

THE STATE OF NEVADA



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

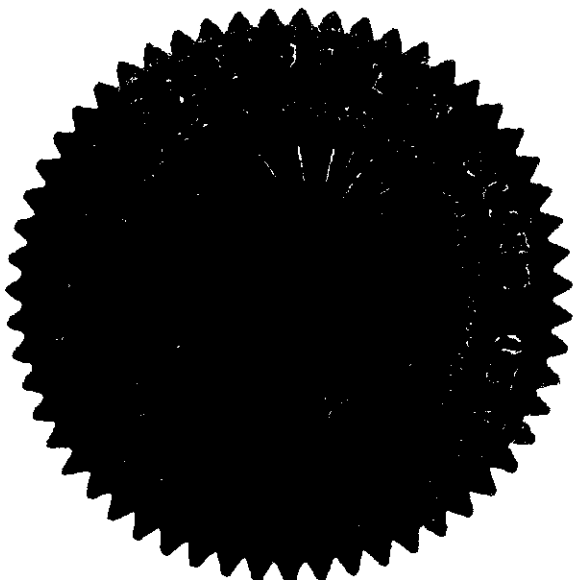
ZIONS FIRST NATIONAL INVESTMENT CO.

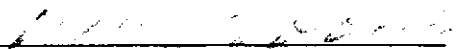
changing name to

ZIONS BANCORPORATION

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office
in Carson City, Nevada, this 13TH day
of SEPTEMBER A. D. 19 65




Secretary of State

By _____ Deputy

ZIONS FIRST NATIONAL INVESTMENT CO.

CERTIFICATE OF AMENDMENT

ZIONS FIRST NATIONAL INVESTMENT CO., a Nevada corporation, hereby certifies:

That a meeting of the Board of Directors of the said Company, duly called, was held on April 23, 1965 at the office of the Company. At such meeting the following resolutions were proposed and declared advisable, and a special meeting of the stockholders of the Company was called to be held at the office of the Company at Salt Lake City, Utah on May 5, 1965. Notice of such meeting was mailed to all of the stockholders of record at their addresses as shown on the books of the Company, more than ten days prior to the holding of such meeting. Such meeting of the stockholders was held as noticed. At the said meeting, there were represented 125,007 shares out of 131,110 issued and outstanding shares of the corporation. A vote of all of the stockholders present and in person and by proxy was taken for and against the said following resolutions. A canvass of all of the votes cast showed that all of the 125,007 votes were cast in favor of the proposed resolutions and no votes were cast against the proposed resolutions. The resolutions voted upon were as follows:

RESOLVED, that Article I of the Articles of Incorporation which now reads as follows:

"The name of the corporation shall be ZIONS FIRST NATIONAL INVESTMENT CO."

shall be amended to read as follows:

"The name of the corporation shall be "ZIONS BANCORPORATION".

RESOLVED, that Article IV of the said Articles of Incorporation which now reads as follows:

"The amount of the total authorized capital stock of this corporation shall be as follows: Two Hundred Fifty Thousand (250,000) shares of common voting stock with a par value of Twenty Dollars (\$20.00) per share. Such stock shall have one vote per share."

shall be amended to read as follows:

"The amount of the total authorized capital stock of this corporation shall be One and One-Half Million (1,500,000) shares of common voting stock, without par value. Such stock shall have one vote per share."

ZIONS FIRST NATIONAL INVESTMENT CO.

By *Roy W. Simmons*
President

By *J. Jay Bullock*
Ass't. Secretary

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 7th day of May, A.D., 1965, personally appeared before me Willard D. Rogers, a notary public in and for Salt Lake County, Utah, Roy W. Simmons and J. Jay Bullock known to me to be the President and Assistant Secretary, respectively, of Zions First National Investment Company, a corporation that executed the foregoing instrument, and upon oath did depose that they are the officers of the said corporation as above designated; that they are acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County of Salt Lake, Utah, the day and year in this certificate first above written.

Willard D. Rogers
Notary Public, in and for the
County of Salt Lake, Utah

My Commission Expires:

May 7-1968