

**ARTICLES OF INCORPORATION
OF
NORTHWEST BANK

AMENDED AND RESTATED**

For Office Use Only

-FILED-

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In accordance with the Idaho Bank Act, § 26-101, *et seq.*, Idaho Code (the “**Bank Act**”) and the Idaho Business Corporation Act, § 30-29-101, *et seq.*, Idaho Code (the “**Corporation Act**”), Northwest Bank hereby adopts the following Articles of Incorporation, amended and restated as of September 18, 2019, approved and adopted by the Board of Directors on September 18, 2019, to be effective on filing these Articles of Incorporation with the Idaho Secretary of State following approval by the Director of Finance:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is Northwest Bank (the “**Corporation**”).

ARTICLE II

REGISTERED OFFICE AND AGENT

Section 2.1 Registered Agent and Office. The address of the registered office of the Corporation is 921 S Orchard St Ste G, Boise, Idaho 83705. The name of the Corporation’s registered agent at such address is Registered Agent Solutions, Inc.

ARTICLE III

INCORPORATOR

Section 3.1 Incorporator. The name and address of the Incorporator are Michael O. Roe, 101 South Capitol Boulevard, 10th Floor, Boise, Idaho 83702.

ARTICLE IV

PURPOSE

Section 4.1 Purpose. The purpose of the Corporation is to transact the business of banking and all other business not forbidden by law for which corporations may be formed under the Corporation Act and the Bank Act.

ARTICLE V

AUTHORIZED SHARES

Section 5.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue, the classes of stock so authorized and the preferences, limitations and relative rights in respect to such shares of each class are as follows:

(a) Forty million (40,000,000) shares of common stock, par value \$1.00 per share. Each outstanding share shall be entitled to vote one vote on each matter submitted to a vote at a meeting of the shareholders.

(b) Ten million (10,000,000) shares of preferred stock, par value \$1.00 per share, each such share representing a right to participate in dividends as may be declared by the Board of Directors from time to time. The shares of any preferred class of stock may be divided into and issued in series. The Board of Directors shall have the authority to divide any or all of such classes into series and, within the limitations of § 30-29-602 of the Corporation Act, fix and determine the relative rights and preferences of the shares of any series so established. In order to establish a series, the Board of Directors shall adopt a resolution setting forth the designation of the series and fixing and determining the relative rights and preferences thereof, or as much thereof as shall not be fixed and determined by these Articles of Incorporation, which rights may include the right to elect one or more Directors. Prior to the issuance of any preferred shares of a series established by a resolution adopted by the Board of Directors, the Corporation shall file in the office of the Idaho Secretary of State articles of amendment setting forth the terms determined by the Board of Directors, consistent with the Bank Act and Corporation Act.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Number of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, which shall consist of not less than five (5) nor more than nine (9) persons, with the specific number to be as specified in the Bylaws. The Bank will comply with any residency requirement required by applicable law, unless any such requirement has been lawfully waived.

Section 6.2 Terms. The term of each Director shall end as of the date of the next annual meeting of the shareholders or the date his successor is elected and qualified to serve.

Section 6.3 Newly Created Directorships and Vacancies. Directors serving in newly created directorships resulting from any increase in the authorized number of Directors shall serve until the next annual meeting of stockholders. Vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause shall be filled by a majority vote of the Directors then in office although less than a quorum of Directors, and Directors so chosen shall hold office for a term expiring at the next

annual meeting of stockholders. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

Section 6.4 Removal For Violation of Oath of Office. Any Director may be removed from office at any time for violation of his oath of office by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, exclusive of the Director to be removed.

Section 6.5 Removal. Any Director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the votes of all the shares of the Corporation entitled to vote in the election of Directors, voting together as a single class at a meeting called for such purpose and for which the meeting notice states the purpose, or purposes, of the meeting is removal of a Director.

ARTICLE VII

BYLAWS

Section 7.1 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the Corporation Act, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation by a majority vote of the Board of Directors. Notwithstanding any other provision of these Articles of Incorporation or Bylaws of the Corporation, the Bylaws may be adopted, repealed, altered, amended or rescinded by the shareholders of the Corporation by the vote of the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors (considered for this purpose as one class) cast at a meeting of the shareholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by written shareholder consent or by the Board of Directors.

