

CERTIFICATE OF AMENDMENT  
OF

SEAPORT BANCORP, INC.

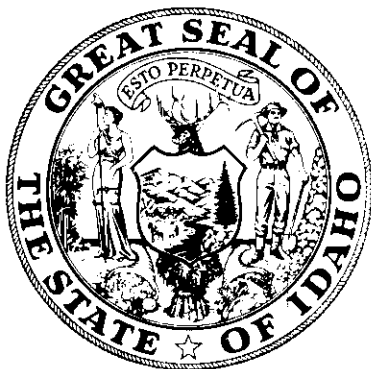
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

SEAPORT BANCORP, INC.

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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated October 28, 19 83.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT

of

SEAPORT BANCORP, INC.

60,28 34, 85  
STATE

THEODORE O. CREASON, president and VIRGIL A. BURKS, secretary, of the above-named corporation, pursuant to the laws of the State of Idaho and the Bylaws of the said corporation, hereby restate paragraphs First, Second, Third, Fourth, Fifth, Sixth, Eighth, Ninth, Eleventh, Twelfth, Thirteenth, Fifteenth, Sixteenth, Seventeenth and Eighteenth and amend paragraphs Seventh, Tenth and Fourteenth of the Articles of Incorporation of the above-named corporation as follows:

SEVENTH. The corporation shall have authority to issue the following shares:

A. Common Stock

1,000,000 shares of voting Common Stock with a par value of \$5.00 per share.

B. Preferred Stock

200,000 shares of Preferred Stock with \$10 par value which shall have (i) those voting rights required by law and (ii) voting rights equal to those of the shares of Common Stock except to the extent the voting rights of any series of Preferred Stock shall be denied or limited by the Board of Directors in an authorizing resolution as hereinafter provided.

(a) The Board of Directors, by adoption of an authorizing resolution, may cause Preferred Stock to be issued from time to time in one or more series.

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(b) The Board of Directors, by adoption of an authorizing resolution, may, with regard to the shares of any series of Preferred Stock:

(1) Fix the distinctive serial designation of the shares;

(2) Fix the dividend rate, if any;

(3) Fix the date from which dividends on shares issued before the date for payment of the first dividend shall be cumulative, if any;

(4) Fix the redemption price and the terms of redemption, if any;

(5) Fix the amounts payable per share in the event of dissolution or liquidation of the corporation, if any;

(6) Fix the terms and amount of any sinking fund to be used for the purchase or redemption of shares, if any;

(7) Fix the terms and conditions under which the shares may be converted, if any;

(8) Deny or limit the voting rights of such Preferred Stock not required by law; and

(9) Fix such other preferences, qualifications, limitations, restrictions and special or relative rights not required by law.

TENTH. Each voting share of the capital stock of this corporation shall be entitled to one vote at all meetings of shareholders, provided, however, that for a period of five (5) years from the date of approval of these Articles:

(a) No voting share of the corporation shall, without the prior written approval of the Director of Finance be affirmatively voted for any proposal which would have the effect of sale, conversion, merger or consolidation to or

with, any other banking entity or affiliated financial interest, whether through transfer of stock ownership, sale of assets, or otherwise;

(b) The corporation shall take no action to consummate any sale, conversion, merger or consolidation in violation of this Article;

(c) This provision of these Articles shall not be revoked, altered or amended by the shareholders, without the prior written approval of the Director of Finance;

(d) All stock issued by this corporation shall be subject to this Article.

FOURTEENTH. The annual meeting of the shareholders for the election of Directors and the transaction of whatever other business may be brought before said meeting shall be held at the main office or such other place as the Board of Directors may designate within the State of Idaho, on the day of each year specified therefor in the Bylaws, but if no election is held on that day, it may be held on any subsequent day according to the provisions of law; and all elections shall be held according to such lawful regulations as may be prescribed by the Board of Directors.

Nominations for elections 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 for the 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 the directors, at the annual meeting of the stockholders or at any special meeting called for the purpose of electing directors. Nominations may be made at the meeting by any director or qualified stockholder or in writing by any director or qualified stockholder providing that all written nominations shall be mailed or delivered to the president of the corporation not later than the close of business on the seventh day following the day in which the notice of the meeting is mailed. Nominations not made in accordance with these Articles and the regulations of the Department of Finance and the laws of the State of Idaho will be disregarded by the chairman of the meeting and upon his instructions the vote teller will disregard all votes cast for each such nominee.

No shareholder shall have the preemptive right to acquire unissued shares of the corporation.

IN WITNESS WHEREOF we have hereunder set our hands this 26<sup>th</sup> day of October, 1983.

  
THEODORE O. CREASON, President

  
VIRGIL A. BURKS, Secretary


STATE OF IDAHO            )  
                                  : ss.  
County of Nez Perce    )

THEODORE O. CREASON, being first duly sworn on oath,  
certifies and declares:

1. That he is the president of SEAPORT BANCORP, INC.;
2. That the Board of Directors of SEAPORT BANCORP, INC., at a duly called meeting of said Board held on the 12th day of July, 1983, at 639 Bryden, Lewiston, Idaho, at 7:00 p.m., adopted a resolution which authorized these Articles of Amendment and submitted the proposed amendment to a vote of shareholders entitled to vote thereon at a special meeting of the shareholders held on the 11th day of October, 1983, at 639 Bryden, Lewiston, Idaho, following the said Board of Directors meeting;
3. That at said special meeting of the shareholders, the total number of shares outstanding was 201,475, of which number, all 201,475 were eligible to vote with regard to these amendments;
4. That the number of shares voted for these Articles of Amendment was 123,950 and the number of shares voted against was -0-.

  
\_\_\_\_\_  
THEODORE O. CREASON

SUBSCRIBED and SWORN to before me this 26<sup>th</sup> day of  
October, 1983.

  
\_\_\_\_\_  
NOTARY PUBLIC in and for said State  
Residing at Lewiston, therein.

(Seal)  
ARTICLES OF AMENDMENT