

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

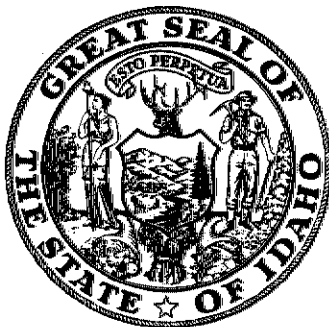
BANK OF PULLMAN

File number C 117037

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANK OF PULLMAN**

Nov 1 2 3338 AM 1996
SECRETARY OF STATE
STATE 10/31/1995 0900 36064
CUST# 117649
COMP 100.00
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For the purpose of carrying on the business of banking under the laws of the state of Idaho, the undersigned do hereby verify and state that the following Restated Articles of Incorporation of Bank of Pullman correctly set forth, without change, the corresponding provisions of the Articles of Incorporation of Bank of Pullman as theretofore amended and that the Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto for such corporation.

FIRST, the title of this Corporation shall be "Bank of Pullman".

SECOND, the Corporation was organized and its prior existence was as a state of Washington bank located in the city of Pullman, Washington.

THIRD, henceforth, the main office of the Corporation shall be in the city of Moscow, county of Latah, state of Idaho. The general business of the Corporation shall be conducted at its main office and at its branches. The registered agent of this Corporation is Glen G. Utzman, and the street address of the registered office of this Corporation is 1004 Nez Perce Street, Moscow, Idaho 83843, with a mailing address of P.O. Box 8477, Moscow, Idaho 83843.

FOURTH, the Board of Directors of this Corporation shall consist of not less than five (5) nor more than twenty-five (25) shareholders of the Corporation or bank holding company that controls the corporation, the exact number to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of the shareholders at any annual or special meeting thereof. Each director, during the full term of his or her directorship, shall own a minimum of Five Hundred Dollars (\$500.00) of unhyponthecated par value common stock of this Corporation or a minimum of Five Hundred Dollars (\$500.00) of unhyponthecated par value or book value of common stock in the bank holding company controlling this corporation.

Any vacancy in the Board of Directors may be filled by action of the Board of Directors; provided, however, that a majority of the full Board of Directors may not increase the number of directors to a number which:

- i) Exceeds by more than two (2) the number of directors last elected by shareholders where the number is fifteen (15) or less; or

ii) Exceeds by more than four (4) the number of directors last elected by shareholders where the number was sixteen (16) or more, but in no event shall the number of directors exceed twenty-five (25).

FIFTH, the nature of business for which this Corporation is formed shall be and is that of a commercial and savings bank to engage in and carry on a general banking business practice in accumulating and loaning the funds of its shareholders and depositors, and which may loan and invest the funds thereon; receive deposits of money; loan and invest the same with interest, and repay depositors with or without interest; to deal in commercial paper and to make loans thereon; to loan money on real and personal property and to purchase or discount bills, notes or other commercial paper; to buy and sell and advertise for purchase or sale such securities as are permissible for an investment of commercial banks; and such other acts, services, and investments as may be authorized from time to time by regulation of the Department of Finance for the state of Idaho and by law, which are in keeping with good banking practices in the general business of banking.

SIXTH, this Corporation shall be further authorized to issue convertible or non-convertible capital debentures and notes in accordance with normal business considerations in such amounts and under such terms and conditions as shall be approved by the Director of Finance.

SEVENTH, this Corporation shall be further authorized, in addition to all powers, rights and activities enumerated in Article Fifth above, to transact the business of insurance in the state of Idaho and obtain the appropriate licenses necessary to conduct such business as may from time to time be necessary in conjunction with good banking practices, pursuant to Title 41, Idaho Code, and the applicable rules and regulations set forth by the Director of Finance for the state of Idaho.

EIGHTH, this Corporation shall maintain insurance of accounts by the Federal Deposit Insurance Corporation for each such location at which the Corporation shall be doing business and all future locations and branches where it shall be doing business.

NINTH, the authorized capital stock of this Corporation shall be, and is Four Hundred Fifty Thousand Dollars (\$450,000.00), divided into Eighteen Thousand (18,000) shares with a par value of Twenty Five Dollars (\$25.00) per share, and paid in surplus of not less than Three Million Three Hundred Thousand Dollars (\$3,300,000.00), to constitute a total capital of not less than Three Million Seven Hundred Fifty Thousand Dollars (\$3,750,000.00).

TENTH, the period of existence of this Corporation shall be perpetual.

ELEVENTH, each share of the capital stock of this Corporation shall be entitled to one vote at all meetings of shareholders.

TWELFTH, the shareholders may adopt Bylaws not inconsistent with law or these Articles. The shareholders may vest authority to make Bylaws in the Board of Directors subject to the power of the shareholders to change and repeal such Bylaws. In no event shall the Board of Directors make or alter any Bylaws fixing their qualifications, term of office, or compensation.

