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SECRETARY OF STATE  
STATE OF IDAHOARTICLES OF INCORPORATION  
OF  
HOME FEDERAL BANK

The following are the Articles of Incorporation of Home Federal Bank (hereinafter the "Bank"), an Idaho corporation formed under the Idaho Business Corporation Act and the Idaho Bank Act.

**ARTICLE I. Name.** The name of the Bank is Home Federal Bank.

**ARTICLE II. Office.** The principal office of the Bank shall be located in the City of Nampa, County of Canyon, State of Idaho.

**ARTICLE III. Duration.** The duration of the Bank is perpetual unless terminated in accordance with the laws of the State of Idaho.

**ARTICLE IV. Purpose.** The purpose of this Bank is to transact the business of banking and all other business not forbidden by law for which corporations may be formed under the Idaho Business Corporation Act and the Idaho Bank Act, including specific authorization for insurance sales.

**ARTICLE V. Capital Stock.** The total number of shares of all classes of capital stock that the Bank has authority to issue is 10,000 of which 1,000 shares shall be common stock, of par value of \$1.00 per share, and of which 9,000 shares shall be serial preferred stock having no par value. The shares may be issued from time to time as authorized by the Board of Directors without the approval of its shareholders except as otherwise provided in this Article V or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the Bank. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted to the Bank), labor or services actually performed for the Bank, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the Board of Directors of the Bank, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the surplus of the Bank which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance.

Except for shares previously issued in connection with the Bank's mutual to stock conversion, no shares of common stock (including shares issuable upon conversion, exchange or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the Bank other than as part of a general public offering or as qualifying shares to a director, unless their issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

Nothing contained in this Article V shall entitle the holders of any class or series of capital stock to vote as a separate class or series or to more than one vote per share: *Provided*, that this restriction on voting separately by class or series shall not apply:

(i) To any provision which would authorize the holders of preferred stock, voting as a class or series, to elect some members of the Board of Directors, less than a majority thereof, in the event of default in the payment of dividends on any class or series of preferred stock;

(ii) To any provision which would require the holders of preferred stock, voting as a class or series, to approve the merger or consolidation of the Bank with another corporation or the sale, lease, or conveyance (other than by mortgage or pledge) of properties or business in exchange for securities of a corporation other than the Bank if the preferred stock is exchanged for securities of such other corporation: *Provided*, that no provision may require such approval for transactions undertaken with the assistance or pursuant to the direction of the Director of the Idaho Department of Finance or the Federal Deposit Insurance Corporation;

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(iii) To any amendment which would adversely change the specific terms of any class or series of capital stock as set forth in this Article V, including any amendment which would create or enlarge any class or series ranking prior thereto in rights and preferences. An amendment which increases the number of authorized shares of any class or series of capital stock, or substitutes the surviving Bank in a merger or consolidation for the Bank, shall not be considered to be such an adverse change.

A description of the different classes and series, if any, of the Bank's capital stock and a statement of the designations, and the relative rights, preferences, and limitations of the shares of each class of and series, if any, of capital stock are as follows:

**A. Common Stock.** Except as provided in this Article V the holders of common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder.

Whenever there shall have been paid, or declared and set aside for payment, to the holders of the outstanding shares of any class of stock having preference over the common stock as to the payment of dividends, the full amount of dividends and of sinking fund, retirement fund, or other retirement payments, if any, to which such holders are respectively entitled in preference to the common stock, then dividends may be paid on the common stock and on any class or series of stock entitled to participate therewith as to dividends out of any assets legally available for the payment of dividends.

