

# State of Idaho

## Department of State

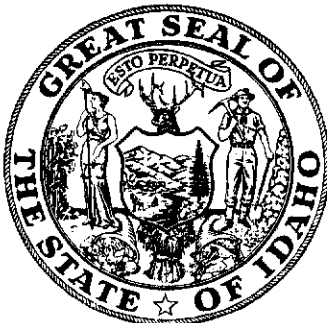
### CERTIFICATE OF AMENDMENT OF

WEST ONE BANK, IDAHO  
File Number C 100297

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of WEST ONE BANK, IDAHO, changing the corporate name to U. S. BANK OF IDAHO, duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: August 6, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

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AMENDED PROF  
6598 CUST# 1766  
0060 DATE 08/06/1996 0900 16450  
IDAH SECRETARY OF STATE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

AUG 6 2 22 PM '96

OF  
WEST ONE BANK, IDAHO

SECRETARY OF STATE  
STATE OF IDAHO

**FIRST.** The title of this Corporation shall be "U. S. Bank of Idaho" effective as of the close of business August 8, 1996.

**SECOND.** The main office of the Corporation shall be in the City of Boise, County of Ada, State of Idaho. The general business of the corporation shall be conducted at its main office and its branches.

**THIRD.** The board of directors of this Corporation, a majority of whom shall be residents of the state of Idaho, shall consist of not less than five nor more than twenty-five shareholders of the Corporation or bank holding company that controls the Corporation; the exact number to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of the shareholders at any annual or special meeting thereof. Each director, during the full term of his or her directorship, shall own a minimum of \$500 of unencumbered par value of common stock of this Corporation or a minimum of \$500 of unencumbered par value or book value of common stock in the bank holding company controlling this Corporation.

Any vacancy in the board of directors may be filled by action of the board of directors provided, however, that a majority of the full board of directors may not increase the number of directors to a number which: (i) exceeds by more than two the number of directors last elected by shareholders where the number was fifteen or less; or (ii) exceeds by more than four the number of directors last elected by shareholders where the number was sixteen or more, but in no event shall the number of directors exceed twenty-five.

No person shall be eligible to serve on the board of directors who, on or before the date of the next annual meeting of shareholders, shall have attained the age of 70 years; provided that a Director who attains the age of 70 years may continue as a Director until the next such annual meeting following his 70th birthday, unless sooner removed from office as provided in the Bylaws of this Corporation.

**FOURTH.** There shall be an annual meeting of the shareholders convened in January, February, March, or April to elect directors and transact whatever other business may be brought before the meeting. It shall be held at the main office or any other convenient place in the state of Idaho that the board of directors may designate, on the day of each year specified therefore in the bylaws, but if no election is held on that day, it may be held on any subsequent day according to such lawful rules as may be prescribed by the board of directors.

**FIFTH.** The authorized amount of capital stock of this Corporation shall be 6,148,202 shares of common stock of the par value of two dollars fifty cents (\$2.50) each; but said capital stock may be increased or decreased from time to time, according to the provisions of the laws of Idaho.

No holder of any shares of this Corporation shall have any preemptive rights to subscribe for any issue of stock or other securities of this Corporation, except as may be determined from time to time by the board of directors.

The Corporation, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.

**SIXTH.** The board of directors shall appoint one of its members president of this Corporation, who shall be chairman of the board, unless the board appoints another director to be the chairman. The board of directors shall have the power to appoint one or more vice presidents, a cashier and such other officers and employees as may be required to transact the business of this Corporation.

The board of directors shall have the power to define the duties of the officers and employees of the Corporation; fix the salaries to be paid to the officers and employees; dismiss officers and employees; require bonds from officers and employees and to fix the penalty thereof; regulate the manner in which any increase of the capital of the Corporation shall be made; manage and administer the business and affairs of the Corporation; make all bylaws that it may be lawful for the board to make; and generally to perform all acts that are legal for a board of directors to perform.

**SEVENTH.** The board of directors shall have the power to change the location of the main office to any other place within the state of Idaho, without the approval of the shareholders, and shall have the power to establish, close or change the location of any branch or branches of the Corporation to any other location, without the approval of the shareholders.

**EIGHTH.** This Corporation shall continue in existence perpetually unless otherwise terminated according to the laws of Idaho. The initial registered office of the Corporation shall be 101 South Capitol Boulevard, Boise, Idaho 83702 and its initial registered agent shall be Dwight V. Board.

**NINTH.** The board of directors of this Corporation, or any shareholders owning, in the aggregate, not less than twenty-five percent of the stock of this Corporation, may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of the state of Idaho, a notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of the meeting to each shareholder of record at his address as shown upon the books of this Corporation.

**TENTH.** (a) Subject to the limitations set forth in section (c) of this Article, each person who at any time is or shall have been a director or officer of the Corporation, including any director or officer who is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his heirs, executors and administrators, shall be indemnified by this Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement incurred by him in any such capacity or arising out of his status as such, all in accordance with and to the full extent permitted by the Idaho Bank Act and Idaho Business Corporation Act as in effect at the time of the adoption of this Article or as amended from time to time. The foregoing right of indemnification shall not be deemed a limitation on the power of this Corporation to indemnify any director, officer, employee, agent or other person and shall not be deemed exclusive of other rights to which any such person may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of shareholders or directors, or otherwise.

(b) Subject to the limitations set forth in section (c) of this Article, this Corporation may, to the full extent permitted by the Idaho Business Corporation Act as in effect at the time of the adoption of this Article or as amended from time to time, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in

any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

(c) This Corporation shall not indemnify directors, officers or employees against expenses, penalties, or other payments incurred in an administrative proceeding or action instituted by an appropriate bank regulatory agency which proceeding or action results in a final order assessing civil money penalties or requiring affirmative action by an individual or individuals in the form of payments to the Corporation. Further, this Corporation shall not provide for insurance coverage for a formal order assessing civil penalties against a director or employee.

**ELEVENTH.** These Articles of Incorporation may be amended at any regular or special meeting of the shareholders in accordance with the applicable provisions of the Idaho Bank Act and the Idaho Business Corporation Act.

**IN WITNESS WHEREOF**, we have hereunto set our hands this 28th day of June, 1996.

  
\_\_\_\_\_  
Robert J. Lane, President

  
\_\_\_\_\_  
Susan Reimers, 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 Amended and Restated Articles of Incorporation of West One Bank, Idaho dated the 28th day of June, 1996.

DATED This 6th day of August, 1996.

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

Gavin M. Gee  
Director of Finance

MEMORANDUM OF ACTION OF THE SOLE SHAREHOLDER  
OF  
WEST ONE BANK, IDAHO

July 3, 1996

AUG 6 2 22 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

This memorandum, executed by the sole shareholder of West One Bank, Idaho, a state chartered, member bank, records the actions taken by consent as of this date as follows:

RESOLVED that the sole shareholder of West One Bank, Idaho consents to the amendment of Article First of the Amended and Restated Articles of Incorporation of West One Bank, Idaho as follows:

FIRST. The title of this Corporation shall be "U. S. Bank of Idaho" effective as of close of business on August 8, 1996.

IN WITNESS WHEREOF, U. S. Bancorp, sole shareholder of West One Bank, Idaho has hereto set its hand to record this memorandum of action taken by it without a formal meeting.

U. S. BANCORP



By: Deborah B. Goldberg  
Assistant Secretary