

For Office Use Only

-FILED-

File #: 0005511769

Date Filed: 12/14/2023 12:42:00 PM

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEAK BANCORP, INC.

Pursuant to Code Section 30-29-1003, -1006, and -1007 of the Idaho Business Corporation Act, (the "Act"), Peak Bancorp, Inc. (the "Corporation") hereby submits the following Amended and Restated Articles of Incorporation which completely amends and restates the Corporation's articles of incorporation filed on March 23, 2021 (the "Articles of Incorporation"):

ARTICLE I
Name

The name of the Corporation is Peak Bancorp, Inc.

ARTICLE II
Registered Office and Address for Notices

The address of the Corporation's registered office in the State of Idaho and its address for notices is 1555 W Shoreline Drive, Suite 100, Boise, Idaho 83702. The name of the Corporation's registered agent is Paracorp Incorporated.

ARTICLE III
Purpose and Powers

The purpose of the Corporation is to transact all business not forbidden by law for which corporations may be formed under the Act, including, without limitation, to engage in the business of acquiring, holding and disposing of shares of, and controlling and managing, financial institutions, including, without limitation, banks, trust companies, mortgage companies, insurance companies, savings and loan associations and finance companies.

ARTICLE IV
Authorized Shares

SECTION 1. Authorized Shares. The total number of shares of capital stock which the Corporation shall have the authority to issue is 9,010,000 shares, divided into 9,000,000 shares of common stock, no par value per share (the "Common Stock"), and 10,000 shares of preferred stock, \$1,000 par value per share (the "Preferred Stock").

SECTION 2. Rights of Holders of Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors of the Corporation (the "Board of Directors") may determine, provided payment is authorized under applicable law. Upon the dissolution, liquidation or winding up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively, after the holders of any

class of stock having preference over the Common Stock have been paid in full any sums to which they may be entitled. Every 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.

SECTION 3. Authority of Board to Fix Terms of Preferred Stock. The Board of Directors shall have the full authority permitted by law to divide the authorized and unissued shares of Preferred Stock into series and to fix by resolution full, limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative rights of the Preferred Stock or any series thereof that may be desired.

SECTION 4. Preemptive Rights. Except as may be provided in a resolution of the Board of Directors providing for the issuance of any series of Preferred Stock, no holder of shares of capital stock of the Corporation shall have any preemptive or preferential right to purchase or subscribe to any part of any new or additional issue of capital stock of any class whatsoever of the Corporation, or of any securities convertible into capital stock of any class whatsoever, whether now or hereafter authorized or issued.

SECTION 5. No Cumulative Voting. Shareholders of the Corporation shall not be permitted to cumulate their votes for the election of directors or for any other purpose.

ARTICLE V Board of Directors

SECTION 1. Number. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors which shall consist of not less than five (5) nor more than fifteen (15) persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

SECTION 2. Terms. Beginning with the first annual meeting of shareholders held after the filing of these Articles of Incorporation, the full Board of Directors shall be elected annually for terms of one (1) year each. The terms of the directors shall end as of the date of election and qualification to serve of their successors, or the date of their earlier resignation, death or removal.

SECTION 3. Shareholder Nomination of Director Candidates. Nominations for the election of directors shall be made in the manner provided in the Bylaws of the Corporation.

SECTION 4. Newly Created Directorships and Vacancies. Directors serving in newly created directorships resulting from any increase in the authorized number of directors shall serve until the next annual meeting of shareholders. Vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause shall be filled by a majority vote of the directors then in office, although less than a quorum of directors, and directors so chosen shall hold office for a term expiring at the next annual meeting of shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

SECTION 5. Removal of Directors. At a meeting of shareholders called at any time for which the meeting notice states that the purpose or one of the purposes of the meeting is removal of a director or directors and at which shares constituting a quorum are present, any director, or the entire Board of Directors, may be removed from office, with or without cause, if the number of votes cast to remove the director or the entire Board of Directors exceeds the number of votes cast not to remove the director or the entire Board of Directors.

