Code, the Board of Directors may determine, in whole or in part, the preferences, limitations and relative rights, within the limits set forth in Section 30-1-601 of the Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. The Board of Directors may file Articles of Amendment creating such classes or series of shares, which will be effective without shareholder action.

ARTICLE VI.

Each Director, during the full term of their directorship, shall own a minimum of \$500.00 par value stock of the Corporation, or \$500 par or book value of the parent holding company, as required by Idaho law. Shareholders shall not be entitled to vote cumulatively for the election of Directors. A majority of the Directors must be residents of the state of Idaho.

The Board of Directors shall consist of not less than five (5) members, the exact number to be fixed and determined as set forth in the Bylaws.

**IDAHO SECRETARY OF STATE
11/01/2011 05:00
CK: 6893 CT: 221028 BH: 1296491
1 @ 30.00 = 30.00 AMEND PRDF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3**

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ARTICLE VII.

There shall be an annual meeting of the shareholders, the purpose of which shall be the election of Directors and the transaction of whatever other business may be brought before said meeting. The meeting shall be held at the main office or other location as the Board of Directors may designate, on the day each year specified therefore in the Bylaws, but if no election is held on that day, it may be held on any subsequent day according to such lawful rules as may be prescribed by the Board of Directors.

ARTICLE VIII.

The Board of Directors shall appoint one of its members as President of the Corporation, and one of its members as Chairperson of the Board. The Board of Directors shall have the power to appoint one or more Executive Vice Presidents, one or more Senior Vice Presidents, a Cashier, a Secretary and such other officers and employees as may be required to transact the business of the Corporation.

The Board of Directors shall have the power to define the duties of the officers and employees of the Corporation; to fix salaries to be paid to them, to dismiss them and to appoint others to take their place; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Corporation shall be made; to manage and administer the business and affairs of the Corporation; to make all Bylaws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

ARTICLE IX.

The Board of Directors of the Corporation, or any collection of shareholders owning in the aggregate more than twenty percent (20%) of the capital stock of the Corporation, may call a special meeting of the shareholders at any time. Unless otherwise provided by the laws of the State of Idaho, a notice of the time, place and purpose of every annual or special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten (10) days prior to the date of such meeting to each shareholder of record at his or her address as shown upon the books of the Corporation. If all the shareholders shall waive notice of special and annual meetings, no such notice shall be required.

ARTICLE X.

To the fullest extent allowed by applicable laws existing from time to time, any person may, and Directors shall be indemnified or reimbursed by the Corporation for liability, which is defined in Section 30-1-850 (5), Idaho Code as the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assess with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding, to any person for any action taken, or any failure to take an action, as a Director, except liability for: (a) the amount of a financial benefit received by a Director to which he is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a violation of Section 30-1-833, Idaho Code; (d) breaches of duty of loyalty to the Corporation or its shareholders; (e) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (f) payments of unlawful dividends or unlawful stock repurchases or redemptions; (g) transactions in which such Directors or Executive Officers receive an improper personal benefit; or (h) participating in any violation of the laws of the State of Idaho relative to banks or banking pursuant to the provisions of Section 26-213(5) of the Idaho Code.

The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, their heirs, executors, or administrators may be entitled to as a matter of law. Those persons indemnified hereunder shall be deemed to include the heirs, legal representatives, executors and administrators of such person.

Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The Director, officer, employee or agent must repay such amount, however, if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Directors, officers, other employees and agents. Such insurance may, but need not be, for the benefit of all Directors, officers, employees or agents.

Notwithstanding any other provisions contained herein, these Articles of Incorporation are subject to the requirements and limitations set forth in state and federal laws, rules, regulations, or orders regarding indemnification and prepayment of legal expenses, including Section 18(k) of the Federal Deposit Insurance Act and Part 359 of the FDIC's Rules and Regulations or any successor regulations thereto.

ARTICLE XI.

