

FILED/EFFECTIVE

FEB 23 4 34 PM '01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IRELAND BANCORP, LTD.**

Pursuant to the provisions of Section 30-1-1006 of the Idaho General Business Corporations Act (the "Act"), IRELAND BANCORP, LTD., an Idaho corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is: IRELAND BANCORP, LTD.

SECOND: Article VI of the Articles of Incorporation is amended in its entirety to read as follows:

VI.

The Corporation is authorized to issue two classes of capital stock, to be designated respectively "Class A Voting Common Stock" and "Class B Non-Voting Common Stock." The total number of shares which the Corporation shall have the authority to issue is Six Hundred Thousand (600,000) shares, each with a par value of \$10.00 per share. Three Hundred Thousand (300,000) shares shall be designated Class A Voting Common Stock and Three Hundred Thousand (300,000) shares shall be designated Class B Non-Voting Common Stock. Each share of Class A Voting Common Stock shall have unlimited voting rights. Class B Non-Voting Common Stock shall have no voting rights, and no separate vote of the holders of Class B Non-Voting Common Stock as a class shall be required for any purposes except as may be required by law. All shares of Class A Common Stock of the Corporation shall be fully assessable and provision for such assessment shall be noted conspicuously on the face of each stock certificate when initially issued or thereafter upon transfer and reissue of outstanding shares or upon issuance of additional shares. Class B Common Stock is nonassessable. Other than with respect to voting rights and assessability, Class A Voting Common Stock and Class B Non-Voting Common Stock shall have identical rights, including, without limitation, the right to receive dividends when and as declared by the Board of Directors of the Corporation in accordance with applicable law.

IDaho SECRETARY OF STATE

**02/26/2001 09:00
CX: 16731 CT: 1100 DI: 301033**

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THIRD: The foregoing amendment was adopted by the shareholders of the Corporation on September 6, 2000.

FOURTH: The number of shares outstanding, and the number of shares entitled to vote on the amendment is as follows:

Number of Shares of Common Stock <u>Outstanding</u>	Number of Shares of Common Stock <u>Entitled to Vote</u>
243,999	243,999

FIFTH: The number of shares voted for and against such amendment is as follows:

Number of Shares of Common Stock <u>Voting For Amendment(s)</u>	Number of Shares of Common Stock <u>Voting Against Amendment(s)</u>
229,882	14,117

SIXTH: The manner in which the exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be implemented is as follows:

At the time that this amendment becomes effective, and without any further action on the part of the Corporation or its stockholders, each share of Common Stock, par value \$10.00 per share, then issued and outstanding shall be changed and reclassified into one (1) share of Class A Voting Common Stock, par value \$10.00 per share. To reflect such change and reclassification, each certificate representing shares of Common Stock, par value \$10.00 per share, theretofore issued and outstanding shall represent a like number of shares of Class A Voting Common Stock, par value \$10.00 per share, issued and outstanding after such change and reclassification; and the holder of record of each Common Stock share certificate shall be entitled to receive a new certificate presenting a number of shares of Class A Voting Common Stock, par value \$10.00 per share, equal to the number of common shares represented by said certificate of which he or she was the holder prior to the effectiveness of this amendment.

Except for the foregoing, the amendment does not provide for an exchange, reclassification or cancellation of any issued shares.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in duplicate this 23 day of February, 2001.


IRELAND BANCORP, LTD

By: 
R. Blair Hawkes, President

STATE OF IDAHO)
 : ss
County of Oneida)

On this 23 day of February, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared R. Blair Hawkes, known to me to be the president of IRELAND BANCORP. LTD., the entity whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


NOTARY PUBLIC FOR IDAHO
Residing at: Malad, ID
My Commission Expires: 05/07/03