In the event of any liquidation, dissolution, or winding up of the Bank, the holders of the common stock (and the holders of any class or series of stock entitled to participate with the common stock in the distribution of assets) shall be entitled to receive, in cash or in kind, the assets of the Bank available for distribution remaining after: (i) payment or provision for payment of the Bank's debts and liabilities; (ii) distributions or provision for distributions in settlement of its liquidation account; and (iii) distributions or provision for distributions to holders of any class or series of stock having preference over the common stock in the liquidation, dissolution, or winding up of the Bank. Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

**B. Preferred Stock.** The Bank may provide in supplementary sections to its charter for one or more classes of preferred stock, which shall be separately identified. The shares of any class may be divided into and issued in series, with each series separately designated so as to distinguish the shares thereof from the shares of all other series and classes. The terms of each series shall be set forth in a supplementary section to the charter. All shares of the same class shall be identical except as to the following relative rights and preferences, as to which there may be variations between different series:

- (a) The distinctive serial designation and the number of shares constituting such series;
- (b) The dividend rate or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date(s) the payment date(s) for dividends, and the participating or other special rights, if any, with respect to dividends;
- (c) The voting powers, full or limited, if any, of shares of such series;
- (d) Whether the shares of such series shall be redeemable and, if so, the price(s) at which, and the terms and conditions on which such shares may be redeemed;
- (e) The amount(s) payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Bank;
- (f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its

application, including the price(s) at which such shares may be redeemed or purchased through the application of such fund;

(g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock of the Bank and, if so, the conversion price(s) or the rate(s) of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(h) The price or other consideration for which the shares of such series shall be issued; and

(i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other series of serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative rights as and be identical in all respects with all the other shares of the same series.

The Board of Directors shall have authority to divide, by the adoption of supplementary charter sections, any authorized class of preferred stock into series, and, within the limitations set forth in this section and the remainder of this charter, fix and determine the relative rights and preferences of the shares of any series so established.

Prior to the issuance of any preferred shares of a series established by a supplementary charter section adopted by the Board of Directors, the Bank shall file with the secretary to the board a dated copy of that supplementary section of this charter establishing and designating the series and fixing and determining the relative rights and preferences thereof.

**ARTICLE VI. *Preemptive Rights*** Shareholders shall not have preemptive rights to acquire unissued shares of capital stock of the Bank, whether now or hereafter authorized, or to acquire any obligations issued or sold which are convertible into stock of the Bank, other than such rights, if any, as the Board of Directors, in its discretion, may from time to time determine, and at such price as the Board of Directors may from time to time fix.

**ARTICLE VII. *Quorum*** A majority of the outstanding shares of the Bank entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

**ARTICLE VIII. *Directors*** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Bank managed under the direction of, its Board of Directors. The directors elected shall have staggered terms of office as set forth in these Articles of Incorporation. The number of directors constituting the initial Board of Directors shall be seven (7), and the name, place of residence and mailing addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

<i>Name</i>	<i>Place of Residence</i>	<i>Mailing Address*</i>
Len E. Williams	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651
Daniel L. Stevens	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651
N. Charles Hedemark	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651
Brad J. Little	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651
Richard J. Navarro	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651
James R. Stamey	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651
Robert A. Tinstman	*	500 12 <sup>th</sup> Avenue South, Nampa, ID 83651

\* For privacy purposes, the individual's place of residence has not been disclosed; the mailing address is the mailing address of the Bank.

The directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible. The term of office of directors of the first class shall expire at the first annual meeting of shareholders after their election, the term of office of the second class shall expire at the second annual meeting after their election, and the term of office of the directors of the third class expire at the third annual meeting after their election. At each annual shareholders meeting thereafter, directors shall be elected for a term of three (3) years, to succeed those whose terms expire. No classification of directors shall be effective prior to the first annual meeting of shareholders. Any vacancy in the Board of Directors shall be filled by action of the Board of Directors.

Each director, during the full term of his membership, shall own a minimum of \$500 par value stock of the Bank; however, if a majority of the shares of the Bank are owned by a bank holding company the directors of the Bank may satisfy this requirement by owning in his or her own right at least \$500 of the unhypothecated common stock of the bank holding company, either par value or the book value.

