

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FIRST BANK OF IDAHO
File number C 116644

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 the above named corporation, 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: October 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lois Smock*

ARTICLES OF INCORPORATION

OF

First Bank of Idaho

OCT 3 11 09 AM '96

SEP

The undersigned, acting as incorporators of *First Bank of Idaho* (the "Corporation"), adopt the following Articles of Incorporation for such corporation.

FIRST. The name of this Corporation is *First Bank of Idaho*.

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

THIRD. The purpose of this corporation is to transact the business of banking and any or all other lawful business which is permitted under the laws of the State of Idaho and the Federal laws of the United States.

FOURTH. The total authorized shares of capital stock of this Corporation shall be 2,000,000 shares of common stock with the par value of \$5.00 each, which such stock shall not be issued until fully paid for.

FIFTH. The capital structure of this Corporation shall comply with the requirements as specified in the Idaho Bank Act Section 26-205 as of the filing date of these Articles with the Idaho Secretary of State and as approved the Director of the Department of Finance.

SIXTH. The address of the initial registered office of the Corporation is P. O. Box 3239, Ketchum, Idaho 83340-3239, and the name of its initial registered agent at such address is Greg Lovell. Physical Address: 221 N Wood #100 Ketchum ID 83340

SEVENTH. All shares of stock of the Corporation shall be without preemptive rights.

EIGHTH. To the fullest extent allowed by Idaho law, directors, officers, employees, and agents shall be indemnified or reimbursed by the Corporation for reasonable expenses (including attorneys' fees) actually incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal (except for willful acts), administrative, or investigative, to which he or they shall be made a party or threatened to be made a party by reason of his being or having been a director, officer, employee or agent of the Corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled in a matter of law.

IDAHO SECRETARY OF STATE
DATE 10/03/1996 0900 29494

2

CK #: 1407 CUST# 38615

CORP

10 100.00= 100.00
EXPEDITE C 10 20.00= 20.00

ARTICLES OF INCORPORATION - 1

: C

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, except for willful criminal acts. The director must repay such amount, however, if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, employees and agents.

NINTH. To the fullest extent allowed by applicable laws, existing from time to time, directors shall be exempt from liability to the Corporation or its shareholders for monetary damages resulting from breaches of fiduciary duty; provided, however, that nothing herein shall be deemed to limit or eliminate the liability of such directors for: (a) breaches of duty of loyalty to the Corporation or its shareholders; (b) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (c) payments of unlawful dividends or unlawful stock repurchases or redemptions as provided under section 30-1-48 of the Idaho Code; (d) transactions in which such directors receive an improper personal benefit; or (e) participating in any violation of the laws of the State of Idaho relative to banks or banking pursuant to the provision of Section 26-213(5) of the Idaho Code.

TENTH. The number of directors of the Corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The number of directors constituting the interim Board of Directors of the Corporation is eight (8), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

William E. Babcock
Stanley Outpost
Highway 21
Stanley, ID 87278

Dennis Lallman
Lallman, Feltman, Shelton & Peterson
540 Second Ave. So.
Ketchum, ID 83340

Greg Lovell
First Bank of Idaho
P. O. Box 3239
Ketchum, ID 83340

Greg S. McDonald
McDonald Insurance
2536 Kimberly Road
Twin Falls, ID 83301

Marcus B. Peperzak
Aurora Dairy Capital
12050 N. Pecos, Ste. 200
Westminster, CO 80234

W. Clinton Stennett
KSKI Media Group
11927 Hwy. 75
Hailey, ID 83333

Ronald J. Sharp
Ronald J. Sharp, Inc.
221 Northwood Ave.
Ketchum, ID 83340

Peter Van Der Muelen
Power Engineers, Inc.
3940 Glenbrook Dr.
Hailey, ID 83333

ELEVENTH. The name and address of each incorporator is:

Greg Lovell
First Bank of Idaho
P. O. Box 3239
Ketchum, ID 83340

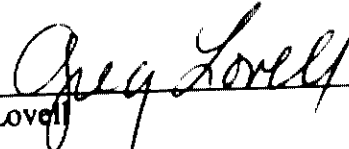
Greg S. McDonald
McDonald Insurance
2536 Kimberly Road
Twin Falls, ID 83301

Marcus B. Peperzak
Aurora Dairy Capital
12050 N. Pecos, Ste. 200
Westminster, CO 80234

Ronald J. Sharp
Ronald J. Sharp, Inc.
221 Northwood Ave.
Ketchum, ID 83340

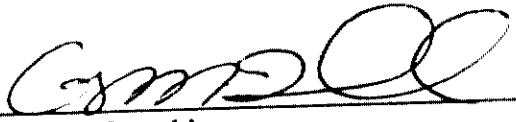
W. Clinton Stennett
KSKI Media Group
11927 Hwy. 75
Hailey, ID 83333

DATED this 1st day of October, 1996.



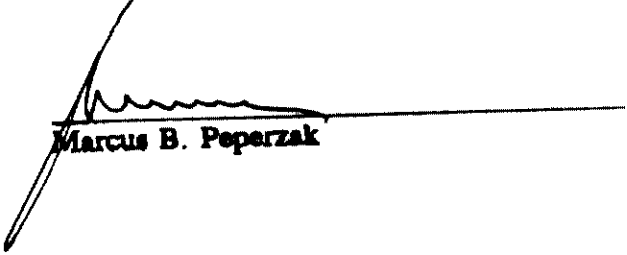
Greg Lovell

Dated this 30th day of SEPTEMBER, 1996.



Greg S. McDonald

DATED this 30 day of September, 1996.



Marcus B. Peperzak

DATED this 27 day of Sept., 1996.

Ronald J. Sharp
Ronald J. Sharp

DATED this 27 day of September, 1996.

W. Clinton Stennett
W. Clinton Stennett

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 Incorporation of First Bank of Idaho dated the 1st day of October, 1996.

DATED This 3rd day of October, 1996.



Gavin M. Gee
Director of Finance