



CERTIFICATE OF INCORPORATION
OF

Tri-State Bancorporation, Inc.

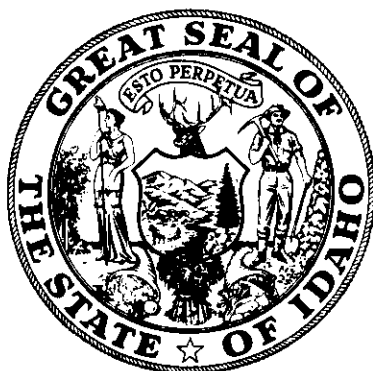
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

Tri-State Bancorporation, Inc.

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 September 2, 1981, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
TRI-STATE BANCORPORATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be Tri-State Bancorporation, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 902 Washington, Montpelier, Idaho, and the name of the initial registered agent at such address is Willis G. Candland.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

The transaction of any or all lawful business for which bank holding companies may be organized under Idaho Law.

V.

That the total authorized number of par value shares of this corporation shall be 30,000, each of a par value of \$12.50, and of the aggregate par value of \$375,000.00, which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and address of the incorporation is:

Pam Bennett
P. O. Box 1559
Boise, Idaho 83701

VII.

The first Board of Directors shall consist of six (6) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than five (5) nor more than fifteen (15).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Willis G. Candland	902 Washington Montpelier, Idaho
Kahlil V. Hansen	902 Washington Montpelier, Idaho
Donald E. Kunz	902 Washington Montpelier, Idaho

Elmer C. Jenson

902 Washington
Montpelier, Idaho

Eugene B. Stucki

902 Washington
Montpelier, Idaho

Gerald E. Phelps

902 Washington
Montpelier, Idaho

VIII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IX.

By unanimous agreement, the stockholders may provide restrictions upon the sale and transfer of issued and outstanding stock in the corporation by the holders thereof, giving to other holders of issued and outstanding shares of stock in the corporation, or to the corporation itself, rights to purchase any such shares as may be sought to be sold or transferred. The corporation may become a party to any such agreement. Any such agreement shall be recorded in the minute book of the corporation, on file in the principal office of the corporation and open to inspection by any person having a legitimate interest in the provisions thereof, whether as a holder of, one interested in any way in or one interested in purchasing or otherwise acquiring interests in shares of stock of the corporation or warrants, options or other instruments evidencing rights to subscribe for, purchase or otherwise acquire such shares. The existence of any such agreements and its availability for inspection

shall be stated upon each certificate representing the shares issued by the corporation.

X.

Each director, whether or not then in office, shall be indemnified by the corporation against all costs, attorney fees, and expenses reasonably incurred by or imposed upon him in connection with or resulting from any civil or criminal action, suit or proceeding to which he may be made a party by reason of his being or having been a director of the corporation, except in relation to matters in which he has been finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising or otherwise adjusting any such action, suit or proceeding, when such disposition thereof appears to be in the best interest of the corporation, and shall not be exclusive of other rights to which such director may be entitled as a matter of law.


IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 2nd day of September, 1981.

Pam Bennett

STATE OF IDAHO)
) ss.
County of Ada)

On this 2nd day of September, 1981, before me the undersigned, a Notary Public in and for said State, personally appeared Pam Bennett, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: