

State of Idaho

CERTIFICATE OF MERGER OR CONSOLIDATION

into TREASURE VALLEY BANK (ID #88438) and change name to KEY BANK OF IDAHO,
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.

Merger _____, and attach hereto a duplicate original of the Articles of
Merger

SECRETARY OF STATE

CMC 779

ORIGINAL

ARTICLES OF MERGER OF KEY BANK OF IDAHO,
AN IDAHO CORPORATION, INTO TREASURE VALLEY BANK,
AN IDAHO CORPORATION
JUN 3 4 12 PM '91
SECRETARY OF STATE

Pursuant to the provisions of Title 26, Chapter 9, of the Idaho Bank Act, and pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one of such corporations:

ARTICLE 1

APPROVAL OF CORPORATE DIRECTORS AND SHAREHOLDERS

The Board of Directors of **TREASURE VALLEY BANK**, the Board of Directors of **KEY BANK OF IDAHO** ("**Key Bank**"), and more than two-thirds of the shareholders of said corporations have approved this Merger.

ARTICLE 2

PLAN OF MERGER

2.1 **Treasure Valley Bank** is a validly organized banking corporation under the laws of the State of Idaho with its principal office at 802 West Bannock, Boise, Idaho. **Treasure Valley Bank** has, pursuant to its Articles of Incorporation, total authorized capital stock of 100,000 shares of common stock, par value \$100 per share, of which 8,055 shares are outstanding.

2.2 **Key Bank** is a validly organized banking corporation under the laws of the State of Idaho with its principal office at 702 West Idaho Street, Boise, Idaho. **Key Bank** has, pursuant to its Articles of Incorporation, total authorized capital stock of 1,500,000 shares of non-assessable Common Stock, par value \$20 per share, of which 154,200 shares are outstanding.

2.3 Upon the effective date of this Merger, **Key Bank** shall be merged into **Treasure Valley Bank**, which shall be the Surviving Bank after the completion of this Merger (the "**Surviving Bank**"), except that Article VIII (relating to authorized stock) of the Key Bank Restated Articles of Incorporation shall replace Article V of the Treasure Valley Articles of Incorporation. Upon completion of this Merger, the name of the Surviving Bank shall, pursuant to Idaho Code Section 26-907, be "**Key Bank of Idaho.**"

2.4 Upon the effective time of this Merger:

(a) Each share of Key Bank Common Stock which is outstanding immediately prior thereto shall continue to be outstanding and shall be treated thereafter as a corresponding share of the Surviving Bank; and

(b) Each share of Treasure Valley Bank Common Stock outstanding immediately prior thereto, by virtue of this Merger and without any action on the part of any holder thereof, shall cease to be outstanding, shall be cancelled and retired without payment of any consideration therefor, and shall cease to exist.

2.5 The Board of Directors of Key Bank shall continue after the Merger as directors of the Surviving Bank and shall serve until the next annual meeting of the shareholders. The names and residences of said directors are as follows:

Director	Address
Ted E. Ellis	3675 Gramarcy Lane Boise, Idaho 83703
C.E. Hill	297 West Thornberry Drive Boise, Idaho 83702
Edmund J. Keane Jr.	4780 Rivercove Place Boise, Idaho 83703
Robert J. O'Connor	1103 Harcourt Drive Boise, Idaho 83702
James H. Roper	1931 Miller Avenue Burley, Idaho 83318
Maurice P. Shea III	1503 Alta Circle Salt Lake City, Utah 84103
J. Kirk Sullivan	5206 Sorrento Circle Boise, Idaho 83704
Donald A. Turner	Post Office Box 331 Troy, Idaho 83871
Paul J. Villano	209 Stanford Pocatello, Idaho 83201