**ARTICLE IX. *Removal of Directors.*** Notwithstanding any other provisions of these Articles of Incorporation or the Bank's Bylaws (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the Bank's Bylaws), any director or the entire Board of Directors may be removed at any time, but only by the affirmative vote of the holders of a majority of the total votes eligible to be cast at a legal meeting called expressly for such purpose.

**ARTICLE X. *Limitation of Directors' Liability.*** To the fullest extent permitted by the Idaho Business Corporation Act (as now in existence or as may hereafter be amended), a director of the Bank shall not be personally liable to the Bank or its shareholders for monetary damages for conduct as a director, except for liability of the director for: (i) the amount of financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) an intentional violation of criminal law; (iv) a violation of Idaho Code Section 30-1-833 (relating to unlawful distributions) or (v) conduct that constitutes violations of the laws of the State of Idaho relative to banks or banking pursuant to Idaho Code Section 26-213(5). If the Idaho Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Bank shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended, without any requirement or further action by shareholders. An amendment or repeal of this Article X shall not adversely affect any right or protection of a director of the Bank existing at the time of such amendment or repeal. Notwithstanding any other provisions contained herein, these Articles of Incorporation are subject to the requirements and limitations set forth in state and federal laws, rules, regulations, or orders regarding indemnification and prepayment of legal expenses, including Section 18(k) of the Federal Deposit Insurance Act and Part 359 of the Federal Deposit Insurance Corporation's Rules and Regulations or any successor regulations thereto.

**ARTICLE XI. *Indemnification.***

A. **Directors, Officers and Employees.** In all circumstances and to the fullest extent permitted by Idaho law, the Bank shall indemnify any person (including a person's personal representative) who is or was a director, officer or employee of the Bank, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or employee or in any other capacity while serving as a director, officer or employee, and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that he is or was an agent of the Bank, against expenses, judgments, fines and amounts paid in settlement and incurred by him (including attorney's fees and ERISA excise taxes or penalties) in connection with such action, suit or proceeding. Even if the proceedings do not result in a final judgment on the merits in favor of the director or officer, the Board of Directors may make the indemnification provided in the preceding sentence, provided that a majority of disinterested directors determine that such director, officer or employee was acting in good faith within the scope of his employment or authority as he could reasonably have perceived it under the circumstances and for purposes he could reasonably have believed under the circumstances were in the best interests of the Bank or its shareholders. However, such indemnity shall not apply to: (i) receipt of a financial benefit to which the director was not entitled; (ii) an intentional infliction of harm on the Bank or its shareholders; (iii) conduct of the person in violation of Idaho Code Section 30-1-833 (relating to unlawful distributions); (iv) an intentional violation of criminal law or (v) conduct that constitutes violations of the laws of the State of Idaho relative to banks or banking pursuant to Idaho Code Section 26-213(5).

B. Agents. Subject to the limitations contained in Idaho Code Section 26-213(5), the Bank may, by action of the Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to agents of the Bank or another entity with the same scope and effect as provided in the provisions of this Article XI with respect to the indemnification and advancement of expenses of directors, officers and employees of the Bank or pursuant to rights granted pursuant to, or provided by, Idaho law or otherwise.

C. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve and amend from time to time such bylaws, resolutions, contracts or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such bylaws, resolutions, contracts or further arrangements shall include, but not be limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made. If a majority of the directors concludes that, in connection with an action, any person ultimately may become entitled to indemnification under this Article XI, the directors may authorize payment of reasonable costs and expenses, including reasonable attorney's fees, arising from the defense or settlement of such action; provided, however, that before making advance payment of expenses under this Article XI, the Bank shall obtain an agreement that the Bank will be repaid if the person on whose behalf payment is made is later determined not to be entitled to such indemnification.

D. Survival of Indemnification Rights. No amendment or repeal of this Article XI shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

E. Service for Other Entities. The indemnification and advancement of expenses provided under this Article XII shall apply to directors, officers, employees or agents of the Bank for both (a) service in such capacities for the Bank and (b) service at the Bank's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A person is considered to be serving an employee benefit plan at the Bank's request if such person's duties to the Bank also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan.

