

State of Idaho

Department of State

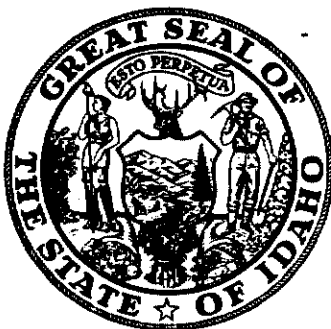
CERTIFICATE OF AMENDMENT OF

KEY BANK OF IDAHO

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of 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.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

April 28, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Lucy J. Clark*

ARTICLES OF AMENDMENT

RECEIVED
SEC. OF STATE

to the

ARTICLES OF INCORPORATION

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of

KEY BANK OF IDAHO

Pursuant to Section 30-1-61, Idaho Code, as amended, Key Bank of Idaho adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Key Bank of Idaho.

SECOND: The Articles of Incorporation are amended in their entirety as follows:

ARTICLE I

That the name of this corporation shall be:

KEY BANK OF IDAHO

ARTICLE II

The purposes for which this corporation is organized are:

(a) To carry on the business of a "commercial bank" as is now or may hereafter be defined by the statutes of the State of Idaho, and to that end to carry on the business of commercial banking in all of its branches, and to transact and do all matters and things incidental thereto or which may at any time hereafter be usual or lawful in connection with the business of banking or dealing in money or securities for money.

(b) To invest in or to advance and lend money on real, personal and mixed securities, on cash, credit or other accounts, on policies, bonds, debentures, bills of exchange, notes, letters of credit or other obligations, on the deposits of title deeds, goods, wares and merchandise, bills of sale and bills of lading, delivery orders, warehouseman's certificates or warehouseman's receipts, notes, dock warrants or other mercantile indicia or tokens, bullion, stocks or shares.

(c) To conduct the business of a savings bank as the term savings bank is now or may hereafter at any time be defined by the statutes of the State of Idaho, with the powers conferred upon savings banks by the present or any future statute of the State of Idaho, and to that end to engage in the business of accumulating

and loaning the funds of its savings members, stockholders and depositors, and to loan and invest the funds thereof, and as such savings bank to receive deposits of money, loan and invest or collect the same, with interest, and to repay depositors with or without interest.

(d) To carry on and conduct the business of a "trust company" as the term trust company is presently defined or may hereafter be defined by the statutes of the State of Idaho, with such powers as allowed or may hereafter be conferred upon trust companies by the statutes of the State of Idaho.

(e) To generally own, conduct, enter into and carry on a general banking business, including commercial savings and trust bank departments; to act as assignee, agent, receiver, guardian of the estates of minors, incompetent persons, executor or administrator, registrar of stocks and bonds, and to execute trusts of every description not inconsistent with the law, and to exercise all of the rights and powers conferred by the law on banking corporations, trust companies and banks, including such incidental powers as may be necessary for carrying on such business.

(f) To engage in any and all other lawful purposes, activities and pursuits, whether similar or dissimilar to the foregoing, and the corporation shall have all powers allowed by law, including, without limitation, those powers described in Sections 30-1-3 and 30-1-4, Idaho Code, as amended and supplemented.

ARTICLE III

The period of existence of this corporation shall be perpetual.

ARTICLE IV

The location of post office address and the registered office of this corporation shall be 702 West Idaho Street, Boise, Ada County, State of Idaho, 83702.

ARTICLE V

The business and prudential affairs of this corporation shall be governed by a Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than twenty-five (25) members. The number of the present Board of Directors is ten (10) and the names and addresses of such present directors who will serve as such until the next annual meeting of the shareholders, and until their successors are elected and qualified are as follows:

NAME	ADDRESS
Ted E. Ellis	3675 Gramarcy Lane Boise, Idaho 83703
C. E. Hill	297 W. Thornberry Drive Boise, Idaho 83702
Edmund J. Keane, Jr.	4780 Rivercove Place Boise, Idaho 83702
Robert J. O'Connor	1103 Harcourt Drive Boise, Idaho 83702
James H. Roper	1931 Miller Avenue Burley, Idaho 83318
Maurice P. Shea, 3rd	1503 Alta Circle Salt Lake City, Utah
J. Kirk Sullivan	5206 Sorrento Circle Boise, Idaho 83704
Donald A. Turner	P.O. Box 331 Troy, Idaho 83871
Paul J. Villano	209 Stanford Pocatello, Idaho 83201
Charles H. Wilson	578 Hearthstone Drive Boise, Idaho 83702

Each member of the Board of Directors, in order to be eligible to election as such director, must be the owner and holder, in his own right, of unhyothecated stock in this corporation in the amount of at least Five Hundred Dollars (\$500.00), par value, and for such other and further qualifications as shall at any time be required by the statutes of the State of Idaho. Any director who shall, during the term of office, cease to be a stockholder of this corporation, in his own right, of the amount of stock aforesaid, shall automatically cease to be a director of the Bank and his office shall then become vacant.

ARTICLE VI

No holder of shares of the capital stock of this corporation shall have any preemptive or preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation issued or sold. The term "convertible obligations" as used herein shall include any notes, bonds, or other evidences of indebtedness issued by the

corporation to which are attached, or with which are issued, warrants or rights to purchase stock of the corporation.

