

FILED EFFECTIVE

RESTATED ARTICLES OF INCORPORATION
OF
IDAHO TRUST BANCORP

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned corporation, acting pursuant to the Idaho Business Corporation Act, hereby amends and restates the Articles of Incorporation for such corporation.

ARTICLE ONE
NAME OF CORPORATION

The name of the corporation shall be "IDAHO TRUST BANCORP".

ARTICLE TWO
PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE THREE
CORPORATE PURPOSES

The purposes for which the corporation is organized shall be to engage in banking and trust business in the State of Idaho and elsewhere through ownership and control of a National Bank chartered under federal law by the Comptroller of the Currency, Treasury Department of the United States, and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act and the laws of the State of Idaho.

ARTICLE FOUR
AUTHORIZED SHARES OF STOCK

The aggregate number of shares of corporate stock which the corporation shall have authority to issue shall be Twenty Million (20,000,000) shares. All of such shares of corporate stock shall have no par value.

IDAHO SECRETARY OF STATE
10/01/2003 05:00
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ARTICLE FIVE
NO PREEMPTIVE RIGHTS

There shall be no provisions granting preemptive rights to any class of stock or any stockholder.

ARTICLE SIX
BYLAWS REGULATE INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the organization shall be set forth in the Bylaws of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation shall be 300 Main Street, Boise, Idaho 83702. The name and address of the registered agent of the corporation shall be Thomas Prohaska, 300 Main Street, Boise, Idaho 83702.

The mailing address of the registered agent and of the registered office of the corporation shall be 300 Main Street, Boise, Idaho 83702.

ARTICLE EIGHT
CORPORATE DIRECTORS

The number of Directors constituting the Board of Directors of the corporation shall be not less than Five (5) and not more than Nine (9) and the names and addresses of the persons who are currently serving as Directors until the next annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
THOMAS PROHASKA	300 Main Street, Boise, Idaho 83702
WARD PARKINSON	300 Main Street, Boise, Idaho 83702
DAVID L. HARRIS	300 Main Street, Boise, Idaho 83702
JAMES MALACH	300 Main Street, Boise, Idaho 83702
RICHARD H. JONES	300 Main Street, Boise, Idaho 83702
DALE SCHUMAN	300 Main Street, Boise, Idaho 83702
DANIEL PROHASKA	300 Main Street, Boise, Idaho 83702.

ARTICLE NINE

LIMITATION ON PERSONAL LIABILITY OF DIRECTOR

The personal liability of a Director to the corporation or its shareholders shall be and is hereby eliminated or limited to the maximum extent authorized under the Idaho Business Corporations Act and the laws of the State of Idaho.

ARTICLE TEN


ADOPTION BY SHAREHOLDERS

These amended and restated Articles of Incorporation of IDAHO TRUST BANCORP were recommended by the Board of Directors and adopted by the Shareholders on the 22nd day of September, in the year 2003.

(Corporate Seal)



DANIEL PROHASKA, PRESIDENT
IDAHO TRUST BANCORP



THOMAS PROHASKA, SECRETARY
IDAHO TRUST BANCORP