



**OF THE
 STATE OF MONTANA**

I, FRANK MURRAY, Secretary of State, do hereby certify that the annexed is a full, true and correct copy of the Certificate of Proceedings to amend the Articles of Agreement of CITIZENS' STATE BANK, wherein and whereby the capital stock of the banking corporation is increased from \$500,000.00, consisting of 5,000 shares of a par value of \$100.00 each, to the sum of \$600,000.00, consisting of 6,000 shares of a par value of \$100.00 each, as received and filed in this office on the 1st day of December A.D. 1976, with the Certificate issued thereon. _____

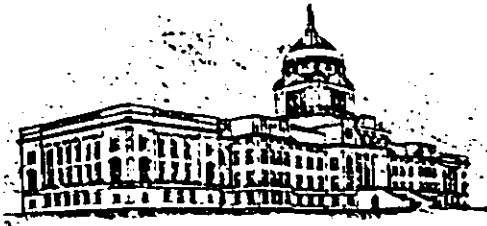


IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 28th day of August A.D. 1978.

Frank Murray
 FRANK MURRAY
 Secretary of State

Thomas Tucker
 By: Thomas Tucker
 Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that

CITIZENS' STATE BANK

a banking corporation, organized and existing under the laws of the State of Montana, has on this day caused to be filed in this office in accordance with the provisions of Section 5-216 of the Revised Codes of Montana, a duly certified copy of an Amendment to its Articles of Agreement and Approval by the Director of Department of Business Regulation wherein and whereby the capital stock of the banking corporation is increased from \$500,000.00, consisting of 5,000 shares of a par value of \$100.00 each, to the sum of \$600,000.00, consisting of 6,000 shares of a par value of \$100.00 each.

GREAT SEAL

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed
the Great Seal of the State of
Montana, at Helena, the Capital,
this first day of December A. D.
1976.

FRANK MURRAY
Secretary of State

By: Jo Ann Woodgerd
Chief Deputy

CERTIFICATE OF COPY

STATE OF MONTANA, }
COUNTY OF RAVALLI } ss.

I, Darlene E. Hughes, County Clerk and Recorder in and for the said
County of Ravalli, State of Montana, hereby certify the annexed and foregoing to be a full, true and correct
copy of a certain Increase of Capital Stock, Citizens State Bank,
File No. 1905, Fee and Retention No. 219034, Filed Nov. 30, 1976
at 10:10 A.M.
together with the endorsement thereon, as the same appears of record in this office.

WITNESS my hand and the seal of said Ravalli County, affixed this

30th day of Nov. A. D., 1976
Darlene E. Hughes
County Clerk and Recorder.

1M-7-63

SEAL

By _____, Deputy

M O N T A N A

DEPARTMENT OF BUSINESS REGULATION

HELENA

INCREASE OF CAPITAL STOCK

To: Citizens State Bank
Hamilton, Montana

249222
STATE OF MONTANA

FILED

DEC - 1 1976

FRANK MURRAY

SECRETARY OF STATE

Thomas Tucker
paid \$60.00 Deputy

The action taken by the stockholders of Citizens State Bank,
Hamilton, Montana, at a meeting of the stockholders held on the 22nd
day of November 1976, increasing the Common Capital Stock of said bank
from \$500,000.00 divided into 5,000 shares of a par value of \$100.00
each to the sum of \$600,000.00 divided into 6,000 shares of a par value
of \$100.00 each IS HEREBY APPROVED.

WITNESS MY HAND AND OFFICIAL SEAL at Helena, Montana, this 29th
day of November 1976.

HAROLD PITTS, DIRECTOR
DEPARTMENT OF BUSINESS REGULATION

BY *L. W. Alke*
L. W. Alke, Administrator
Financial Division



CERTIFICATE OF INCREASE OF CAPITAL STOCK
CITIZENS STATE BANK
Hamilton, Montana

We, the undersigned, V. C. Hollingsworth, Chairman, and Earle C. Wright, Secretary, at a special meeting of the stockholders of Citizens State Bank, Hamilton, Montana, held in Hamilton, Montana on November 22, 1976, for the purpose of considering any and all business that might regularly come before the special meeting of the stockholders, do certify that at said meeting the matter of increasing the Capital Stock of said corporation was considered, and that the amount of the proposed increase was One Hundred Thousand (\$100,000.00) Dollars, being One Thousand (1,000) Shares of additional stock. This transaction to be effected by transferring the sum of One Hundred Thousand (\$100,000.00) Dollars from the said bank's Undivided Profits Account and issuing for said \$100,000.00, \$100,000.00 worth of Capital Stock of said bank to the present stockholders on a pro rata basis, thereby increasing the total outstanding Capital Stock of said bank from \$500,000.00 to \$600,000.00.