ARTICLE VI Shareholder Action

Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called annual or special meeting of shareholders of the Corporation or may be effected without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed and delivered to the Corporation by shareholders having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. Except as otherwise required by law, special meetings of the shareholders for any purpose or purposes, may be called at any time by the Chairman, the Chief Executive Officer, or the Board of Directors or if the holders of at least thirty-three and one-third percent (33 1/3%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VII Bylaw Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation (except so far as the Bylaws of the Corporation adopted by the shareholders shall otherwise provide). Any Bylaws made by the Board of Directors under the powers conferred hereby may be altered, amended or repealed by the Board of Directors or by the shareholders.

ARTICLE VIII Director Liability

No director acting in the capacity of a director or performing duties as a director shall be personally liable to the Corporation or any shareholder for monetary damages for any action taken or failed to be taken as a director, provided that this Article VIII shall not eliminate or limit liability of a director for (i) the amount of a financial benefit received to which such director was not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of § 30-29-832, Idaho Code, in effect as of the date these Articles of Incorporation are filed or as they may be subsequently amended; (iv) an intentional violation of criminal law; or (v) participation in any violation of the laws of Idaho relative to banks or banking. Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim, that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX Amendments to Articles of Incorporation

SECTION 1. Amendment by Affirmative Vote. These Articles of Incorporation may be amended only by the directors with the affirmative vote of a majority of shareholders.

SECTION 2. Subsequent Statutory Amendments. If Idaho law is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by Idaho law as so amended.

ARTICLE X Indemnification and Advancement of Expenses

SECTION 1. Indemnification. To the fullest extent permitted by the Act and the Corporation's Bylaws, the Corporation shall indemnify any director or officer of the Corporation made a party to a proceeding, because the person is a director or officer of the Corporation, against liability incurred in that proceeding; provided, however, no indemnification pursuant to this Article X shall indemnify any director from or on account of:

- (1) receipt of a financial benefit to which he or she is not entitled;
- (2) an intentional infliction of harm on the Corporation or its shareholders;
- (3) a violation of § 30-29-832, Idaho Code, in effect as of the date these Articles of Incorporation are filed or as may be subsequently amended;
- (4) an intentional violation of criminal law; or
- (5) participation in any violation of the oath of office or any laws of Idaho relative to banks or banking.

SECTION 2. Advancement of Expenses. The Corporation may, but shall not be required to, pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Act, and in particular § 30-29-853, Idaho Code, in effect as of the date these Articles of Incorporation are filed or as may be subsequently amended.

SECTION 3. Certain Definitions. For purposes of this Article X, the terms "corporation", "director", "liability", "official capacity", "party" and "proceeding" shall have the meaning given to them in § 30-29-850, Idaho Code, as in effect as of the date these Articles of Incorporation are filed or as may be subsequently amended.

SECTION 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is a director or officer of the Corporation or one of its subsidiaries or is serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by that person in such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify that person against the same liability under the provisions of this Article X or under applicable Idaho law.

SECTION 5. Purpose and Exclusivity. The indemnification referred to in this Article X shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, specifically but without limitation §§ 30-29-850 through 30-29-859, Idaho Code, in effect as of the date these Articles of Incorporation are filed, or as may be subsequently amended, or rule of law or equity, agreement, vote of the shareholders or Board of Directors or otherwise. The Corporation is authorized to enter into agreements of indemnification. The purpose of this Article X is to augment the provisions of applicable Idaho law dealing with indemnification.

SECTION 6. Indemnification Limitations. The Corporation shall not indemnify its directors and officers in any amount or by any means or manner which contravenes or exceeds the director and officer indemnification limitations set forth in the Act or any other federal or state laws, rules or regulations pertaining to the indemnification of officers and directors by a bank holding company.

SECTION 7. Severability. If any of the provisions of this Article X are found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

*The date of adoption of the Amended and Restated Articles of Incorporation was
December 11, 2023.*

*The manner of adoption: Approval by the shareholders is required and the Corporation's
shareholders duly and unanimously approved the Amended and Restated Articles of Incorporation
as required by Section 30-29-1006(a)(5)(ii) of the Act.*

*I, Andrew Wise, Chief Executive Officer of the Corporation, have executed these Articles
of Incorporation this 11th day of December, 2023.*



Andrew Wise, Chief Executive Officer