THIRTEENTH, the names and places of residence of the persons who, as directors, are to manage the Corporation until the next annual meeting of its shareholders or until their successors are elected and shall qualify are:

Phil R. Druffel
Box 176
Colton, WA 99113

Ronald Wachter
345 N.W. Linda Street
Pullman, WA 99163

Hartman Gearhiser
1120 S.E. Spring Street
Pullman, WA 99163

Scott B. Lukins
1220 East Christmas Tree Lane
Spokane, WA 99203

Martin Waananen
1835 N.E. Upper Road
Pullman, WA 99163

Gary E. Schell
915 S.E. Skylark Court
Pullman, WA 99163

FOURTEENTH, the annual meeting of the shareholders for the election of directors and the transaction of whatever other business may be brought before said meeting shall be held at the main office or at such other place as the Board of Directors may designate, on the day of each year specified therefor in the Bylaws, but if no election is held on that date, it may be held on any subsequent day according to the provisions of law; all elections shall be held according to such lawful regulations as may be prescribed by the Board of Directors.

FIFTEENTH, nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the bank entitled to vote for election of directors, at the annual meeting of the shareholders or at any special meeting called for the purpose of electing directors. Nominations may be made at the meeting by any director or qualified shareholder or in writing by any director or qualified shareholder providing that all written nominations shall be mailed or delivered to the President of the bank not later than the closing of business on the seventh day following the day on which the notice of the meeting is mailed. Nominations not made in accordance with these Articles and the regulations of the Department of Finance and the laws of the state

of Idaho will be disregarded by the Chairman of the meeting and, upon his or her instructions, the vote teller will disregard all votes cast for each such nominee.

SIXTEENTH, the Board of Directors shall appoint one of its members as President of the Corporation, who shall not be Chairman of the Board. The Board of Directors shall have the power to appoint one or more Vice Presidents and to appoint a Cashier and such other officers and employees as may be required to transact the business of the Corporation.

SEVENTEENTH, the Board of Directors shall have the power to define the duties of the officers and employees of the Corporation; to fix the salaries to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to manage and administer the business affairs of the Corporation; to make all Bylaws that it may be lawful for them to make; and generally to do and form all acts that it may be legal for a Board of Directors to perform.

EIGHTEENTH, the Board of Directors of this Corporation, or any three or more shareholders owning, in the aggregate, not less than ten percent (10%) of the stock of this Corporation, may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of the state of Idaho, a notice of time, place, and purpose of every annual and special meeting of the shareholders will 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 shown upon the books of this Corporation. The date used to establish shareholders of record for the purpose of calling any shareholder meeting shall be set forth with particularity in the Bylaws of this Corporation.

NINETEENTH, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation

shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

TWENTIETH, these Amended and Restated Articles of Incorporation may be further amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Corporation, unless a vote of the holders of a greater amount of stock is required by law, and in that case by a vote of the holders of such greater amount.

IN WITNESS WHEREOF, we have hereunto set our hand this 11th day of October, 1996.



PHIL R. DRUFFEL, Director



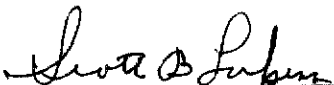
MARTIN WAANANEN, Director



HARTMAN GEARHISER, Director



RONALD WACHTER, Director



SCOTT B. LUKINS, Director



GARY E. SCHELL, Director

STATE OF WASHINGTON)
 : ss.
County of Whitman)

BE IT REMEMBERED that on this 11th day of October, 1996, before me, Margaret Stone, a Notary Public in and for the State of Washington, personally appeared PHIL R. DRUFFEL, HARTMAN GEARHISER, MARTIN WAANANEN, RONALD WACHTER, SCOTT B. LUKINS, and GARY E. SCHELL, parties to the foregoing Amended and Restated Articles of Incorporation, known to me

personally to be such, and I have first made known to them, and each of them, the contents of said Amended and Restated Articles of Incorporation, and they did each severally acknowledge that they subscribed to the within instrument, and acknowledged to me that they executed the same as their voluntary act and deed, and each deposes that the facts therein stated were truly set forth.

WITNESS my hand and official seal hereto affixed the day and year first above written.

Marjorie Stone
Notary Public for Washington
Residing at Cullman
Commission Expires Sept. 7, 1999

CERTIFICATE OF APPROVAL

This is certification that I, the undersigned Director of Finance, State of Idaho, do hereby approve for filing the attached Amended and Restated Articles of Incorporation of Bank of Pullman, Moscow, Idaho, dated October 11, 1996.

Dated this 30th day of October, 1996.



GAVIN M. GEE, Director of Finance

PHILIP E. BATT
GOVERNOR



GAVIN M. GEE
DIRECTOR

Nov 5 11 24 AM '96
SECRETARY OF STATE
STATE OF IDAHO

STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P.O. BOX 83720
BOISE ID 83720-0031

November 5, 1996

Office of the Secretary of State
Corporations Division
STATEHOUSE MAIL

Enclosed please find four replacement pages for page 1 of the Amended and Restated Articles of Incorporation of Bank of Pullman which were sent to your office on October 30, 1996.

If you have any questions regarding this, please contact our office.

Sincerely,

A handwritten signature in black ink, appearing to read "Gavin M. Gee", with a long horizontal line extending to the right.

GAVIN M. GEE
Director of Finance

GMG/ngp
Enclosures

Banks and S&L's
Credit Unions
Finance/Mortgage Co's
Collection Agencies

(208) 332-8005
(208) 332-8003
(208) 332-8002
(208) 332-8002

PHONE: (208) 332-8000
FAX: (208) 332-8098
SECURITIES FAX: (208) 332-8099
EQUAL OPPORTUNITY EMPLOYER

Securities
Money Transmitters
Legal
Supporting Services

(208) 332-8004
(208) 332-8003
(208) 332-8000
(208) 332-8001