That at the above referred to meeting, all the stockholders of said Corporation appeared in person or by proxy in number representing all the shares of stock of said corporation, and organized said meeting by choosing from their number, the undersigned, V. C. Hollingsworth, as Chairman, and Earle C. Wright, as Secretary thereof, and thereupon the following resolution was introduced.

"RESOLVED, that the Capital Stock of Citizens State Bank be increased from Five Hundred Thousand (\$500,000.00) Dollars, divided into Five Thousand (5,000) Shares of One Hundred (\$100.00) Dollars each, to Six Hundred Thousand (\$600,000.00) Dollars, divided into Six Thousand (6,000) Shares of One Hundred (\$100.00) Dollars each; and that the Amended paragraph relating to Capital Stock in the original Articles of Incorporation which reads: 'Amount of Capital Stock of said corporation is Five Hundred Thousand (\$500,000.00) Dollars, divided into Five Thousand (5,000) Shares of One Hundred (\$100.00) Dollars each,' to be amended to read as follows: 'Amount of Capital Stock shall be Six Hundred Thousand (\$600,000.00) Dollars, divided into Six Thousand (6,000) Shares of One Hundred (\$100.00) Dollars each.'"

"BE IT FURTHER RESOLVED, that the chairman and secretary of this meeting be and they are hereby authorized and directed to make, sign, verify, and acknowledge any and all certificates of proceedings required in the office of the Clerk and Recorder of Ravalli County, Montana, and a duplicate thereof to be filed in the office of the Secretary of State of the State of Montana, and to do all acts and things that may be necessary to comply with the provisions of law applicable to and regarding the increase of Capital Stock."

That thereupon and upon a motion to adopt the said resolution, the stockholders owning Five Thousand (5,000) Shares of stock, voted for the adoption of said resolution; no stockholders voted against its adoption, and no shares of stock were not voted.

That a sufficient number of votes representing not less than two-thirds of the entire Capital Stock having been cast in favor of such resolution and the increase of the Capital Stock to \$600,000.00 approved and such resolution was thereupon declared duly adopted.

That the amount of Capital Stock of such corporation heretofore authorized was Five Hundred Thousand (\$500,000.00) Dollars, which is the amount of Capital stock actually paid in, and that all of said stock has been issued; that the amount of the increase of the Capital Stock is One Hundred Thousand (\$100,000.00) Dollars, consisting of One Thousand (1,000) Shares of the par value of One Hundred (\$100.00) Dollars each; and the amount to which the Capital Stock is increased is Six Hundred Thousand (\$600,000.00) Dollars.

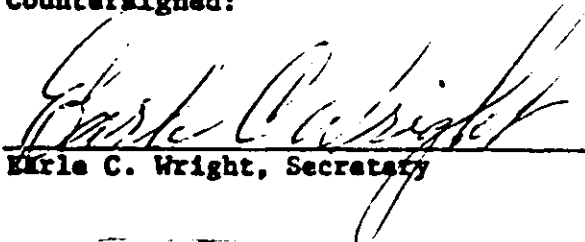
That the debts and liabilities of said Corporation amount to the sum of Twenty Million, Three Hundred Six Thousand, Six Hundred Sixty-Eight and 90/100 Dollars (\$20,306,668.90).

IN WITNESS WHEREOF, we have made, signed, acknowledged and verified this certificate.

Dated this 22nd day of November, 1976.

V. C. Hollingsworth, Chairman

Countersigned:

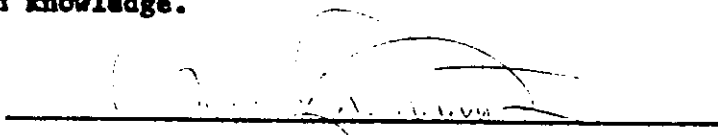


Earle C. Wright, Secretary

SEAL

STATE OF MONTANA)
) SS.
COUNTY OF RAVALLI)

On this 22nd day of November, 19 76, before
me, Evelyn C. Spoonheim, A Notary Public for the State of Montana,
personally appeared V. C. Hollingsworth, who being sworn, deposes and says:
That he was the Chairman of the Stockholders' meeting of the Citizens State
Bank of Hamilton, Montana, held in the office of the corporation on the 22nd
day of November, 1976, and referred to in the foregoing certificate. That he
has read the foregoing, knows the contents thereof, and the matters and things
therein stated are true of his own knowledge.


