

65503

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of AMERICAN BAN CORPORATION, an Idaho corporation, into FIRST SECURITY CORPORATION, a Delaware corporation, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: July 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

JUL 15 11 53 AM '94
SECRETARY OF STATE

ARTICLES OF MERGER
OF
AMERICAN BAN CORPORATION
WITH AND INTO
FIRST SECURITY CORPORATION

IDAHO SECRETARY OF STATE
19940715 0900 13766 3
CX #: 20512042 CUST# 1030
CORP
1@ 50.00= 50.00

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The undersigned corporations hereby certify as follows:

ARTICLE ONE

The names of the corporations proposing to merge (the "Constituent Corporations") and the laws under which they are organized are as follows:

<u>Name of Entity</u>	<u>State of Organization</u>
American Ban Corporation	Idaho
First Security Corporation	Delaware

ARTICLE TWO

Attached hereto as Exhibit A is a copy of the Plan and Agreement of Merger dated as of July 15, 1994, by and between the Constituent Corporations, approved and adopted by each of the Constituent Corporations in the manner prescribed by the laws of the jurisdictions of organization or incorporation of the parties thereto.

ARTICLE THREE

The surviving corporation shall be First Security Corporation, which is a Delaware corporation, and it shall continue to be governed by the laws of the State of Delaware. The Certificate of Incorporation of First Security Corporation shall be the Certificate of Incorporation of the surviving corporation and First Security Corporation shall continue to use the same Bylaws.

ARTICLE FOUR

The authorized capital stock of each of the Constituent Corporations is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
American Ban Corporation	Common	1,000,000	\$1.00
First Security Corporation	Common	150,000,000	\$1.25
	Preferred	400,000	None

First Security Corporation owns all of the issued and outstanding common stock of American Ban Corporation.

ARTICLE FIVE

Approval by the shareholders of American Ban Corporation is not required pursuant to the provisions of Section 30-1-75 of the Idaho Business Corporation Act.

ARTICLE SIX

First Security Corporation, as the surviving corporation, hereby agrees:

(i) That it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of American Ban Corporation and in any proceeding for the enforcement of the rights of a dissenting Shareholder of American Ban Corporation against First Security Corporation; and

(ii) To appoint irrevocably the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding; and

(iii) That it will promptly pay to the dissenting shareholders of American Ban Corporation, if any, the amount, if any, to which such dissenting Shareholder shall be entitled under the laws of the State of Idaho.

ARTICLE SEVEN

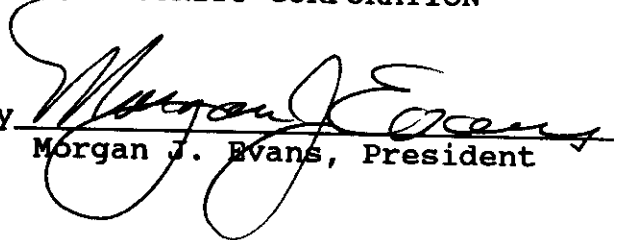
All provisions of the laws of the jurisdictions in which the Constituent Corporations were incorporated applicable to the proposed merger have been complied with.

ARTICLE EIGHT

This Merger shall become effective as of 5:10 p.m. Mountain Daylight Time on July 15, 1994.

The undersigned hereby state that they have read the foregoing Articles of Merger, are familiar with the contents thereof, and verify and affirm the truthfulness thereof. In witness whereof the undersigned, being thereunder duly authorized, have executed these Articles of Merger on behalf of the Constituent Corporations as of the 15th day of July, 1994.

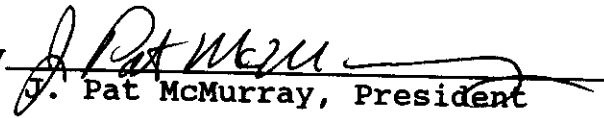
FIRST SECURITY CORPORATION

By 
Morgan J. Evans, President

Attest:

By: _____
Brad D. Hardy,
Assistant Secretary

AMERICAN BAN CORPORATION

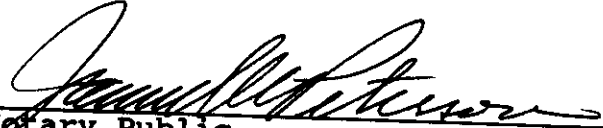
By 
J. Pat McMurray, President

Attest:

By: 
Michael P. Caughlin, Secretary

STATE OF IDAHO)
) : ss.
COUNTY OF KOOTENAI)

On the 15th day of July, 1994, personally appeared before me Morgan J. Evans, by me first duly sworn to be the President of First Security Corporation and to be the person who signed the foregoing Articles of Merger in behalf of such corporation by authority of its bylaws and a resolution adopted by its board of directors, and he acknowledged to me that such corporation executed the same, and verified that the information contained therein is true and correct.