To the fullest extent allowed by applicable laws existing from time to time, Directors shall be exempt from liability to the Corporation or its shareholders for monetary damages resulting from breaches of fiduciary duty; provided, however, that nothing herein shall be deemed to limit or eliminate the liability of such Directors for: (a) the amount of a financial benefit received by a Director to which he is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a violation of Section 30-1-833 of the Idaho Code; (d) breaches of duty of loyalty to the Corporation or its shareholders; (e) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (f) payments of unlawful dividends or unlawful stock repurchases or redemptions; (g) transactions in which such Directors receive an improper personal benefit; or (h) participating in any violation of the laws of the State of Idaho relative to banks or banking pursuant to the provisions of Section 26-213(5) of the Idaho Code.

ARTICLE XII.

These Articles of Incorporation may be amended by a majority vote of the Board of Directors to the extent permitted by Section 30-1-1002 of the Idaho Code or at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case, by the vote of the holders of such greater amount. No proposed amendment shall be effective until approved by the Director of the Idaho Department of Finance.

ARTICLE XIII.

The name and mailing address of the incorporators are:

Name

Address

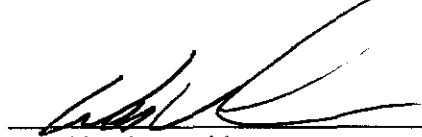
Max J. Faller

2102 N. Fairway Drive, Coeur d'Alene, ID 83815

Jeffery J. Crandall

1620 B Northwest Blvd., Coeur d'Alene, ID 83814

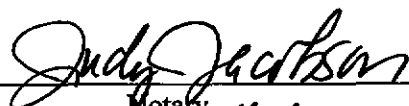
IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of October, 2011.

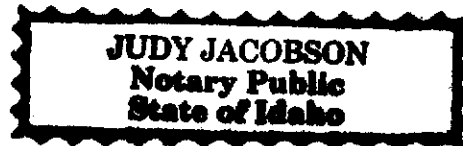

Wes Veach, President

STATE OF IDAHO, COUNTY OF KOOTENAI, SS.:

On this 25th day of October, 2011, before me, Judy Jacobson, the undersigned notary public, personally appeared Wes Veach, known to me to be the person who executed the foregoing document as the President of bankcda, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I hereunto set my hand and affixed my official seal this 25th day of October, 2011.


Notary
Residing in: Rathdrum
My commission expires on 12/3/16



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 Amended & Restated Articles of Incorporation of bankcda, dated this ~~31ST~~ day of OCTOBER, 2011.

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

Gavin M. Gee
Director of Finance

**CERTIFICATE
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANKCDA**

This Certificate to the Amended and Restated Articles of Incorporation of bankcda, an Idaho state banking corporation (the "Bank"), is hereby executed and delivered for filing in accordance with the provisions of Section 26-207 and Section 30-1-1006 of the Idaho Code:

1. The name of the corporation is bankcda.
2. The Articles of Incorporation of the Bank are hereby amended by deleting Article VI in its entirety (the "Amendment"), and replacing it with the new Article VI set forth below. The amendment is incorporated in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

ARTICLE VI is deleted in its entirety and replaced as follows:

Each Director, during the full term of their directorship, shall own a minimum of \$500.00 par value stock of the Corporation, or \$500 par or book value of the parent holding company, as required by Idaho law. Shareholders shall not be entitled to vote cumulatively for the election of Directors. A majority of the Directors must be residents of the state of Idaho.

The Board of Directors shall consist of not less than five (5) members, the exact number to be fixed and determined as set forth in the Bylaws.

3. The Amendment was adopted by at least a majority of the Directors of the Bank, at a meeting duly held and convened on August 17, 2011.
4. The Amendment was duly approved by the Sole Shareholder of the Bank, pursuant to a Consent to Action of the Sole Shareholder of the Bank dated October 4, 2011, in accordance with Section 30-1-1003 of the Idaho Code and the Bank's Articles of Incorporation.

DATED this 25 day of October, 2011.

BANKCDA


By 
Wes Veach
Its: President

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
BANKCDA**