

**FILED EFFECTIVE**

**ARTICLES OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IDAHO TRUST BANCORP**

11 JUL 29 PM 4:14

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Sections 30-1-602, 30-1-1005, and 30-1-1006 of the Idaho Business Corporation Act (the "Act"), the undersigned corporation hereby adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation, as amended by those certain Articles of Amendment dated June 15, 2006, which incorporate by reference that certain Exhibit A which was made part of the Second Amended and Restated Articles of Incorporation of Idaho Trust Bancorp:

1. Exhibit A to the Second Amended and Restated Articles of Incorporation is amended as follows in Section 3.1, to wit: delete "\$11.00" and replace with "\$2.65".
2. Exhibit A to the Second Amended and Restated Articles of Incorporation is amended as follows in Section 4, to wit: delete "one hundred and twenty-four percent (124%)" and replace with "one hundred percent (100%)."
3. Exhibit A to the Second Amended and Restated Articles of Incorporation is amended as follows in Section 5, to wit: delete "one hundred and twenty-four percent (124%)" and replace with "one hundred percent (100%)."
4. The foregoing Articles of Amendment to the Second Amended and Restated Articles of Incorporation of Idaho Trust Bancorp were duly adopted by the Board of Directors of the Corporation without shareholder action, as expressly permitted by the Second Amended and Restated Articles of Incorporation and in the manner prescribed by the Act.
5. The foregoing Articles of Amendment to the Second Amended and Restated Articles of Incorporation of Idaho Trust Bancorp do not provide for any exchange, reclassification or cancellation of issued shares.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Amendment to the Second Amended and Restated Articles of Incorporation of Idaho Trust Bancorp on July 28, 2011.

  
Thomas Prohaska, Secretary

*Filed by and return after filing to:*

Thomas Prohaska, Secretary, Idaho Trust Bancorp, 888 W. Broad Street, Boise, ID 83702

07/29/2011 05:00  
CK: CASH CT: 261107 BH: 1284569  
1 @ 30.00 = 30.00 AMEND PROF # 2

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