Subscribed and sworn to before me this 22nd day of November, 19 76.

SEAL

Notary Public for the State of Montana
Residing at Hamilton, Montana
My Commission Expires July 9, 1977

STATE OF MONTANA)
) SS
COUNTY OF RAVALLI)

On this 22nd day of November, 19 76, before me,
the undersigned, a Notary Public for the State of Montana, personally appeared
V. C. Hollingsworth, known to me to be the person who executed the foregoing in-
strument and acknowledged to me that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

SEAL

Notary Public for the State of Montana
Residing at Hamilton, Montana
My Commission Expires July 9, 1977

-- EXHIBIT "A" --

to Minutes of Special Stockholders' Meeting of
CITIZENS STATE BANK - HAMILTON, MONTANA

WAIVER AND CONSENT

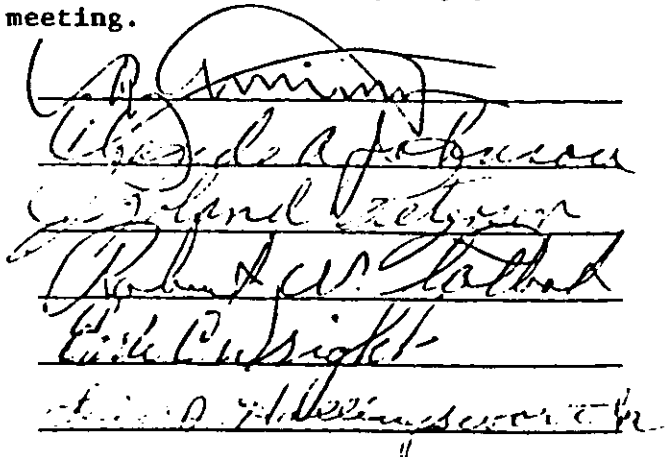
SPECIAL STOCKHOLDERS MEETING - CITIZENS STATE BANK
Hamilton, Montana

To Be Held at Hamilton, Montana

at 4:00 P.M.
November 22, 1976

We, the undersigned, stockholders of Citizens State Bank, Hamilton, Montana, do hereby call a special stockholders meeting of said Corporation to be held in the offices of the Citizens State Bank, at Hamilton, Montana, on the 22nd day of November, 1976, at the hours of 4:00 o'clock P.M. for the purpose of considering the proposal to increase the Capital Stock of this Corporation from \$500,000 to \$600,000. The amount of this proposed increase is \$100,000, being 1,000 shares of additional stock, par value \$100 per share, and issuing for said \$100,000, \$100,000 worth of Capital Stock of said Corporation to the present stockholders on a pro-rata basis, and also to increase the Corporation's Surplus Account from \$500,000 to \$600,000. This transaction to be effected by transferring the sum of \$200,000 from the said Corporation's Undivided Profits account, \$100,000 of which will be placed in the Corporation's "Surplus Account," and \$100,000 in the "Capital Account," as above enumerated. Said meeting also for the purpose of transacting any and all other business of whatever kind and character that may come before it.

And we hereby waive all of the requirements of the Statutes of the State of Montana and the by-laws of this Corporation, both as to notice of said meeting, and the purpose thereof, that may in any way pertain to the calling of the aforementioned meeting.


The block contains five handwritten signatures, each written over a horizontal line. The signatures are: 1. A signature that appears to be 'L. A. Smith'. 2. A signature that appears to be 'Charles A. Johnson'. 3. A signature that appears to be 'J. L. Anderson'. 4. A signature that appears to be 'Robert W. Stalham'. 5. A signature that appears to be 'E. L. Bussight'. Below the fifth signature, there is another line with a signature that appears to be 'J. D. Thompson'.

P R O X Y

KNOW ALL MEN BY THESE PRESENTS, That I, R. D. Flightner and Opal H. Flightner
of Yuma, Arizona do hereby constitute and appoint _____

V. C. Hollingsworth of Hamilton, Montana

Attorney and Agent for me, in my name, place and stead to vote as my proxy
at a meeting of the stockholders of the Citizens State Bank to be held
at said office of said Citizens State Bank in Hamilton, Montana at 4:00 P.M.
on November 22nd A.D. 19 76, according to the number of votes
I should be entitled to vote if personally present, with power of substitu-
tion.

