

FILED

ARTICLES OF MERGER

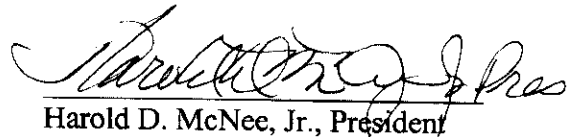
Harold D. McNee, Jr. and Sharon Lea McNee certify that:

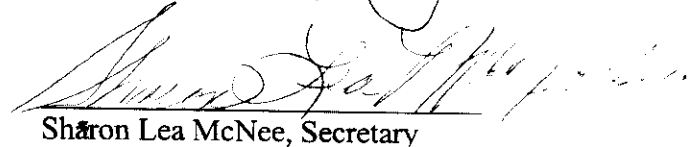
1. They are the president and the secretary, respectively, of Idaho H & S Financial Corporation, an Idaho corporation ("Surviving Corporation").
2. Surviving Corporation owns all the outstanding shares of H & S Financial Corporation, a California corporation ("Dissolving Corporation").
3. Attached as Exhibit "A" hereto and incorporated herein by this reference is the Plan of Merger ("Plan of Merger") approved by the shareholders and Board of Directors of Surviving Corporation and Dissolving Corporation.
4. There are 200 shares of common stock outstanding of Surviving Corporation and 200 shares of common stock outstanding of Dissolving Corporation. There are 200 votes entitled to be cast by the shareholders of Dissolving Corporation and 200 votes entitled to be cast by the shareholders of Surviving Corporation.
5. There were 200 votes cast for and zero votes against the Plan of Merger by the shareholders of Dissolving Corporation and there were 200 votes cast for and zero votes against the Plan of Merger by Surviving Corporation.
6. Article I of the Articles of Incorporation of Surviving Corporation is amended and restated, as follows:

"NAME: The name of this corporation shall be H & S Financial Corporation."

We further declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: October 1, 1999


Harold D. McNee, Jr., President


Sharon Lea McNee, Secretary

IDAHO SECRETARY OF STATE

10/22/1999 09:00
CK: 10010 CT: 19577 BN: 260346

1 @ 30.00 = 30.00 MERGER # 9
1 @ 20.00 = 20.00 EXPEDITE C # 10

C 129576

EXHIBIT A

PLAN OF MERGER

This Plan of Merger ("Plan") is entered into as of October 1, 1999, between Idaho H & S Financial Corporation, an Idaho corporation ("Surviving Corporation"), and H & S Financial Corporation, a California corporation ("Merging Corporation"), which agree as follows:

1. This Plan is made in contemplation of the following facts and circumstances, which the parties hereto represent are true and correct:

a. Surviving Corporation owns all issued and outstanding capital stock of Merging Corporation.

b. The parties intend by this Plan to set forth the provisions of a tax-free reorganization pursuant to Sections 361 and 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the comparable provisions, if any, of California and Idaho law.

2. Surviving Corporation and Merging Corporation, effective upon filing of the Articles of Merger with the Idaho Secretary of State ("Effective Date"), shall be merged into a single corporation, Surviving Corporation. On the Effective Date, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall succeed, without other transfer, to all rights property and assets of Merging Corporation, and shall be subject to all the debts, obligations and liabilities of Merging Corporation in the same manner as if Surviving Corporation had itself incurred such debts, obligations and liabilities.

3. Each outstanding share of Merging Corporation on the Effective Date shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange for them.

4. The outstanding shares of Surviving Corporation on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Surviving Corporation.

5. The Articles of Incorporation of Surviving Corporation in effect on the Effective

Date shall continue unchanged and shall remain in full force and effect after the Effective Date, except that Article I of the Articles of Incorporation of Surviving Company shall be amended and restated as follows:

"NAME: The name of this corporation shall be H & S Financial Corporation."

Neither the bylaws of Surviving Corporation nor the officers or the Board of Directors of Surviving Corporation shall be altered by this Plan.

6. After the Effective Date, Surviving Corporation shall continue to be governed by the laws of the State of Idaho.

7. Merging Corporation from time to time, as and when requested by Surviving Corporation, shall execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the merger as provided in this Plan.

SURVIVING CORPORATION:

Idaho H & S Financial Corporation,
an Idaho corporation

By: 

Harold D. McNee, Jr., President

By: 

Sharon Lea McNee, Secretary

MERGING CORPORATION:

H & S Financial Corporation,
a California corporation

By: 

Harold D. McNee, Jr., President

By: 

Sharon Lea McNee, Secretary