

**FILED**

DEC 13 1 57 PM '99

**ARTICLES OF INCORPORATION  
OF  
NEW MOUNTAIN WEST BANK**

SECRETARY OF STATE  
IDAHO

**ARTICLE I  
NAME**

The name of the corporation is New Mountain West Bank.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The registered agent and the street address of the corporation are Jon W. Hippler at 125 Ironwood Drive, Couer d'Alene, Idaho 83814.

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized is to carry on such activities as are permitted to banks under applicable law.

**ARTICLE IV  
CAPITALIZATION**

The total number of shares of stock which the corporation is authorized to issue is 1,500,000 shares of common stock with \$2.50 par value per share.

**ARTICLE V  
SHAREHOLDER RIGHTS**

**5.1** Shareholders do not have a preemptive right to acquire unissued shares of capital stock of the corporation, whether now or hereafter authorized, or to acquire any obligations issued or sold which are convertible into stock of the corporation, other than such rights, if any, as the Board of Directors, in its discretion, may from time to time determine, and at such price as the Board of Directors may from time to time fix.

**5.2** Each share of the capital stock of this corporation is entitled to one vote at all meetings of shareholders. Each shareholder entitled to vote at any election for directors has the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, and no shareholder is entitled to cumulate his or her votes.

IMMO SECRETARY OF STATE

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**ARTICLE VI**  
**DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION**

A Director of the corporation will incur no personal liability to the corporation or to its shareholders for monetary damages for conduct as a Director, except to the extent the Director is held accountable for (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the corporation or the shareholders, (iii) a violation of section 30-1-833 of the Idaho Code, or (iv) an intentional violation of criminal law, or (v) participation in any violation of the laws of Idaho relative to banks or banking. If the Idaho Code is amended to authorize action further eliminating or limiting the personal liability of Directors, then the liability of a Director to the corporation will be eliminated or limited to the fullest extent permitted by Idaho Code, as so amended. Any repeal or modification of this paragraph by the shareholders of the corporation will not adversely affect any right or protection of a Director of the corporation existing at the time of the repeal or modification.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of the corporation are Jon W. Hippler at 125 Ironwood Drive, Couer d'Alene, Idaho 83814.

Dated: December 10, 1999.

  
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Jon W. Hippler

DIRK KEMPTHORNE  
GOVERNOR



GAVIN M. GEE  
DIRECTOR

STATE OF IDAHO  
DEPARTMENT OF FINANCE  
700 W. STATE STREET, 2ND FLOOR  
P. O. BOX 83720  
BOISE ID 83720-0031  
<http://www2.state.id.us/finance/dof.htm>  
**CERTIFICATE OF APPROVAL**

Secretary of State  
Corporations Division  
State of Idaho  
Boise, Idaho

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Incorporation of New Mountain West Bank, Coeur d'Alene, Idaho, dated the 10th day of December, 1999.

DATED: This 13th day of December, 1999.

  
GAVIN M. GEE  
Director of Finance

Banks and S&L's (208) 332-8005  
Credit Unions (208) 332-8003  
Money Transmitters (208) 332-8003  
Supporting Services (208) 332-8001

PHONE: (208) 332-8000  
FAX: (208) 332-8098  
Director's Fax: (208) 332-8097  
Securities Fax: (208) 332-8099

Securities (208) 332-8004  
Mortgage Companies (208) 332-8004  
Finance Companies (208) 332-8002  
Collection Agencies (208) 332-8002

EQUAL OPPORTUNITY EMPLOYER