IN WITNESS WHEREOF, I have hereunto set my hand, this 12th day of
November A.D. 19 76.

In Presence of

Margaret M. Mearns

Opal H. Flightner
Opal H. Flightner

-- EXHIBIT "A" --

to Minutes of Special Stockholders' Meeting of

CITIZENS STATE BANK - HAMILTON, MONTANA

WAIVER AND CONSENT

SPECIAL STOCKHOLDERS MEETING - CITIZENS STATE BANK

Hamilton, Montana

To Be Held at Hamilton, Montana

at 4:00 P.M.

November 22, 1976

We, the undersigned, stockholders of Citizens State Bank, Hamilton, Montana, do hereby call a special stockholders meeting of said Corporation to be held in the offices of the Citizens State Bank, at Hamilton, Montana, on the 22nd day of November 1976, at the hours of 4:00 o'clock P.M. for the purpose of considering the proposal to increase the Capital Stock of this Corporation from \$500,000 to \$600,000. The amount of this proposed increase is \$100,000, being 1,000 shares of additional stock, par value \$100 per share, and issuing for said \$100,000, \$100,000 worth of Capital Stock of said Corporation to the present stockholders on a pro-rata basis, and also to increase the Corporation's Surplus Account from \$500,000 to \$600,000. This transaction to be effected by transferring the sum of \$200,000 from the said Corporation's Undivided Profits account, \$100,000 of which will be placed in the Corporation's "Surplus Account," and \$100,000 in the "Capital Account," as above enumerated. Said meeting also for the purpose of transacting any and all other business of whatever kind and character that may come before it.

And we hereby waive all of the requirements of the Statutes of the State of Montana and the by-laws of this Corporation, both as to notice of said meeting, and the purpose thereof, that may in any way pertain to the calling of the aforementioned meeting.

W. H. Kestler
Opal H. Flightner

P R O X Y

KNOW ALL MEN BY THESE PRESENTS, That ~~xx~~ We, Vanaba and Company
of Phoenix, Arizona do hereby constitute and appoint _____
V. C. Hollingsworth of Hamilton, Montana
Attorney and Agent for me, in my name, place and stead to vote as my proxy
at a meeting of the stockholders of the Citizens State Bank to be held
at said office of said Citizens State Bank in Hamilton, Montana at 4:00 P.M.
on November 22 A.D. 19 76, according to the number of votes
I should be entitled to vote if personally present, with power of substitu-
tion.

IN WITNESS WHEREOF, I have hereunto set my hand, this 15th day of

November A.D. 19 76.

In Presence of

Vanaba and Company

By: Neil Bonnell

James H. Clark
My Commission Expires Dec. 23, 1977

-- EXHIBIT "A" --

to Minutes of Special Stockholders' Meeting of
CITIZENS STATE BANK - HAMILTON, MONTANA

WAIVER AND CONSENT

SPECIAL STOCKHOLDERS MEETING - CITIZENS STATE BANK
Hamilton, Montana

To Be Held at Hamilton, Montana

at 4:00 P.M.
November 22, 1976

We, the undersigned, stockholders of Citizens State Bank, Hamilton, Montana, do hereby call a special stockholders meeting of said Corporation to be held in the offices of the Citizens State Bank, at Hamilton, Montana, on the 22nd day of November 1976, at the hours of 4:00 o'clock P.M. for the purpose of considering the proposal to increase the Capital Stock of this Corporation from \$500,000 to \$600,000. The amount of this proposed increase is \$100,000, being 1,000 shares of additional stock, par value \$100 per share, and issuing for said \$100,000, \$100,000 worth of Capital Stock of said Corporation to the present stockholders on a pro-rata basis, and also to increase the Corporation's Surplus Account from \$500,000 to \$600,000. This transaction to be effected by transferring the sum of \$200,000 from the said Corporation's Undivided Profits account, \$100,000 of which will be placed in the Corporation's "Surplus Account," and \$100,000 in the "Capital Account," as above enumerated. Said meeting also for the purpose of transacting any and all other business of whatever kind and character that may come before it.

And we hereby waive all of the requirements of the Statutes of the State of Montana and the by-laws of this Corporation, both as to notice of said meeting, and the purpose thereof, that may in any way pertain to the calling of the aforementioned meeting.

VANABA & Co.

By: 
