

FILED EFFECTIVE

**ARTICLES OF AMENDMENT
TO THE RESTATED ARTICLES OF INCORPORATION
OF
IDAHO INDEPENDENT BANK**

05 MAY 20 AM 10:50
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its Restated Articles of Incorporation as follows:

1. The name of the Corporation is Idaho Independent Bank.
2. The text of each Amendment adopted is as follows:

BE IT RESOLVED, that Article Fourth of the Restated Articles of Incorporation of Idaho Independent Bank be, and the same hereby is, amended to read in its entirety as follows:

FOURTH. The amount of capital stock of this Corporation shall be ONE HUNDRED AND ONE MILLION DOLLARS (\$101,000,000) divided into 20,000,000 shares of Common Stock with the par value of FIVE DOLLARS (\$5.00) each, and TEN MILLION (10,000,000) shares of Preferred Stock, with the par value of TEN CENTS (\$0.10) each, but said capital stock may be increased or decreased from time to time in accordance with the provisions of the laws of the state of Idaho.

The Preferred Stock may be divided into and issued in one or more series. The Board of Directors is hereby authorized to cause the Preferred Stock to be issued from time to time in one or more series, with such designations and such relative voting, dividend, liquidation, conversion, and other rights, preferences and limitations as shall be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock adopted by the Board of Directors. The Board of Directors by vote of a majority of the whole Board is expressly authorized to adopt such resolution or resolutions and issue such stock from time to time as it may deem desirable.

3. The date of the adoption of the Amendment to the Restated Articles of Incorporation was May 15, 2009.
4. The manner of adoption of the amendment was:

Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by Title 30, Chapter 1, Idaho Code and the Restated Articles of Incorporation.

The effective date of the Amendment shall be the date these Articles of Amendment are filed with the Office of the Secretary of State of the State of Idaho.

IDAHO SECRETARY OF STATE
05/20/2009 05:00
CX: 3573 CT: 223450 DN: 1171264
1 0 30.00 = 30.00 AMEND PROF # 2
1 0 20.00 = 20.00 EXPEDITE C # 3

C100038

DATED this 19th day of May, 2009.

IDAHO INDEPENDENT BANK

By


Jack W. Gustavel

Chairman and Chief Executive Officer

Attest:



Paul H. Montreuil

Vice President and Secretary

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 Amendment to the Restated Articles of Incorporation of Idaho Independent Bank dated the 19th day of May, 2009.

DATED this 20th day of May, 2009.

A handwritten signature in black ink, appearing to read 'Gavin M. Gee', is written over a horizontal line.

Gavin M. Gee,
Director of Finance