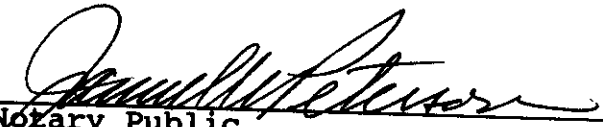

Notary Public
Residing at POST FALLS, IDAHO

My commission expires:

MARCH 19, 1999

STATE OF IDAHO)
) : ss.
COUNTY OF KOOTENAI)

On the 15th day of July, 1994, personally appeared before me J. Pat McMurray, by me first duly sworn to be the President of American Ban Corporation and to be the person who signed the foregoing Articles of Merger in behalf of such corporation by authority of its bylaws and a resolution adopted by its board of directors, and he acknowledged to me that such corporation executed the same, and verified that the information contained therein is true and correct.


Notary Public
Residing at POST FALLS, IDAHO

My commission expires:

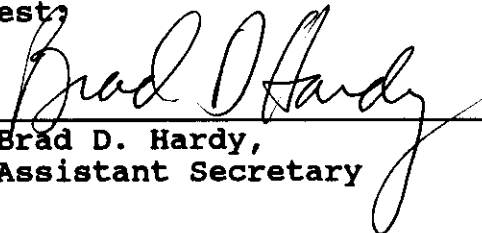
MARCH 19, 1999

The undersigned hereby state that they have read the foregoing Articles of Merger, are familiar with the contents thereof, and verify and affirm the truthfulness thereof. In witness whereof the undersigned, being thereunder duly authorized, have executed these Articles of Merger on behalf of the Constituent Corporations as of the 15th day of July, 1994.

FIRST SECURITY CORPORATION

By _____
Morgan J. Evans, President

Attest:

By:  _____
Brad D. Hardy,
Assistant Secretary

AMERICAN BAN CORPORATION

By _____
J. Pat McMurray, President

Attest:

By: _____
Michael P. Caughlin, Secretary

PLAN AND AGREEMENT OF MERGER

BETWEEN

FIRST SECURITY CORPORATION
(a Delaware Corporation)

AND

AMERICAN BAN CORPORATION
(an Idaho Corporation)

This Plan and Agreement of Merger is made and entered into as of the 15th day of July, 1994, by and between First Security Corporation, a Delaware corporation ("FSC" or the "Surviving Corporation"), and American Ban Corporation, an Idaho corporation ("ABCorp"; FSC and ABCorp being sometimes referred to jointly as the "Constituent Corporations").

R E C I T A L S :

1. FSC is a corporation organized and existing under the laws of the State of Delaware, with its registered office located at 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent in charge thereof being The Corporation Trust Company.

2. The total number of shares of stock which FSC has authority to issue is (i) 400,000 shares of preferred stock, each of no par value ("FSC Preferred Stock"), of which 18,052 shares were designated as Series A Preferred Stock and 13,396 of which were issued and outstanding on December 31, 1993, and (ii) 150,000,000 shares of common stock, each of \$1.25 par value ("FSC Common Stock"), of which as of December 31, 1993, there were 48,436,565 shares issued and outstanding.

3. ABCorp is a corporation organized and existing under the laws of the State of Idaho, with its registered office being located at 6850 Fairview Avenue, Boise, Idaho 83707, and its registered agent being William T. Speer, Jr.

4. The aggregate number of shares which ABCorp has authority to issue is 1,000,000 shares of common stock, each of \$1.00 par value ("ABCorp Common Stock"), of which 310,500 shares were issued and outstanding as of December 31, 1993, of which 6,900 were held as treasury shares at December 31, 1993.

5. This Agreement is conditioned on the successful consummation of the merger of First Security Merger Sub, Inc., a wholly-owned subsidiary of FSC, with and into ABCorp (the "Merger

Sub Merger"). As of the effective time of the Merger Sub Merger, FSC will be the legal and beneficial owner of all of the issued and outstanding stock of ABCorp.

6. The board of directors of each of the Constituent Corporations deems it advisable that ABCorp be merged with and into FSC upon the terms and subject to the conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Idaho and Delaware, respectively, which permit such merger.

A G R E E M E N T :

In consideration of the foregoing recitals and of the agreements, covenants and provisions contained herein, FSC and ABCorp, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I MERGER

ABCorp and FSC shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Idaho and of the State of Delaware, by ABCorp merging into FSC, which shall be the Surviving Corporation. Such merger is intended to qualify as a tax-free liquidation of ABCorp under Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE II EFFECT OF MERGER

Upon the merger becoming effective as provided in the applicable laws of the State of Idaho and of the State of Delaware (the time when the merger shall become effective being sometimes referred to herein as the "effective date of the merger"):

2.1 The two Constituent Corporations shall be a single corporation, which shall be FSC as the Surviving Corporation, and the separate existence of ABCorp shall cease except to the extent provided by the laws of the State of Idaho in the case of a corporation after its merger into another corporation.

