

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

2014 DEC 23 AM 11:24

**OF**

SECRETARY OF STATE  
STATE OF IDAHO

**FARMERS BANK**

The undersigned natural person of the age of eighteen years of more, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Corporation Act") and the Idaho Bank Act (the "Bank Act"), adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be FARMERS BANK (the "Corporation")

**ARTICLE II**

**PERIOD OF EXISTENCE**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**PURPOSES AND POWERS**

To engage in the business of banking and all other business not forbidden by law for which corporations may be formed under the Corporation Act and the Bank Act.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 914 Main, Buhl, Idaho 83316, and the name of its initial registered agent at such address is J. Michael Hamilton.

IDAHO SECRETARY OF STATE

12/23/2014 05:00

CK:2446264 CT:172099 BH:1454121

1@ 100.00 = 100.00 CORP #2

1@ 20.00 = 20.00 EXPEDITE C #3

C204440

## **ARTICLE V**

### **INCORPORATORS**

The name and address of each incorporator is :

J. Michael Hamilton, 914 Main, Buhl, Idaho 83316

## **ARTICLE VI**

### **MAILING ADDRESS**

The mailing address of the Corporation is:

914 Main, Buhl, Idaho 83316

## **ARTICLE VII**

### **CAPITAL STOCK**

The aggregate number of shares, which the Corporation shall have authority to issue, is Twenty Thousand (20,000) shares with \$100 par value.

The shares and the holders thereof shall have all of the rights, preferences and limitations generally afforded shares and shareholders of common stock in an Idaho business corporation pursuant to the Corporation Act.

## **ARTICLE VIII**

### **VOTING**

All voting of the corporation's outstanding stock owned by Farmers Bancorporation, Inc., shall be done by the majority vote of the Board of Directors of Farmers Bancorporation, Inc.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

Number, Tenure and Qualifications. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be at least five (5) but not more than nine (9). Each director shall hold office until the next election of directors

and until his/her successor shall have been elected and qualified. A majority of Directors need to be residents of the State of Idaho. Each director must own, in his/her own right, unhyponothecated common stock of the Corporation in the amount of at least Five Hundred and no/100 Dollars (\$500.00).

## **ARTICLE X**

### **INDEMNIFICATION AND LIMITATION OF LIABILITY**

(a) Indemnification. To the fullest extent permitted by the Corporation Act, the Bank Act and the Corporation's Bylaws, the Corporation shall indemnify any Director or officer of the Corporation made a party to a proceeding, because the person is a Director or officer of the Corporation, against liability incurred in that proceeding; provided, however, no indemnification pursuant to this Article shall indemnify any Director from or on account of:

- i. receipt of a financial benefit to which he or she is not entitled;
- ii. an intentional infliction of harm on the Corporation or its shareholders;
- iii. a violation of § 30-1-833, Idaho Code, in effect as of the date these Articles are filed or as may be subsequently amended;
- iv. an intentional violation of criminal law; or
- v. participation in any violation of the oath of office or any laws of Idaho relative to banks or banking.

(b) Advancement of Expenses. The Corporation shall be required to advance the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Corporation Act and the Bank Act in effect as of the date these Articles of Incorporation are filed or as may be subsequently amended.

(c) Purpose and Exclusivity. The indemnification referred to in the various subsections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled to under any statute, specifically but without limitation §§ 30-1-850 through 30-1-859 of the Corporation Act, in effect as of the date these Articles of Incorporation are filed (or as may be subsequently amended), rule of law or equity, agreement, vote of the shareholders or Board of Directors or otherwise. The Corporation is authorized to enter into agreements of indemnification.

(d) Indemnification Limitations. The Corporation shall not indemnify its Directors and officers in any amount or by any means or manner which contravenes or exceeds the Director and officer indemnification limitations set forth in Section 18(k) of the Federal Deposit Insurance Act (12 USC 1811, et seq.), Part 359 of the FDIC Rules and Regulations (12 CFR § 301, et seq.), Section 26-203 of the Bank Act, Section 30-1-202 of the Corporation Act, or any other federal or state laws, rules or regulations pertaining to the indemnification of officers and Directors by a corporation or bank.

(e) Severability. If any of the provisions of this Article are found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

## **ARTICLE XII**

### **DIVIDENDS**

The Board of Directors may, from time to time, declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to the shareholder or any director of the Corporation under the provisions of these Articles of Incorporation or under the provisions of the Articles of Incorporation or under the provisions of the Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV**

### **CONFLICTING DOCUMENTATION**

In the event any corporate documentation, bylaws or agreements are in conflict with these Articles of Incorporation, these Articles of Incorporation, as amended from time to time, shall control.

## AMENDMENTS

The undersigned, as incorporator of FARMERS BANK, an Idaho Corporation, do hereby certify that the foregoing Articles of Incorporation were duly adopted as Articles of Incorporation of the said Corporation on the 17 day of December, 2014.

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

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



May C. Kelly  
NOTARY PUBLIC  
Residing at: Buhl, MO  
My Commission Expires: 10/31/2015



C.L. "BUTCH" OTTER  
Governor

GAVIN M. GEE  
Director

December 19, 2014

Pat Hamilton  
Vice President  
The Farmers National Bank of Buhl  
914 Main Street  
Buhl, ID 83316


Re: Proposed Articles of Incorporation and Bylaws of Farmers Bank, Buhl, Idaho

Dear Mr. Hamilton:

We have completed our review of the proposed Articles of Incorporation and Bylaws of Farmers Bank, as revised and approved by the Board of Directors of The Farmers National Bank of Buhl on December 17, 2014. We have determined the proposed Articles and Bylaws satisfy the requirements set forth in the Idaho Bank Act and the Idaho Business Corporation Act and are acceptable for filing. Please find enclosed the Certificate of Approval approving the filing of the Articles.

If you have any questions regarding this matter, please contact Supervising Examiner Brad Bergquist at (208) 332-8041.

Sincerely,

  
Gavin M. Gee  
Director of Finance

GMG/BPB

DIRECTOR'S OFFICE

Director - Gavin M. Gee  
800 Park Blvd., Suite 200, Boise, ID 83712  
Mail To: P.O. Box 83720, Boise ID 83720-0031  
Phone: (208) 332-8010 Fax: (208) 332-8097  
<http://finance.idaho.gov>



**IDAHO**  
**DEPARTMENT OF FINANCE**

C.L. "BUTCH" OTTER  
Governor

GAVIN M. GEE  
Director

**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 Articles of Incorporation of Farmers Bank dated the 17<sup>th</sup> day of December 2014.

DATED This 19<sup>th</sup> day of December 2014.



Gavin M. Gee  
Director of Finance

**DIRECTOR'S OFFICE**

Director - Gavin M. Gee  
800 Park Blvd., Suite 200, Boise, ID 83712  
Mail To: P.O. Box 83720, Boise ID 83720-0031  
Phone: (208) 332-8010 Fax: (208) 332-8097  
<http://finance.idaho.gov>