

State of Idaho

Department of State

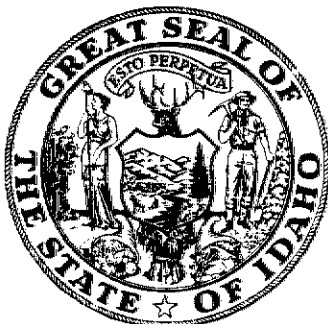
CERTIFICATE OF AMENDMENT OF

TRI-STATE BANK
File Number C 47848

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 TRI-STATE BANK, changing the corporate name to ZIONS BANK, duly executed 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.

Dated: July 11, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

Jul 11 4 25 PM '97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRI-STATE BANK**

SECRETARY OF STATE
STATE

These ARTICLES OF AMENDMENT are made as of July 11, 1997, by TRI-STATE BANK, an Idaho corporation, with its main office in Montpelier, Idaho ("Tri-State Bank"), pursuant to the requirements of Idaho Code § 30-1-1006.

ARTICLE ONE

The name of the corporation is Tri-State Bank.

ARTICLE TWO

Articles First and Fifth of the Articles of Incorporation of Tri-State Bank are amended to read in their entirety as follows:

"FIRST: That the name of this corporation is ZIONS BANK."

"FIFTH: That the total authorized capital of this corporation shall be \$1,500,000, divided into 120,000 shares with a par value of \$12.50 per share. All stock shall be common stock. Each share of stock shall be entitled to one vote."

ARTICLE THREE

The amendments to the Articles of Incorporation of Tri-State Bank set forth in Article Two hereof (the "Amendments") were adopted by the shareholders of Tri-State Bank at a special meeting of shareholders held on July 11, 1997.

ARTICLE FOUR

The number of shares of stock outstanding of Tri-State Bank, the number of shares entitled to vote with respect to the adoption of the Amendments and the designation of shares entitled to vote as a class with respect thereto, are set forth below:

<u>Class of Shares</u>	<u>Total Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>Designation of Shares Entitled to Vote as a Class</u>
Common	26,430	26,430	None

HOW SECRETARY OF STATE
 JUL 14/1997 09:00
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 AMEND PROF

ARTICLE FIVE

The number of shares of stock of Tri-State Bank voted for and against the Amendments at a special meeting of shareholders held this date, is set forth below:

<u>Class of Shares</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
Common	<u>25,991</u>	<u>None</u>

The number of votes cast in favor of the Amendments by shareholders of Tri-State Bank was sufficient for approval thereof.

The undersigned hereby affirms that he has read the foregoing Articles of Amendment, is familiar with the contents thereof, and verifies and affirms the truthfulness thereof.

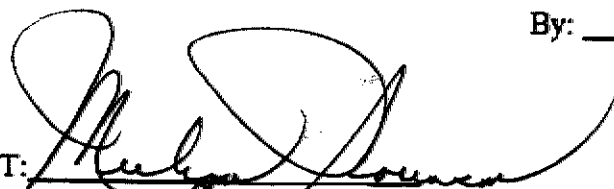
IN WITNESS WHEREOF, Tri-State Bank has caused these Articles of Amendment to be executed on its behalf by its officer thereunto duly authorized, and corporate seal affixed hereto, each as of the date first written above.

TRI-STATE BANK

By: Ronald O. Peterson

Ronald O. Peterson
President and
Chief Executive Officer

ATTEST:



Marilyn Sorenson
Secretary

STATE OF IDAHO)
) ss:
COUNTY OF BEAR LAKE)

I, Earlene J. Perkes, a notary public, do hereby certify that on this ___ day of July, 1997, personally appeared before me Ronald O. Peterson, who, being by me first duly sworn, declared that he is the President and Chief Executive Officer of Tri-State Bank, that he signed the foregoing documents as President and Chief Executive Officer of the corporation, and that the statements therein contained are true.

Earlene J. Perkes
Notary Public for Idaho
Residing at: Montpelier
Commission Expires: 7-22-03

TRI-STATE BANK

ATTEST: Marilyn Sorenson
Marilyn Sorenson
Secretary

By: Ronald O. Peterson
Ronald O. Peterson
President and
Chief Executive Officer

STATE OF IDAHO)
) ss:
COUNTY OF BEAR LAKE)

I, Earlene J. Perkes, a notary public, do hereby certify that on this _____ day of July, 1997, personally appeared before me Ronald O. Peterson, who, being by me first duly sworn, declared that he is the President and Chief Executive Officer of Tri-State Bank, that he signed the foregoing documents as President and Chief Executive Officer of the corporation, and that the statements therein contained are true.

Earlene J. Perkes
Notary Public for Idaho
Residing at: Montpelier
Commission Expires: 7-22-03

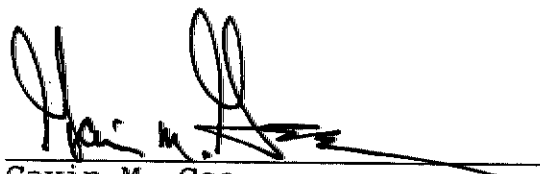
CERTIFICATE OF APPROVAL Jul 11 4 23 PM '97

Secretary of State
State of Idaho
Statehouse
Boise, Idaho

SECRET STATE

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Share Exchange between Tri-State Bank and Zions Bancorporation and Articles of Amendment to the Articles of Incorporation of Tri-State Bank dated the 11th day of July, 1997.

DATED This 11th day of July, 1997.

A handwritten signature in black ink, appearing to read "Gavin M. Gee", is written over a horizontal line. The signature is stylized and cursive.

Gavin M. Gee
Director of Finance