

**FILED/EFFECTIVE**  
AUG 23 12 46 PM '01  
SEC. STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNITED HERITAGE HOLDINGS, INC.

Pursuant to the Idaho Business Corporation Act ("Business Corporation Act") and Idaho Code § 41-3821 (the "Mutual Holding Company Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation pursuant to its conversion under the Mutual Holding Company Act to an intermediate holding company within a mutual holding company system:

**First:** The name of the corporation is United Heritage Holdings, Inc. (the "Corporation").

**Second:** The following Amended and Restated Articles of Incorporation were adopted by the Corporation in the manner prescribed by the Business Corporation Act and the Mutual Holding Company Act:

A. Existing Articles I, III, IV, V, VI, VIII, IX, X and XI are hereby deleted in their entirety and replaced as set forth below.

B. The following Amended and Restated Articles of Incorporation are hereby adopted:

"I.

The name of this Corporation shall be United Heritage Financial Group, Inc.

II.

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

III.

The address of the registered office of this Corporation is 707 E. United Heritage Court, Meridian, Idaho 83642. The registered agent at such address is the Corporation's Secretary, Kent Delana, or any successor in that capacity as Secretary of the Corporation.

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IV.

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

The transaction of any or lawful business for which corporations may be incorporated under the Business Corporation Act and the Mutual Holding Company Act and any enlargements of such powers conferred by subsequent legislative acts.

V.

The total authorized number of common shares of this Corporation shall be 25,000,000 shares of common stock, each of a no par value and of uniform rights.

VI.

No shareholder of this Corporation shall, because of his ownership of stock, have a preemptive or other right to purchase stock of this Corporation or to cumulate votes.

VII.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Dennis L. Johnson	P.O. Box 48, Nampa, Idaho 83653

VIII.

The business of the Corporation shall be managed by a board of directors of not less than five (5) nor more than fifteen (15) members, the precise number of members to be determined from time to time in such manner as the bylaws may prescribe

IX.

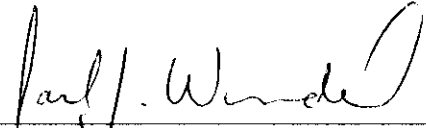
The power to repeal and amend the Bylaws of this corporation is conferred upon the Board of Directors in accordance with the Business Corporation Act.

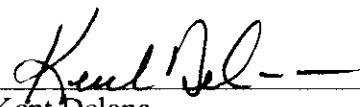
X.

To the fullest extent permitted by law, a director shall not be personally liable to the Corporation or its shareholders for breach of duty as a director.”

**Third:** These Amended and Restated Articles of Incorporation were duly adopted by the Corporation’s Board of Directors and duly approved and adopted by the sole holder of all the nineteen thousand ninety-six (19,096) shares of issued and outstanding common stock in the Corporation in accordance with the provisions of the Idaho Business Corporation Act and the Mutual Holding Company Act on August 23, 2001.

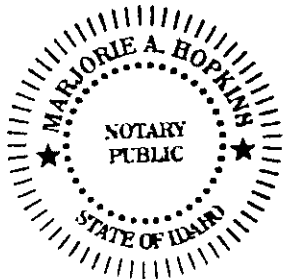
Dated: August 23, 2001

  
\_\_\_\_\_  
Jack J. Winderl,  
President and Chief Executive Officer

  
\_\_\_\_\_  
Kent Delana,  
Secretary

STATE OF IDAHO    )  
                          ) ss.  
County of Ada        )

I, Maryorie A. Hopkins, a notary public, do hereby certify that on this 23rd day of August, 2001, personally appeared before me Jack J. Winderl, who, being first duly sworn, declared that he is the President and Chief Executive Officer of United Heritage Holdings, Inc., that he signed the foregoing document as President and Chief Executive Officer of the corporation, and that the statements therein contained are true.



Maryorie A. Hopkins  
\_\_\_\_\_  
Notary Public  
Commission Expires: 4/25/06