

**FILED EFFECTIVE**

RESTATED ARTICLES OF INCORPORATION

OF  
IDAHO INDEPENDENT BANK

12/20/2004 2:46

SECRETARY OF STATE  
STATE OF IDAHO

The following are the Restated Articles of Incorporation of Idaho Independent Bank (the "Corporation"), an Idaho corporation formed under the Idaho Business Corporation Act and the Idaho Bank Act. The undersigned officers on behalf of the Corporation hereby certify that the following correctly sets forth the Restated Articles of Incorporation of the Corporation, and further certify that the Restated Articles consolidate the Articles of Incorporation of the Corporation and all amendments to such Articles of Incorporation heretofore adopted into a single document and do not further amend the provisions of the Corporation's Articles of Incorporation.

FIRST.

The title of this Corporation shall be Idaho Independent Bank.

SECOND.

The purpose of this Corporation is to transact the business of banking and all other business not forbidden by law for which corporations may be formed under the Idaho Business Corporation Act and the Idaho Bank Act, including specific authorization for insurance sales.

THIRD.

The Main Office of the Corporation shall be located in Kootenai County, Idaho. The general business of the Corporation shall be conducted at its Main Office and its branches.

1. RESTATED ARTICLES OF INCORPORATION

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FOURTH. The amount of capital stock of this Corporation shall be FIFTY MILLION DOLLARS (\$50,000,000) divided into 10,000,000 shares of Common Stock with the par value of FIVE DOLLARS (\$5.00) each, but said capital stock may be increased or decreased, from time to time, in accordance with the provisions of the laws of the State of Idaho.

FIFTH. All shares of stock of the Corporation shall be without preemptive rights.

SIXTH. The Board of Directors of this Corporation shall consist of not less than five nor more than fifteen shareholders, the exact number to be fixed and determined, from time to time, by resolution of the shareholders at any annual or special meeting thereof; provided, however, that a majority of the full Board of Directors may increase the number of Directors to a number which does not exceed by more than two the number of Directors last elected by shareholders, but in no event shall the number of Directors exceed fifteen. Each Director, during the full term of his directorship, shall own a minimum of \$1,000 par value of stock of this Corporation. Any vacancy in the Board of Directors may be filled by action of the Board of Directors. Shareholders shall not be entitled to vote cumulatively for the election of Directors.

SEVENTH. There shall be an annual meeting of the shareholders, the purpose of which shall be the election of Directors and the transaction of whatever other business may be brought before said meeting. The meeting shall be held at the Main Office or other convenient place within the community of the main office as the Board of Directors may designate, on the day of each year specified therefore in the

Bylaws, but if no election is held on that day, it may be held on any subsequent day according to such lawful rules as may be prescribed by the Board of Directors.

Nomination for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the Corporation entitled to vote for election of Directors. Nominations, other than those made by or on behalf of the existing management of the Corporation, shall be made in writing and shall be delivered or mailed to the President of the Bank and to the Director, Department of Finance, not less than fourteen days nor more than fifty days prior to any meeting of the shareholders called for the election of Directors; provided, however, that if less than twenty-one days' notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the President of the Bank and to the Director, Department of Finance, 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, of 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 Corporation which will be voted for each proposed nominee; (d) the name and resident address of the notifying shareholder; and (e) the number of shares of capital stock of the Corporation owned by the notifying shareholder. Nominations not made in accordance herewith may, at his discretion, be disregarded by the Chairman of the meeting, and upon his instructions, the vote tellers may disregard all votes cast for each such nominee.

EIGHTH. The Board of Directors shall appoint one of its members President of this Corporation and one of its members Chairman of the Board. The Board of Directors shall have the power

### 3. RESTATED ARTICLES OF INCORPORATION

to appoint one or more Executive Vice Presidents, one or more Senior Vice Presidents, a Cashier, a Secretary and such other officers and employees as may be required to transact the business of this Corporation.

The Board of Directors shall have the power to define the duties of the officers and employees of the Corporation; to fix salaries to be paid to them; to dismiss them and to appoint others to take their place; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Corporation shall be made; to manage and administer the business and affairs of the Corporation; to make all Bylaws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

NINTH. The Board of Directors shall have the power to change the location of the Main Office to any other place within the limits of Kootenai County, Idaho, without the approval of the shareholders, but subject to the approval of the Director of the Idaho Department of Finance; and shall have the power to establish, close, or change the location of any branch or branches of the Corporation to any other location without the approval of the shareholders, but subject to the approval of the Director of the Idaho Department of Finance.

TENTH. The corporate existence of this Corporation is perpetual unless terminated in accordance with the laws of the State of Idaho.

#### 4. RESTATED ARTICLES OF INCORPORATION

ELEVENTH. The Board of Directors of this Corporation, or one or more shareholders owning, in the aggregate, not less than twenty percent (20%) of the stock of the Corporation, may call a special meeting of the shareholders at any time. Unless otherwise provided by the laws of the State of Idaho, a notice of the time, place and purpose of every annual or special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of such meeting to each shareholder of record at his address as shown upon the books of this Corporation. If all the shareholders shall waive notice of any special or annual meeting, no such notice shall be required.

