

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE BANK OF COMMERCE**

2006 APR 21 PM 2:18

SECRETARY OF STATE  
 STATE OF IDAHO

THE UNDERSIGNED, being members of the board of directors and, respectively, as the serving president and secretary of the Bank of Commerce and acting under the authority of the board of directors and in accordance with duly approved resolutions of the shareholders taken at meetings which were lawfully noticed and convened, hereby confirm the adoption of the following Amended and Restated Articles of Incorporation.

**ARTICLE I. - NAME**

That the name of this corporation shall be "THE BANK OF COMMERCE."

**ARTICLE II. - CORPORATE PURPOSE**

The purposes of the corporation include:

A. To conduct a general banking business in the State of Idaho, and in so doing to receive money on deposit and allow interest thereon; to loan money, either with or without security, and to charge therefor a rate of interest allowed by law, and to accept as security therefor mortgages on real and personal property, pledges, collateral and personal securities of every kind and nature; to buy and sell bonds, both public and private, warrants, drafts, acceptances, exchange and other evidences of indebtedness, and to discount negotiable paper of all kinds, as well as other evidences of indebtedness; to lease, purchase, hold, sell and convey any and all real and personal property necessary to the transaction of its business, or which it shall acquire in satisfaction, or partial satisfaction, of debts previously contracted in the course of its business, or otherwise, as provided by law; to borrow money and to mortgage or pledge the assets of the corporation to secure the payment thereof, and to do any and all things necessary or incident to the proper conduct of a general banking business, including business of a savings bank, under the laws of the State of Idaho, and as limited by the provisions for the Federal Deposit Insurance Act, and the Rules and Regulations adopted pursuant thereto.

B. To do, conduct and transact generally the business of a trust company and do all things, exercise all powers and perform all functions which a trust company is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Idaho, or which it may be, by law, hereafter authorized to do, exercise or perform; to take, receive and hold in trust, property both real and personal, for individuals, firms, companies, associations, or corporations, and to accept and execute trusts of every description which may be committed to the corporation as executor, administrator, administrator with the will annexed, guardian, trustee, assignee, receiver or otherwise.

AMENDED AND RESTATED ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE  
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or by any corporation, or by any State, or by the United States, or by the courts of this or any other State or of the United States; to accept the employment of and act as executor or personal representative of any last will and testament and as administrator, or administrator with the will annexed of the estates of deceased persons, and as assignee, receiver, trustee and depositary in all such matters, and in a legal manner to attend to the management and settlement of estates, guardianships, assigneeships and receiverships, and to act as trustee, agent or attorney for individuals, firms, companies, association or corporations, and to attend to any and all manner of trusts; to act as agent for the purpose of registering or countersigning the certificates of stock, bonds or other indebtedness of any corporation, company, association, municipality, state, or public authority, on such terms as may be agreed upon; to act as transfer agent and registrar of certificates, stocks or bonds; to purchase, hold, sell and take such property, real and personal, as may be mortgaged, pledged and hypothecated or conveyed to it in trust, or for its benefit for money loaned in pursuance of its regular business, and as may be purchased by it at sales under mortgages, pledges, hypothecations or deeds of trust made for its benefit for money so loaned or as may be conveyed to it by borrowers of money in satisfaction or in discharge of loans made thereon; to purchase, hold, own and sell such personal property as may be legally done under the Constitution and laws of the State of Idaho; and to such manner as is consistent with the laws of the State of Idaho.

C. To conduct a safe deposit business, and in the conduct of said safe deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults, and safes and receptacles therein for the storage, safe-depositing and safe-keeping of personal property and securities, and to rent and hire such safes and receptacles to others upon such terms and conditions as the corporation may deem advisable.

### ARTICLE III - PRINCIPAL PLACE OF BUSINESS

That the place where the principal business of this corporation is to be transacted is in the greater Idaho Falls Community, County of Bonneville, State of Idaho.

### ARTICLE IV. - DURATION

That the existence of this corporation is perpetual.