2.2 FSC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest

of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

2.3 FSC shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

2.4 The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

2.5 The Bylaws of FSC as existing and constituted immediately prior to the effective date of merger shall be and constitute the Bylaws of the Surviving Corporation.

2.6 The board of directors, and the members thereof, and the officers of FSC immediately prior to the effective date of merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

ARTICLE III CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of FSC shall not be amended in any respect by reason of this Agreement of Merger, and such Certificate of Incorporation as in effect on the effective date of the merger shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

ARTICLE IV CANCELLATION OF ABCORP SHARES

4.1 FSC Common Stock. All shares of FSC Common Stock which are outstanding immediately prior to the effective time of the merger shall continue to be outstanding immediately after the effective time of the merger.

4.2 ABC Corp Common Stock. Each share of ABC Corp Common Stock which is outstanding immediately prior to the effective time of the merger and all rights in respect thereof, ipso facto, shall be cancelled, and no FSC Common Stock shall be delivered in exchange therefor. From and after the effective time of the merger the certificate or certificates representing ABC Corp Common Stock shall be deemed cancelled and terminated.

ARTICLE V SUBSEQUENT ACTIONS

If, at any time after the effective time of the merger, FSC shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in FSC its right, title, or interest in, to, or under any of the rights, properties, or assets of ABC Corp acquired or to be acquired by FSC as a result of or in connection with, the merger or otherwise to carry out this Agreement, the officers and directors of FSC shall be authorized to execute and deliver, in the name and on behalf of ABC Corp or otherwise, all such deeds, bills of sale, assignments, and assurances, and to make and do, in the name and on behalf of ABC Corp or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any right, title, and interest in, to, and under such rights, properties, or assets in FSC or otherwise to carry out this Agreement.

ARTICLE VI SHAREHOLDER VOTE

This Agreement need not be submitted to the shareholders of FSC in accordance with the provisions of Section 251(f) of the Delaware General Corporation Law. This Agreement need not be submitted to the shareholders of ABC Corp in accordance with the provisions of Section 30-1-75 of the Idaho Business Corporation Act. This Agreement shall take effect upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Idaho and of the State of Delaware, as heretofore amended and supplemented.

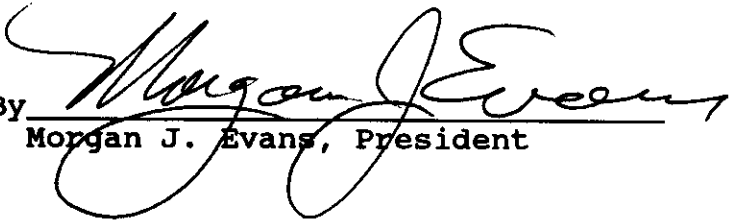
IN WITNESS WHEREOF, FSC and ABC Corp, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Plan and

Agreement of Merger to be executed by their respective President and attested by their respective Secretary.

Attest:

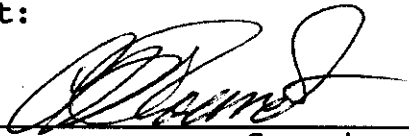
Brad D. Hardy
Assistant Secretary

FIRST SECURITY CORPORATION

By 

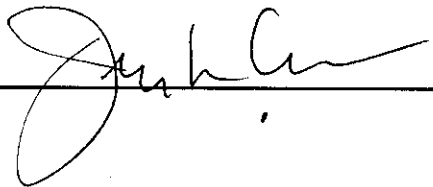
Morgan J. Evans, President

Attest:



Secretary


AMERICAN BAN CORPORATION

By 

Agreement of Merger to be executed by their respective President and attested by their respective Secretary.

FIRST SECURITY CORPORATION

Attest:



Brad D. Hardy
Assistant Secretary

By _____
Morgan J. Evans, President

AMERICAN BAN CORPORATION

Attest:

, Secretary

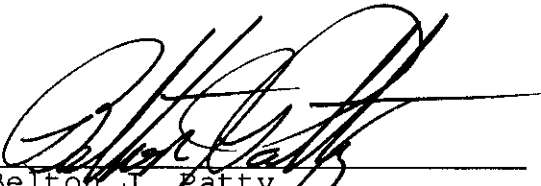
By _____

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 Merger of American Ban Corporation with and into First Security Corporation, dated the 15th day of July, 1994.

DATED This 15th day of July, 1994.



Belton J. Patty
Director of Finance