TWELFTH. To the fullest extent allowed by applicable laws existing from time to time, any person may, and Directors and officers shall be indemnified or reimbursed by the Corporation for reasonable expenses (including attorneys' fees) actually incurred in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative to which he or they shall be made a party or threatened to be made a party by reason of his being or having been a Director, officer, employee, or agent of the Corporation, or of any firm, corporation, employee benefit plan, or other organization which he or they served in any such capacity at the request of the Corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administrators may be entitled to as a matter of law. Those persons indemnified hereunder shall be deemed to include the heirs, legal representatives, executors and administrators of such person.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or

## 5. RESTATED ARTICLES OF INCORPORATION

proceeding. The Director, officer, employee or agent must repay such amount, however, if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Directors, officers, other employees and agents. Such insurance may, but need not be, for the benefit of all Directors, officers, employees or agents.

THIRTEENTH. To the fullest extent allowed by applicable laws existing from time to time, Directors and Executive Officers (as Executive Officers are defined in the Bylaws) shall be exempt from liability to the Corporation or its shareholders for monetary damages resulting from breaches of fiduciary duty; provided, however, that nothing herein shall be deemed to limit or eliminate the liability of such Directors and Executive Officers for (a) breaches of the duty of loyalty to the Corporation or its shareholders; (b) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (c) payments of unlawful dividends or unlawful stock repurchases or redemptions; (d) for transactions in which such Directors or Executive Officers receive an improper personal benefit; or (e) for participating in any violation of the laws of the State of Idaho relative to banks or banking pursuant to the provisions of §26-213(5) of the Idaho Code.

FOURTEENTH. These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case,

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by the vote of the holders of such greater amount. No proposed amendment shall be effective until approved by the Director of the Idaho Department of Finance.

FIFTEENTH. The address of the initial registered office of the Corporation is 1503 North 4th Street, Coeur d'Alene, Idaho, 83814, and the name of its initial registered agent at such address is John M. Kucera.

SIXTEENTH. The number of Directors constituting the initial Board of Directors of the Corporation is nine (9), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Jack W. Gustavel - 1715 Hayden View Drive, Coeur d'Alene, Idaho 83814;

John M. Kucera - East 767 Dakota Road, Hayden Lake, Idaho 83835;

Thomas E. Addis - 1809 Hayden View Drive, Coeur d'Alene, Idaho 83814;

Arthur Brown - P.O. Box 4566, Coeur d'Alene, Idaho 83814;

James Eisses - 1610 Hayden View Drive, Hayden Lake, Idaho 83835;

Jerald J. Jaeger - 1125 Stanley Hill Road, Coeur d'Alene, Idaho 83814;

Ronald B. McIntire - P.O. Box 10, Hayden Lake, Idaho 83835;

Steven Schenk - 203 Bruce, Coeur d'Alene, Idaho 83814; and

Jacqueline R. Wheeler - P.O. Box 2105, Coeur d'Alene, Idaho 83814.

SEVENTEENTH. The name and address of each Incorporator is:

Jack W. Gustavel - 1715 Hayden View Drive, Coeur d'Alene, Idaho 83814;

## 7. RESTATED ARTICLES OF INCORPORATION

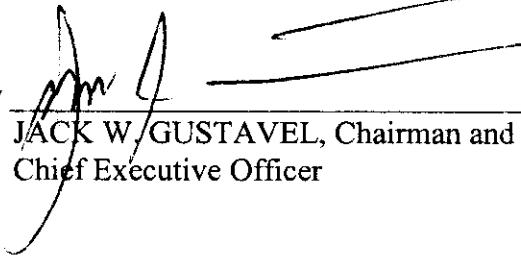
John M. Kucera - East 767 Dakota Road, Hayden Lake, Idaho 83835.

EIGHTEENTH. As used herein, the masculine shall include the feminine as the context requires.

IN WITNESS WHEREOF, the corporation has caused these Restated Articles of Incorporation to be executed this 17<sup>th</sup> day of December, 2004.

IDAHO INDEPENDENT BANK

By

  
JACK W. GUSTAVEL, Chairman and  
Chief Executive Officer

Attest:

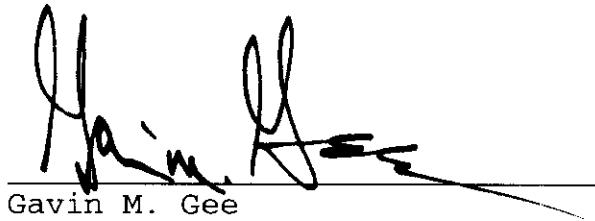
  
PAUL H. MONTREUIL, Vice-President  
and Cashier

**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 Restated Articles of Incorporation of Idaho Independent Bank dated the 17th day of December, 2004.

DATED This 20th day of December, 2004.



Gavin M. Gee  
Director of Finance