### ARTICLE V. - CAPITAL STOCK

That the amount of capital stock of this corporation is ONE MILLION DOLLARS (\$1,000,000.00) and the number of shares into which it is divided is 100,000 shares at the par value of TEN DOLLARS (\$10.00) EACH.

### ARTICLE VI - STOCK ISSUANCE

That the capital stock has been fully subscribed and issued.

## ARTICLE VII - DIRECTORS

A. Management. That the management of this corporation shall be vested in a board of not less than five or not more than nine directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the shareholders, to be held at an office of this corporation in the greater Idaho Falls Community, Bonneville County, Idaho, at the time specified in the By-Laws.

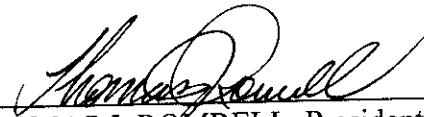
B. Limited Liability. As previously provided in former Section 30-1-202 of the Business Corporation Act of the State of Idaho, the personal liability of any director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be eliminated, providing that such provision shall not eliminate or limit the liability of a director:

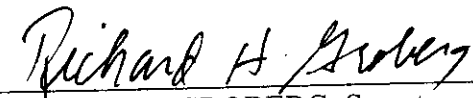
1. For any breach of the director's duty of loyalty to the corporation or its stockholders.
2. For acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law.
3. For acts as specified for under previous Section 30-1-48, Idaho Code.
4. For any transaction from which the director derived an improper personal benefit.
5. As provided in Section 26-213(5) for any director who shall participate in any violation of the laws of this state relative to banks or banking who shall be liable for all damages which said bank, its shareholders, depositors, or creditors shall sustain in consequence of such violation.
6. It shall be the duty of every director of a bank personally to attend all meetings of the Board of Directors unless unavoidably detained therefrom. any director who shall be deemed to have participated in any violation of law that may have occurred in his absence, and he shall not be permitted to set up such absence as a defense thereto.

## ARTICLE VIII - REGISTERED OFFICE AND AGENT

The current registered office of the corporation shall be 3113 South 25 East, Idaho Falls, Idaho 83406 and the current registered agent at that location is Cathy Hickman.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20<sup>th</sup> day of April, 2006.

  
THOMAS J. ROMRELL, President

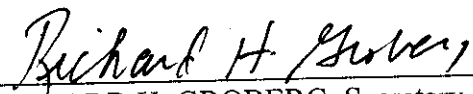
  
RICHARD H. GROBERG, Secretary

STATE OF IDAHO )  
                              :SS  
County of Bonneville )

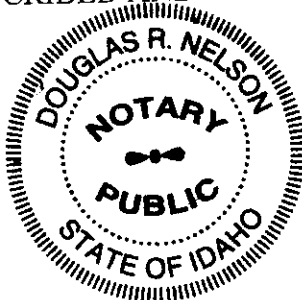
We, THOMAS J. ROMRELL, President, and RICHARD H. GROBERG, Secretary, being first duly sworn, on oath, severally, do each declare:

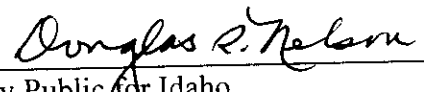
That we are the persons who signed the foregoing document, as President and Secretary, respectively, of the BANK OF COMMERCE; that the statements herein contained are true.

  
THOMAS J. ROMRELL, President

  
RICHARD H. GROBERG, Secretary

SUBSCRIBED AND SWORN to before me this 20<sup>th</sup> day of April, 2006.

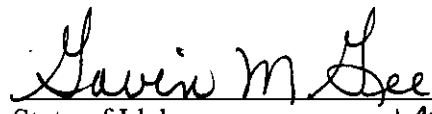


  
Notary Public for Idaho  
Residing at Idaho Falls  
My Commission Expires: 4/29/2011

## CERTIFICATE OF APPROVAL

Secretary of State  
State of Idaho  
Statehouse  
P.O. Box 83720  
Boise, Idaho 83720

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Amendment to the Articles of Incorporation of The Bank of Commerce, Idaho Falls, Idaho dated April 28, 2006.

  
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State of Idaho (sw)  
Director of Finance