Charles H. Wilson

**578 Hearthstone Drive
Boise, Idaho 83702**

2.6 The names and residences of the officers of the Surviving Bank are as follows:

Officer	Address
Edmund J. Keane, Jr.	4780 Rivercove Place Boise, Idaho 83703
Ted E. Ellis	3675 Gramarcy Lane Boise, Idaho 83703
John C. Shackelford	1348 East Corniche Court Boise, Idaho 83706
Michael M. Mooney	167 Fall Drive Boise, Idaho 83706
H. Eliot Dickson	620 Highland View Drive Boise, Idaho 83702
Tim Bundgard	1147 Hearthstone Drive Boise, Idaho 83702
Philip Eastman	2214 Tawny Woods Place Boise, Idaho 83706
Eldon K. Crockett	2215 Tawny Woods Place Boise, Idaho 83706
Lynn Schodde	211 South Shilling Blackfoot, Idaho 83221
Gary Hubsmith	Route 2, Box 2036 Burley, Idaho 83318

2.7 The names of each merging bank and location of each office are as follows:

Key Bank of Idaho

American Falls
Tyhee & Idaho Streets
American Falls, Idaho 83211

Blackfoot
15 North Ash
Blackfoot, Idaho 83221

Boise-Broadway
1111 Broadway
Boise, Idaho 83706

Boise-Capitol Center
702 West Idaho Street
Boise, Idaho 83701

Boise - Cole-Ustick
3149 North Cole Road
Boise, Idaho 83711

Boise-Fairview
6010 Fairview
Boise, Idaho 83704

Boise - Five-Mile
10443 Fairview
Boise, Idaho 83704

Boise-Overland
4920 Overland
Boise, Idaho 83715

Boise-Valley Center
11413 Chinden
Boise, Idaho 83707

Burley-Downtown
1301 Overland
Burley, Idaho 83318

Burley-South
124 East 23rd Drive
Burley, Idaho 83318

Caldwell
South 9th Avenue & Blaine
Caldwell, Idaho 83606

Grangeville
147 West Main
Grangeville, Idaho 83530

Idaho Falls
501 Park Avenue
Idaho Falls, Idaho 83402

Kooskia
Main Street
Kooskia, Idaho 83539

Lewiston
21st and 11th Avenue
Lewiston, Idaho 83501

Moscow
609 South Washington
Moscow, Idaho 83843

Nampa
324 12th Avenue South
Nampa, Idaho 83653

Paul
Highway 24
Paul, Idaho 83347

Plummer
Highway 95
Plummer, Idaho 83851

Pocatello-Chubbuck
4750 Yellowstone
Pocatello, Idaho 83202

Pocatello-East Center
455 East Center Street
Pocatello, Idaho 83205

Pocatello-Pine Ridge Mall
4155 Yellowstone Highway
Pocatello, Idaho 83204

Pocatello-Pocatello Mall
800 Yellowstone
Pocatello, Idaho 83206

Pocatello-West Center
Center and Arthur Streets
Pocatello, Idaho 83204

Pocatello-Westwood
1800 Garrett Way
Pocatello, Idaho 83206

Rexburg
149 West Main Street
Rexburg, Idaho 83440

Riggins
Highway 95
Riggins, Idaho 83549

Troy
424 Main Street
Troy, Idaho 83871

Twin Falls
103 Main Avenue East
Twin Falls, Idaho 83301

Treasure Valley Bank

Treasure Valley Area

Bannock Street
802 West Bannock Street
Boise, Idaho 83702

8077 Franklin Road
Franklin, Idaho 83709

924 3rd Street South
Nampa, Idaho 83651

1024 South Washington Avenue
Emmett, Idaho 83617

16th and Whitley
Fruitland, Idaho 83619

McCall Area

2nd & Davis
McCall, Idaho 83638

101 Main Street
Cascade, Idaho 83611

Highway 95
New Meadows, Idaho 83654

Highway 95
Midvale, Idaho 83645

2.8 The name and location of the principal and the other offices of the Surviving Bank are the same as set forth in the foregoing Sections 2.6 and 2.7, and the Boise-Capitol Center Office is the principal office of the Surviving Bank.