F. Insurance. The Bank may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Bank, or is or was serving at the request of the Bank as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Bank would have had the power to indemnify him against such liability under the provisions of this bylaw and Idaho law.

G. Other Rights. The indemnification provided by this Article XI shall not be deemed exclusive of any other right to which those indemnified may be entitled under any other bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such an office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of the heirs executors, and administrators of such person.

H. Restrictions on Indemnification. The foregoing sections of this Article XI notwithstanding, the directors, officers, employees or agents of the Bank shall not be indemnified 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 Bank.

**ARTICLE XII. *Special Meetings and Notice of Meetings.*** The Board of Directors of the Bank, or any collection of shareholders owning in the aggregate more than thirty-three and one-third percent (33-1/3%) of the capital stock of the Bank, may call a special meeting of the shareholders at any time. Unless otherwise required by the laws of the State of Idaho, a notice of the time, place and purpose of every annual or special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten (10) days prior to the date of such meeting to each

shareholder of record at his address as shown upon the books of this Bank. If all the shareholders shall waive notice of any special or annual meeting, no such notice shall be required.

**ARTICLE XIII. *Registered Office and Agent.*** The registered office of the Bank shall be located at 500 12<sup>th</sup> Avenue, South, Nampa, Idaho 83651. The registered agent of the Bank at such address shall be Len E. Williams.

**ARTICLE XIV. *Incorporator.*** The name and mailing address of the incorporator is Len E. Williams, 500 12<sup>th</sup> Avenue South, Nampa, Idaho 83651.


**ARTICLE XV. *Liquidation account.*** Pursuant to the requirements of the Office of Thrift Supervision's Regulations (12 CFR Subchapter D), the Bank shall maintain a liquidation account for the benefit of its savings account holders as of March 31, 2006 and September 30, 2007. In the event of a complete liquidation of the Bank, it shall comply with such regulations with respect to the amount and the priorities on liquidation of each of the Bank's eligible savers' inchoate interest in the liquidation account, to the extent it is still in existence: Provided, that an eligible savers' inchoate interest in the liquidation account shall not entitle such eligible saver to any voting rights at meetings of the Bank's shareholders.

**ARTICLE XVI. *Amendment.*** No amendment to these Articles of Incorporation shall be made unless such is first approved by a majority of the directors of the Bank and thereafter approved by the shareholders by a majority of the total votes eligible to be cast at a lawful meeting. All amendments to these Articles of Incorporation shall be subject to the approval of the Director of the Idaho Department of Finance.

**ARTICLE XVII. *Gender.*** As used herein, the masculine shall include the feminine as the context requires.

**ARTICLE XVIII. *Mailing Address.*** The mailing address of the Bank is 500 12<sup>th</sup> Avenue South, Nampa, Idaho 83651.

Executed this 24 day of May, 2011.

A handwritten signature in black ink, appearing to read "Len E. Williams", written over a horizontal line.

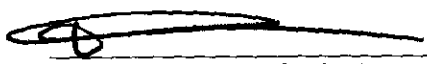
Len E. Williams  
Incorporator

STATE OF ~~IDAHO~~ Oregon )  
 ) ss.  
COUNTY OF ~~CANYON~~ Deschutes )

On this 24<sup>th</sup> day of May, 2011, before me personally appeared Len E. Williams, to me known to be the incorporator of Home Federal Bank, a commercial bank, described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes mentioned therein.

Given under my hand and official seal this 24<sup>th</sup> day of May, 2011.



  
Notary Public in and for the State  
of ~~Idaho~~ Oregon, residing at 805 NW Bond St,  
Bend, OR 97701  
My commission expires Aug. 10<sup>th</sup>, 2014



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 Articles of Incorporation of Home Federal Bank dated the 24<sup>th</sup> day of May, 2011.

DATED This 26<sup>th</sup> day of May, 2011.



  
Gavin M. Gee  
Director of Finance