

State of Idaho

Department of State

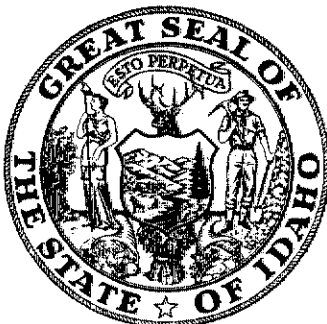
CERTIFICATE OF AMENDMENT OF

S & S HOLDING COMPANY
File Number C 58027

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of S & S HOLDING COMPANY, changing the corporate name to F & M HOLDING COMPANY, duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: June 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

RESTATED ARTICLES OF INCORPORATION

OF

S & S HOLDING COMPANY

JUN 30 2 10 PM '94

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, this day have voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

F & M HOLDING COMPANY.

The purposes for which this corporation is formed are:

(a) To carry on the banking business; to establish, buy, sell, own and operate banks and other enterprises, directly or through stock, securities and other interests and to deal in goods and provide services in connection therewith.

(b) To investigate, develop, consummate, undertake or carry on any enterprise, business, transaction or operation of any financial, commercial, industrial, agricultural or other nature, calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; and to generally institute, enter into, carry on, assist, promote and participate in any act, enterprise or vocation that a natural person might or could do, but only to the extent permitted by law;

VERIFICATION

Two shares of Common Stock were entitled to vote to amend Article I of the Articles of Incorporation as it appears in the Restated Articles of Incorporation. The shareholder vote on April 7, 1994 to amend the Articles of Incorporation was unanimous. Except for the designated Amendment, the Restated Articles of Incorporation correctly sets forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended, and that the Restated Articles of Incorporation, together with the designated Amendment, supersede the original Articles of Incorporation and all amendments thereto.

DATED this 29th day of June, 1994.

By: _____

J. Michael Gwartney
Vice President

STATE OF IDAHO)
) ss.
County of Ada)

I, Betty M. Paurley, a notary public, do hereby certify that on this 29th day of June, 1994, personally appeared before me J. MICHAEL GWARTNEY who, being by me first duly sworn, declared that he is the Vice President of S & S Holding Company, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Betty M. Paurley
Residing at: Boise, Idaho
My commission expires: 2-10-95