ARTICLE VII

The regulation and management of the affairs of this corporation shall be as provided in the By-Laws as from time to time adopted or amended by the Board of Directors of this corporation, in accordance with the laws of the State of Idaho.

ARTICLE VIII

This corporation shall have authority to issue One Million Five Hundred Thousand shares of common stock with a par value of Twenty Dollars (\$20.00) each, all of which stock shall be divided into classes as follows:

- a. 1,499,200 shares of Class A common stock; and
- b. 800 shares of Class B common stock divided into two (2) series which shall have identical rights and obligations to Class A common stock except as to the following relative rights:
 - (1) 500 shares of Class B series 1 common stock which shall be entitled to receive a dividend on the par value of each issued and outstanding share equal to not more than the 30 year average yield (the average yield to maturity for actively traded marketable U.S. Treasury fixed interest rate securities adjusted to constant maturities of 30 years) published by the Federal Reserve Board during the last calendar week ended immediately prior to the last ten calendar days prior to the last day of March, June, September and December. Class B series 1 common stock shall be subject to redemption at par value at any time in the discretion of the corporation.
 - (2) 300 shares of Class B series 2 common stock which shall not be entitled to receive dividends. Class B series 2 common stock shall be subject to redemption at par value at any time in the discretion of the corporation.

ARTICLE IX

This corporation may indemnify any director or officer or any former director or officer of the corporation or any person who is serving or has served at the request of the corporation as a director or officer of another corporation, against reasonable

expenses, judgments, decrees, fines, penalties or amounts paid in settlement actually and necessarily incurred by him in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director or officer, provided it is determined in the manner hereinafter set forth (a) that such director or officer was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the corporation of which he is or was a director or officer, (b) that he acted in good faith in what he reasonably believed to be the best interest of such corporation, (c) that, in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful, and (d) in case of settlement, that the amount paid in the settlement was reasonable. Such determination shall be made either (i) by the directors of the corporation acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit or proceedings is present, or (ii) by independent legal counsel selected by the directors of the corporation (who may be the regular counsel of the corporation) in a written opinion.

Expenses with respect to any pending or threatened action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof, upon receipt of an undertaking by or on behalf of the recipient to repay such amounts unless it shall ultimately be determined that he is entitled to indemnification hereunder.

The indemnity hereinabove provided for shall not be deemed to be exclusive of (a) any other rights to which any person may be entitled under the articles, the regulations, and the agreement and the insurance purchased by the corporation, by vote of shareholders, or otherwise; or of (b) the power of the corporation which is hereby granted, to indemnify any person who is or was an employee of the corporation or of another corporation which he is serving or has served at the request of the corporation, to the same extent and in the same situations and subject to the same determinations as are hereinabove set forth with respect to a director or officer. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee, or any person who is or was serving at the request of the corporation as a director, officer or employee of another corporation, against any liability asserted against him or incurred by him in any such capacity of the riding out of his status as such whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE X

The private property of the shareholders shall not be liable for the obligations of this corporation.

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THIRD: The foregoing amendments were adopted by the shareholders on May 16, 1991.

FOURTH: The number of shares outstanding at the time of the adoption of these amendments was:


Class A Common:	153,950
Class B series 1:	175
Class B series 2:	75

FIFTH: The number of shares voting for and against the amendment was as follows:

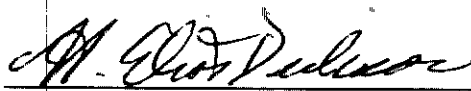
Class A Common:	For: 153,950	Against: 0
Class B series 1:	For: 175	Against: 0
Class B series 2:	For: 75	Against: 0

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of Key Bank of Idaho have been executed this 16TH day of May, 1991.

KEY BANK OF IDAHO

By: 
Edmund J. Keane, Jr.
President

ATTEST:


Secretary

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

I, EDMUND J. KEANE, JR., being first duly sworn on oath, depose and say:

I am the President and Chief Executive Officer of Key Bank of Idaho, that I have read the within and foregoing Articles of Amendment to the Articles of Incorporation of Key Bank of Idaho,

that I am familiar with the facts and statements set forth therein, and the same are true as I verily believe.



Edmund J. Keane, Jr.

SUBSCRIBED, SWORN AND VERIFIED before me this 16th day of May, 1991.



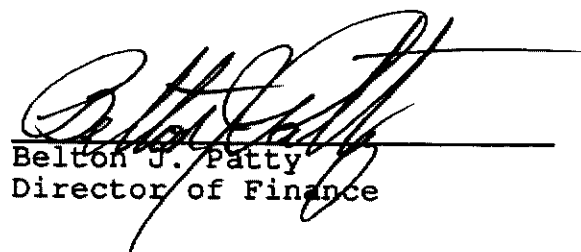
Notary Public for Idaho Residing
at Boise, Idaho
My commission expires: 9-21-93

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 Amended Articles of Incorporation of Key Bank of Idaho, Boise, Idaho, dated the 22nd day of May, 1991.

DATED This 8th day of April, 1992.



Belton J. Patty
Director of Finance