ARTICLE VIII

DIRECTOR LIABILITY

Section 8.1 Elimination of Liability. No Director acting in the capacity of a Director or performing duties as Director shall be personally liable to the Corporation or any stockholder for monetary damages for any action taken or failed to be taken as a Director, provided that this Article VIII shall not eliminate or limit liability of a Director for (i) the amount as a financial benefit to which such Director was not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of § 30-29-832 of the Corporation Act in effect as of the date these Articles of Incorporation are filed or as they may be subsequently amended; (iv) an intentional violation of criminal law; or (v) violation of Section 26-213(5) of the Bank Act. Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim, that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 8.2 Business Opportunities. No Director or officer, or any person owned by, controlled by, under common control of, any Director or officer, or any family member of such Director or officer (collectively, the “**Affiliates**”), shall have any duty to offer the Corporation the right to have or participate in any, or one (1) or more classes or categories of, business opportunities, before the pursuit or taking of the opportunity by the Director or the Director’s Affiliates if qualified directors of the Board of Directors approve the Director’s or Director’s Affiliates’ actions pursuant to the same procedures set forth in § 30-29-862 of the Corporation Act.

ARTICLE IX

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 9.1 Indemnification. To the fullest extent permitted by the Corporation Act, the Bank Act and the Corporation’s Bylaws, the Corporation shall indemnify any Director or officer of the Corporation made a party to a proceeding, because the person is a Director or officer of the Corporation, against liability incurred in that proceeding; provided, however, no indemnification pursuant to this Section 9.1 shall indemnify any Director from or on account of:

- (a) receipt of a financial benefit to which he or she is not entitled;
- (b) an intentional infliction of harm on the Corporation or its shareholders;
- (c) a violation of § 30-29-832, Idaho Code, in effect as of the date these Articles are filed or as may be subsequently amended;
- (d) an intentional violation of criminal law; or
- (e) participation in any violation of the oath of office or any laws of Idaho relative to banks or banking.

Section 9.2 Advancement of Expenses. The Corporation shall be required to advance the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Corporation Act and the Bank Act in effect as of the date these Articles of Incorporation are filed or as may be subsequently amended.

Section 9.3 Purpose and Exclusivity. The indemnification referred to in the various subsections of this Article IX shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, specifically but without limitation §§ 30-29-850 through 30-29-859 of the Corporation Act, in effect as of the date these Articles of Incorporation are filed (or as may be subsequently amended), rule of law or equity, agreement, vote of the shareholders or Board of Directors or otherwise. The Corporation is authorized to enter into agreements of indemnification.

Section 9.4 Indemnification Limitations. The Corporation shall not indemnify its Directors and officers in any amount or by any means or manner which contravenes or exceeds the Director and officer indemnification limitations set forth in Section 18(k) of the Federal Deposit Insurance Act (12 USC 1811, *et seq.*), Part 359 of the FDIC's Rules and Regulations (12 CRF § 301, *et seq.*), Section 26-203 of the Bank Act, Section 30-29-202 of the Corporation Act, or any other federal or state laws, rules or regulations pertaining to the indemnification of officers and Directors by a corporation or bank.

Section 9.5 Severability. If any of the provisions of this Article IX are found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

Section 9.6 Subsequent Statutory Amendments. If the Bank Act or Corporation Act is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Bank shall be further eliminated or limited to the fullest extent permitted by Idaho law as so amended without the requirement of any shareholder action.

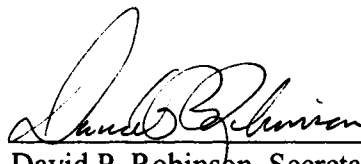
ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

Section 10.1 Amendment by Affirmative Vote. The Corporation reserves the right to repeal, alter, amend or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Sections 7.1, Article VIII, Article IX and this Section 10.1 may not be repealed, altered, amended or rescinded in any respect unless the same is approved by the affirmative vote of the holders of not less than two-thirds (2/3) of the outstanding shares of capital stock of the Corporation entitled to vote.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation, amended and restated as of September 18, 2019, approved and adopted by the Board of Directors on September 18, 2019.



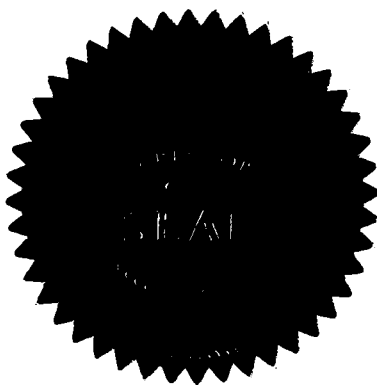

David P. Robinson, Secretary

CERTIFICATE OF APPROVAL

Secretary of State
State of Idaho
Boise, Idaho

This is to certify that I, the undersigned, Acting Director of the Department of Finance, State of Idaho, do hereby approve for filing the attached Articles of Incorporation for Northwest Bank, amended and restated as of the 18th day of September 2019.

DATED this 22nd day of October 2019.



Mary E. Hughes
Acting Director