



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

FIRST BANCNET

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FIRST BANCNET**

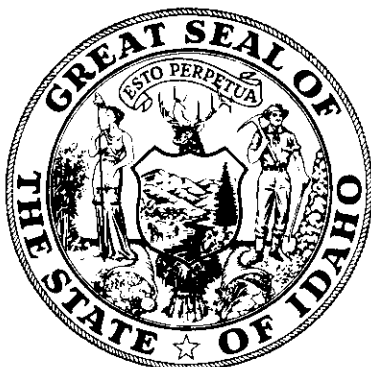
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **FIRST BANCNET**

to transact business in this State under the name **FIRST BANCNET**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 15**, 19**82**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is FIRST BANCNET
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of California
4. The date of its incorporation is June 22, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 700 South Flower Street, Los Angeles, California 90017
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To conduct research into and develop better products and services for customers of the member financial service companies and financial service companies generally.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached List</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>This is a non-stock, non-profit mutual benefit corporation.</u>		

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are Without Par Value

This is a non-stock, non-profit mutual benefit corporation.

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 27, 1982

FIRST BANCNET

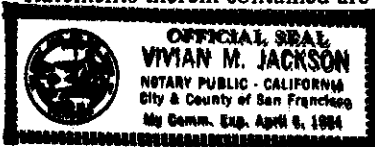
By [Signature]
Roger A. Lyon, Chief Executive Officer
Its President

and [Signature]
Max Thelen, Jr.
Its Assistant Secretary

STATE OF CALIFORNIA)
CITY &) ss:
COUNTY OF SAN FRANCISCO)

I, Vivian M. Jackson, a notary public, do hereby certify that on
this 27th day of August, 1982, personally appeared before
me Max Thelen, Jr., who being by me first duly sworn, declared that he
is the Assistant Secretary of FIRST BANCNET

that he signed the foregoing document as Assistant Secretary of the corporation and that the
statements therein contained are true.



Vivian M. Jackson
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FIRST BANCNET

A California Nonprofit Mutual Benefit Corporation

I. Members

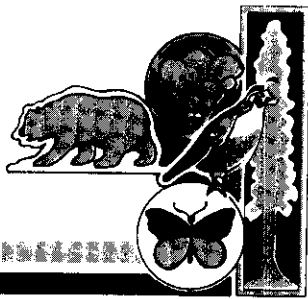
1. Bancorp Hawaii, Inc.
P. O. Box 2900
Honolulu, Hawaii 96846
2. Seafirst Corporation
P. O. Box 3586
Seattle, Washington 98124
3. United Banks of Colorado, Inc.
1700 Broadway
Denver, Colorado 80217
4. Valley National Corporation
P. O. Box 71
Phoenix, Arizona 85001
5. Wells Fargo & Company
420 Montgomery Street
San Francisco, California 94163

II. Directors

<u>Name</u>	<u>Address</u>
1. Richard P. Cooley	Wells Fargo & Company 420 Montgomery Street San Francisco, California 94163
2. N. Berne Hart	United Banks of Colorado, Inc. 1700 Broadway Denver, Colorado 80217
3. William M. Jenkins	Seafirst Corporation P. O. Box 3586 Seattle, Washington 98124
4. Roger A. Lyon	Valley National Bank P. O. Box 71 Phoenix, Arizona 85001
5. Frank Manaut	Bancorp Hawaii, Inc. P. O. Box 2900 Honolulu, Hawaii 96846

III. Officers (Elected June 28, 1982)

<u>Name</u>	<u>Officer</u>	
1. Roger A. Lyon	Chairman of the Board and Chief Executive Officer	Valley National Bank P. O. Box 71 Phoenix, Arizona 85110
2. William D. Pettit	Secretary and Chief Financial Officer	Senior Vice President Seattle First National Bank P. O. Box 3586 1001 - Fourth Street Seattle, Washington 98124
3. Max Thelen, Jr.	Assistant Secretary	Thelen, Marrin, Johnson & Bridges Two Embarcadero Center San Francisco, Ca 94111



State of California

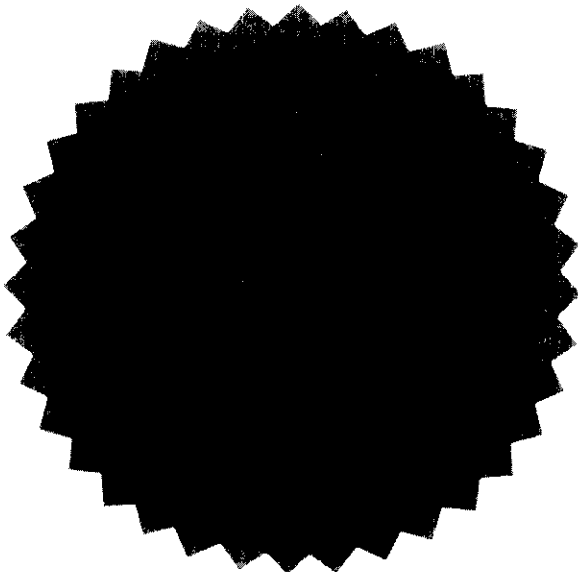
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 8 1982



March Fong Eu

Secretary of State

1114861 PPAY

() PB () RE () MU () OC () SL () AG

ARTICLES OF INCORPORATION

OF

FIRST BANCNET

FILED

In the office of the Secretary of State
of the State of California

JUN 22 1982

MARCH FONG EU, Secretary of State

By *Julia Glenn*
Deputy

ARTICLE I

NAME

The name of this Corporation is First Bancnet.

ARTICLE II

PURPOSE

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

ARTICLE III

INITIAL AGENT

The name and business address in the State of California of this Corporation's initial agent for service of process is Max Thelen, Jr., Thelen, Marrin, Johnson & Bridges, Two Embarcadero Center, San Francisco, California 94111.

Dated: June 18, 1982

Max Thelen Jr.
Max Thelen, Jr.
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Max Thelen Jr.
Max Thelen, Jr.

STATE OF CALIFORNIA
STATE BANKING DEPARTMENT

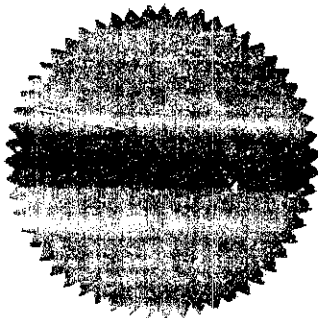
CERTIFICATE OF APPROVAL OF NAME

Pursuant to Corporations Code Section 201(a) and Financial Code Section 3903, I, RICHARD M. DOMINGUEZ, Superintendent of Banks of the State of California, do hereby approve the name:

FIRST BANCNET

as set forth in the attached Articles of Incorporation of First Bancnet.

Given under my hand and official seal this 21st day of June, 1982, in the City and County of San Francisco, State of California.



By

RICHARD M. DOMINGUEZ
Superintendent of Banks


KATHLEEN QUENNEVILLE
Counsel