

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TWIN RIVER FINANCIAL CORP.**

FILED EFFECTIVE

2006 DEC 19 PM 4:06

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho.

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:

1. The name of the corporation is: Twin River Financial Corp.
2. Article XV is added to the Articles of Incorporation as follows:

**ARTICLE XV
SUBCHAPTER S PROVISIONS**

The Corporation shall elect to be taxed under Subchapter S of the Internal Revenue Code beginning on January 1, 2007. Accordingly, the stockholders of the Corporation shall be subject to the following restrictions:

- (a) No stockholder shall do any act, including the sale or transfer of such stockholder's stock, which shall contravene or revoke the Corporation's election to be taxed as an "S" corporation.
- (b) No stockholder shall transfer his or her shares (i) to a person who does not agree not to revoke the "S" corporation election, (ii) to any transferee who is not qualified to be a Subchapter S corporation shareholder under Section 1361 or other applicable provision of the Internal Revenue Code of 1986, including a non-resident alien or a trust, corporation, or other organization that does not qualify to be a stockholder of a corporation electing to be taxed under Subchapter S of the Internal Revenue Code of 1986, or (iii) unless permitted as provided in the Stockholders Agreement, to two or more persons if the effect thereof will be to increase the number of stockholders to more than the number permitted by Section 1361 of the Internal Revenue Code.
- (c) No transfer of shares shall be registered unless the person in whose name the shares are to be registered agrees to be subject to the restrictions of the "S" corporation election by

IDAHO SECRETARY OF STATE
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executing the Stockholders Agreement among the Corporation and the shareholders as such agreement may be amended from time to time.

3. The date of adoption of the amendment was: December 14, 2006.


4. Manner of adoption:

Approval by the shareholder is required and the shareholders duly approved the amendment as required by either Title 30, Idaho Code or by the Articles of Incorporation.

5. The terms and provisions of these Articles of Amendment shall become effective upon filing.

Dated: December 14, 2006

TWIN RIVER FINANCIAL CORP.

By: 
Jody Servatius
President and CEO