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**RESTATED
ARTICLES OF INCORPORATION
OF
BANK OF IDAHO
2006**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, hereby adopt the following Restated Articles of Incorporation:

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

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of all lawful business, including:

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 therefore a rate of interest allowed by law, and to accept as security therefore 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; to apply for and become licensed as, and to transact business pursuant to a license issued by the Idaho Department of Insurance or

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any successor agency of the State of Idaho, as an insurance agent, broker or consultant, and to do any and all things necessary or incident to the proper conduct of a general banking business under the laws of the State of Idaho, and as limited by the provisions of the Federal Deposit Insurance Act, and the Rules and Regulations adopted pursuant thereto.

B. 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.

C. All offices of the corporation must be approved by the Department of Finance of the State of Idaho and must also be approved and insured by the Federal Deposit Insurance Corporation.

D. 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 it by any person, personal representative, executor, administrator, administrator with a will annexed, guardian,

trustee, assignee, receiver, 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 personal representative or executor 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, conservatorships, assigneeships, and receiverships, and to act as trustee, agent or attorney for individuals, firms, companies, associations, 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, 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.

FOURTH: The aggregate number of shares of which the corporation shall have authority to issue is 500,000 shares of common stock having a par value of \$10.00 per share.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

SEVENTH: The address of the initial registered office of the corporation and the name of its initial registered agent at such address is William F. Rigby, Box 1487, 500 North Capital Avenue, Idaho Falls, Idaho 83403.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation shall not be less than five, and the names and addresses of the persons who shall serve the initial terms as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
William F. Rigby	3004 Westmoreland Circle Idaho Falls, ID 83402
William J. DeMott	3021 Westmoreland Circle Idaho Falls, ID 83402
Fred T. Thompson, Jr.	469 Parkway Circle Idaho Falls, ID 83401
Ralph M. Hartwell	352 Westmoreland Drive Idaho Falls, ID 83401
Harold L. Latin	1365 Mojave Idaho Falls, ID 83401

NINTH: The name and addresses of the incorporators are:

William F. Rigby	3004 Westmoreland Circle Idaho Falls, ID 83402
William J. DeMott	3021 Westmoreland Circle Idaho Falls, ID 83402
Fred T. Thompson, Jr.	469 Parkway Circle Idaho Falls, ID 83401

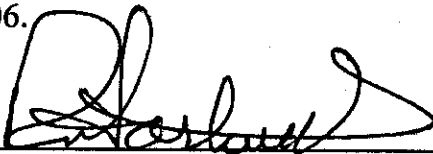
TENTH:

- A. Subject to Idaho Code § 26-213, Idaho Code § 30-1-833, and any other Idaho laws or applicable federal laws prohibiting elimination or limitation of the personal liability of the directors of a bank or corporation, the personal liability of members of the Board of Directors for money damages for any action taken or any failure to take any action is hereby eliminated and/or limited.**
- B. The President of the Corporation or his designee is hereby authorized to enter into Indemnification Agreements with the corporation's existing and future directors in recognition of such directors' need for substantial protection against personal liability and contractual assurance that such protection shall be available pursuant to Idaho Code §30-1-202(1)(e).**

CERTIFICATE OF RESTATEMENT

The foregoing Restated Articles of Incorporation of Bank of Idaho consolidate all amendments into a single document, and include no new amendments.

DATED this 13th day of June, 2006.

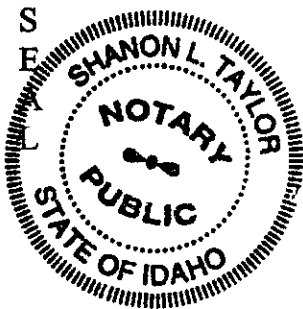


Ralph M. Hartwell, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 13th day of June, 2006, before me, Shanon L. Taylor, a
Notary Public in and for said State, personally appeared RALPH M. HARTWELL,
known or identified to me to be the person whose name is subscribed to the within and
foregoing instrument and acknowledged to me that he executed the same.

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



Shanon L. Taylor
Notary Public for Idaho
Residing at: Rigby, Idaho
My Commission Expires: 2-14-09

CERTIFICATE OF APPROVAL

I, GAVIN M. GEE, Director of the Department of Finance of the State of Idaho, do hereby give approval to the foregoing Restated Articles of Incorporation of Bank of Idaho 2006, in accordance with the applicable statutes of the State of Idaho including Idaho Code § 26-204.

DATED this 21st day of JUNE, 2006.

**DIRECTOR OF THE DEPARTMENT
OF FINANCE**


A handwritten signature in black ink, appearing to read 'Gavin M. Gee', is written over a horizontal line.

GAVIN M. GEE