2.9 The Boards of Directors of Treasure Valley Bank and Key Bank reserve the right to withdraw the proposed Merger at any time prior to the filing of the Articles of Merger if the shareholders of Treasure Valley Bancorp, Inc., fail to approve that certain Merger Agreement dated December 7, 1990, by and among Treasure Valley Bancorp, Inc., Equimark Corporation, KeyCorp, and Key Bancshares of Idaho, Inc., as amended by that certain Amendment dated April 25, 1991, to the Merger Agreement by the same parties and joined in by KBI Sub Corp., (as so amended, the "Merger Agreement"), or if the Merger Agreement is for any other reason not consummated, or if the parties hereto determine that consummation of the Merger would not be in the best interests of either of the merging corporations.

2.10 The debts, encumbrances, and obligations of Treasure Valley Bank shall become the debts, encumbrances, and obligations of the Surviving Bank.

ARTICLE 3

SHAREHOLDER APPROVAL

Pursuant to Idaho Code Section 26-904, the Merger identified herein has been approved by no less than two-thirds of the shareholders of each of the corporations that is a party to this Merger.

Pursuant to Idaho Code Section 26-904, the Merger identified herein has been approved by no less than two-thirds of the shareholders of each of the corporations that is a party to this Merger. Pursuant to Idaho Code Section 26-904(2), each of the corporations that is a party to this Merger has received waivers from its respective holders of two-thirds of the outstanding shares of its stock waiving notice by publication of the meetings of the shareholders of said corporations where this Merger was considered. As to each of the said corporations, the total number of shares voted for and against this Merger, respectively, are as follows:

Name of Corporation	Shares Outstanding	Total Voted For	Total Voted Against
Key Bank of Idaho	154,200	154,200	-0-
Treasure Valley Bank	<u>8,040</u>	<u>8,040</u>	-0-

ARTICLE 4

FINANCE DIRECTOR APPROVAL

These Articles of Merger are made subject to the approval of the Director of Finance of the State of Idaho in accordance with the provisions and statutes of the laws of the State of Idaho.

ARTICLE 5

EFFECTIVE DATE

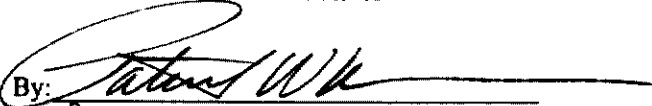
The effective date of these Articles shall be May 2, 1991, or the date of filing the Articles of Merger in the Office of the Secretary of State of the State of Idaho, required to complete the Merger under the laws of the State of Idaho, whichever date is later.

DATED this 2nd day of May, 1991.

TREASURE VALLEY BANK


ATTEST:



 Sheila G. Nathanson
 Assistant Secretary

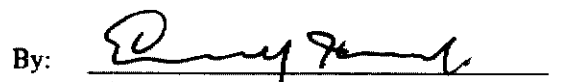
By: 
 Patrick W. Wisman, President

KEY BANK OF IDAHO

ATTEST:


 Eldon K. Crockett, Cashier


 H. Eliot Dickson, Secretary

By: 
 Edmund J. Keane, Jr., President

STATE OF IDAHO)
) SS.:
COUNTY OF ADA)

I, JAN SMITH, a Notary Public, do hereby certify that on this
2nd day of May, 1991, personally appeared before me PATRICK WISHMAN,
who, being by me first duly sworn, declared that he is the PRESIDENT
of TREASURE VALLEY BANK, an Idaho corporation, and that he signed the foregoing document as
PRESIDENT of the corporation, and that the statements contained
therein are true.

Jan Smith
Notary Public for Idaho
Residing at Base
My Commission Expires: December 11, 1991

STATE OF IDAHO)
) SS.:
COUNTY OF ADA)

I, J. Craig Reece, a Notary Public, do hereby certify that on this
3rd day of May, 1991, personally appeared before me Edmund J. Reece Jr,
who, being by me first duly sworn, declared that he is the President
of KEY BANK OF IDAHO, an Idaho corporation, and that he signed the foregoing document as
President of the corporation, and that the statements contained
therein are true.

J. Craig Reece
Notary Public for Idaho
Residing at Base
My Commission Expires: 5th July 1991

CERTIFICATE OF APPROVAL

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Merger of Treasure Valley Bank into Key Bank of Idaho dated May 2, 1991.

Dated this 3rd day of May, 1991.

