

CERTIFICATE OF INCORPORATION
OF

NEW FIRST BANK AND TRUST OF IDAHO

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 _____

NEW FIRST BANK AND TRUST OF IDAHO

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: **April 20, 1982**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
NEW FIRST BANK AND TRUST OF IDAHO

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act and the Idaho Bank Act, adopt the following Articles of Incorporation for such corporation.

I.

The name of this corporation shall be NEW FIRST BANK AND TRUST OF IDAHO.

II.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and the Idaho Bank Act.

III.

The amount of authorized capital stock of this corporation shall be divided into 5,750 shares of common stock, each share with a par value of ONE HUNDRED AND NO/100 Dollars (\$100.00).

This corporation, at any time, and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders, but with the approval of the Department of Finance and other applicable regulatory authorities, if any.

IV.

The term of existence of the said corporation shall be perpetual.

V.

The affairs and management of the said corporation shall be under the direction and control of the Board of Directors of not less than five and not more than eleven such directors to be elected annually at the regular annual meeting of the stockholders of said corporation. The time of the holding of such annual meeting shall be fixed by the by-laws of said corporation; and the directors of such corporation for the first year of its existence, or until their successors shall have been duly elected and qualified, shall be as set by the Board of Directors and as shown by the first minutes of said directors of such corporation.

The Board of Directors may appoint additional directors between annual meetings of stockholders, provided that at no time shall such appointment increase the number of directors beyond that authorized by these Articles of Incorporation, and that a maximum of three additional directors may be appointed by a majority of the full Board of Directors between annual meetings of stockholders, except that any vacancy created by reason of resignation, death, incapacity, or similar occurrence may be filled by appropriate action of the Board of Directors.

Nominations for election to the Board of Directors may be made by the Board of Directors or by any stockholder of any outstanding class of capital stock of the Bank entitled to vote for election of directors. Nominations, other than those made by or on behalf of the existing management of the Bank, shall be made in writing and shall be delivered or mailed to the main banking office of the Bank, to the attention of the President of the Bank, not less than fourteen (14) days nor more than fifty (50) days prior to any meeting of the stockholders called for the election for directors, provided, however, that if less than twenty-one days written notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the President of the Bank not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- a. The name and address of each proposed nominee;
- b. The principal occupation of each proposed nominee;
- c. The total number of shares of capital stock of the Bank that will be voted for each proposed nominee;
- d. The name and residence address of the notifying shareholder; and
- e. The number of shares of capital stock of the Bank owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his discretion, be disregarded by the Chairman of the meeting, and upon his instruction, the vote tellers may disregard all votes cast for each such nominee.

VI.

The directors of said corporation shall have the power to adopt by-laws and to amend, modify and repeal the same, for the governing of the said corporation and further objects and purposes consistent with the Constitution or laws of the State of Idaho and with these Articles of Incorporation as well as consistent with any amendments to the said Constitution or laws of the State of Idaho or these Articles of Incorporation or any amendment thereof.

VII.

The initial registered office is: 48 North Main Street, Malad City, Idaho; and the initial registered agent is H. Dean Naylor.

VIII.

The number of directors constituting the initial board of directors is five (5) and the name and address of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Calvin L. Bennett	Grace, Idaho
D. Michael Broadhead	Malad, Idaho

H. Ward Thomas
John D. Tovey
Alice Ward

Malad, Idaho
Malad, Idaho
Preston, Idaho

IX.

No shareholder shall have the preemptive right to acquire unissued shares of the corporation, or securities convertible into shares of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, or otherwise.

X.

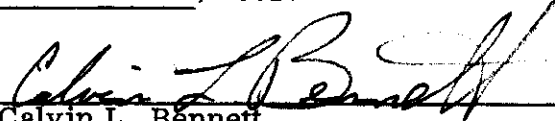
In connection with any proposal for the sale of all or substantially all of the assets of the business of the corporation, or all or substantially all of the assets of the business of any department of the corporation, the agreement of purchase and sale shall be authorized by the Board of Directors of the corporation, approved by the Director of Finance, and approved by a vote of two-thirds of the outstanding shares entitled to vote thereon.

XI.

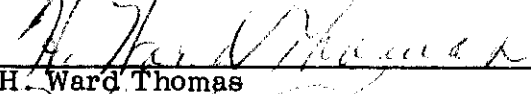
The name and address of each incorporator is:

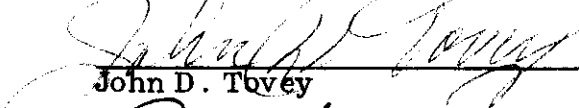
<u>Name</u>	<u>Address</u>
Calvin L. Bennett	Grace, Idaho
D. Michael Broadhead	Malad, Idaho
H. Ward Thomas	Malad, Idaho
John D. Tovey	Malad, Idaho
Alice Ward	Preston, Idaho

DATED April 12, 1982.


Calvin L. Bennett


D. Michael Broadhead


H. Ward Thomas


John D. Tovey


Alice Ward

Incorporators

STATE OF IDAHO)
 : ss
County of Oneida)

I, Roger M. Facer, a notary public, do hereby
certify that on this 12 day of April, 1982, personally
appeared before me, Calvin L. Bennett, D. Michael Broadhead, H. Ward Thomas,
John D. Tovey, and Alice Ward, who being by me first duly sworn, severally
declared that they are the persons who signed the foregoing document as
incorporators, and that the statements therein contained are true.

Roger M. Facer
NOTARY PUBLIC for Idaho
Residing at: Grace, Idaho

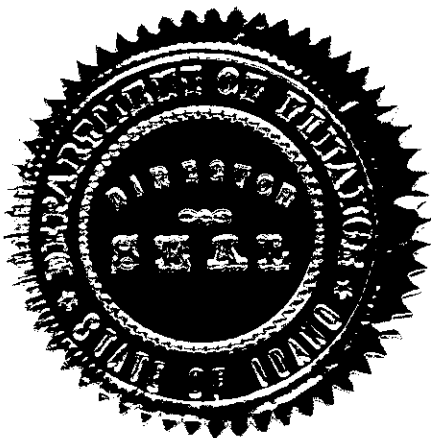
(SEAL)

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 New First Bank and Trust of Idaho, Malad City, Idaho,
dated April 12, 1982.

DATED This 20th day of April, 1982.



TOM D. McELDOWNEY
TOM D. McELDOWNEY, CFE
Director of Finance