

State of Idaho

Department of State

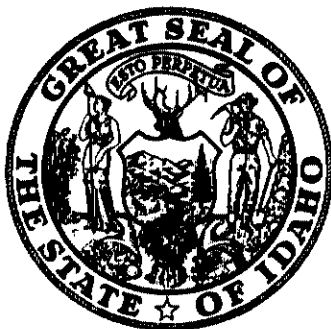
CERTIFICATE OF INCORPORATION OF

TWIN RIVER FINANCIAL CORP.

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: November 12, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
TWIN RIVER FINANCIAL CORP.

Nov 12 9 31 AM '92
SECRETARY OF STATE

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being of legal age and a citizen of the United States of America and the State of Idaho, does this day form a corporation under the Idaho Business Corporation Act, and does hereby make, certify, execute, acknowledge and deliver the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be: TWIN RIVER FINANCIAL CORP.

ARTICLE II.

The general nature of the business of this Corporation and the objects and purposes proposed to be transacted, promoted and carried on by the Corporation are as follows:

(a) To purchase, acquire, own, or hold the securities of any type or nature issued by any type of financial institution.

(b) To purchase or otherwise acquire, the whole or any part of the undertaking and business of any person, firm or Corporation, engaged in any business of any nature, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, which property may be located either in the United States of America or in a foreign country.

(d) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any Corporation or Corporations; and to merge or consolidate with any Corporation in such manner as may be provided by law.

(e) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to mortgage, pledge, hypothecate, convey in trust, or otherwise, any and all property of the Corporation as security for the payment of any such indebtedness, and generally to make and perform agreements and contracts of every kind and description; and to lend money for corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(f) To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

(g) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other Corporations, firms or individuals, and do every act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; and to have and to exercise all the powers conferred by the

laws of the State of Idaho, as such laws may now be in effect or as they may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III.

A director of this Corporation shall not be disqualified by his office from dealing or contracting with this Corporation, nor shall any transaction or contract of this Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any Corporation of which any director is a shareholder, officer, or director, is in any way interested in such transaction or contract provided that, after such interest shall have been disclosed, such transaction or contract is, or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors without counting in such majority or quorum any director so interested, or any director who is a member of a firm so interested, or a shareholder, officer or director of a Corporation so interested, or (2) by a vote at any stockholders' meeting of the holders of record of a majority of all the outstanding shares of stock of this Corporation entitled to vote; nor shall any director be liable to account to this Corporation for any profits realized from such transaction or contract, authorized, ratified or approved as aforesaid.

ARTICLE IV.

A director of the Corporation shall not be liable for monetary damages for breach of fiduciary duty as a director provided, however, that a director shall remain liable for acts or omissions not in good faith or involving intentional misconduct, breach of the director's duty of loyalty, a knowing violation of law, conduct violating Section 30-1-48 of the Idaho Code as shall be in effect at the time of the alleged violation, or for any transaction from which the director derived an improper personal benefit.

The Corporation shall have the power to indemnify any directors, officers, or former directors or officers of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he becomes a party by reason of being or having been such director or officer, to the full extent permitted by the laws of the State of Idaho, as such laws at any time may be in force and effect.

The Corporation also, to the full extent permitted by the laws of the State of Idaho, shall have the power to enter into an agreement to advance expenses and litigation costs of any director or former director, without making any determination of the director's good faith, reasonable beliefs, or beliefs with regard to the lawfulness of his or her activity. The indemnification so authorized shall not protect or purport to protect any director against any liability to the Corporation or to the shareholders for which he or she otherwise would be subject by reason of the provisions of these Articles of Incorporation. The indemnification so authorized shall continue in effect as it relates to all acts or

omissions committed while the director held his or her position, notwithstanding his or her subsequent resignation or removal from that position, and the indemnification shall inure to the benefit of the heirs, executors, and administrators of that person or his or her estate.

ARTICLE V.

The Corporation shall have perpetual existence.

ARTICLE VI.

The registered office of the Corporation shall be the office of the Corporation at 1507 "G" Street, Lewiston, Idaho 83501, and the registered agent of this Corporation shall be J.P. Shaffer at the address of the Corporation.

ARTICLE VII.

The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, which shares shall be issued without par value. No shareholder shall be entitled as of right to purchase or subscribe for any shares of this Corporation authorized but unissued at this time or for any shares, debentures, bonds, or other certificates of indebtedness of whatever kind and nature which may hereafter be authorized and issued. The shareholders of this Corporation shall not be entitled to exercise the right of cumulative voting in the election of directors.

ARTICLE VIII.

The management of this Corporation shall be vested in a Board of Directors, which Board shall not be less than the minimum number required by law, and the number, qualifications, compensation, terms of office, manner of election, time and place of meeting, powers and duties of the directors shall be such as are prescribed by the Bylaws of the Corporation. The authority to make Bylaws for

the Corporation is hereby expressly vested in the Board of Directors of this Corporation, and said Board may adopt, alter, amend or repeal such Bylaws and provisions for the regulation and management of the affairs of the Corporation as shall be consistent with the laws of the State of Idaho and these Articles of Incorporation. The directors, by resolution, may establish an executive committee and such other committees as the directors deem appropriate.

ARTICLE IX.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE X.

The names and post office addresses of the directors who shall first manage the affairs of this Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
John D. Vassar	1507 "G" Street P.O. Box 1324 Lewiston, ID 83501
J. P. Shaffer	1507 "G" Street P.O. Box 1324 Lewiston, ID 83501
James R. Albright	1507 "G" Street P.O. Box 1324 Lewiston, ID 83501
Lynn H. Ausman	1507 "G" Street P.O. Box 1324 Lewiston, ID 83501
Robert C. Colburn, M.D.	1507 "G" Street P.O. Box 1324 Lewiston, ID 83501

Charles E. Cassell

1507 "G" Street
P.O. Box 1324
Lewiston, ID 83501

William E. Seehafer

1507 "G" Street
P.O. Box 1324
Lewiston, ID 83501

Jody Servatius

1507 "G" Street
P.O. Box 1324
Lewiston, ID 83501

David C. Stegner

1507 "G" Street
P.O. Box 1324
Lewiston, ID 83501

Earl J. Woods, Jr.

1507 "G" Street
P.O. Box 1324
Lewiston, ID 83501

and each of said directors shall hold office until the first annual meeting of shareholders or until his successor has been elected and qualified in the manner prescribed by law.

ARTICLE XI.

J. P. Shaffer shall be the incorporator of this Corporation. The address of the incorporator is 1507 "G" Street, Lewiston, Idaho.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 9 day of November, 1992.



J. P. Shaffer

STATE OF IDAHO)
) ss.
County of Nez Perce)

I, the undersigned, a Notary Public in and for the above named County and State, do hereby certify that on the 9th day of November, 1992, personally appeared before me J. P. SHAFFER, to me known to be the individual and incorporator described in and who executed the foregoing instrument, and acknowledged that he signed and sealed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year last above written.

Jean B. Curtis
Notary Public in and for the State
of Idaho, residing at Lewiston
My Commission Expires: 8-14-95