



Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Exchange ~~XX~~ between

AMERICAN BAN CORPORATION and AMERICAN BANK OF COMMERCE

~~XXXX~~

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

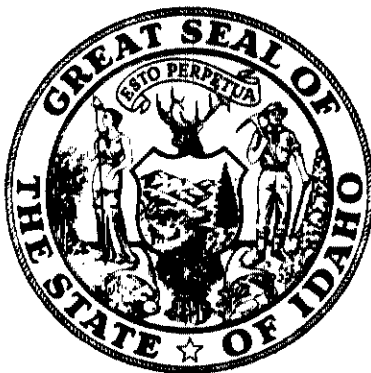
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Exchange

, and attach hereto a duplicate original of the Articles of

Exchange

Dated July 31, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF EXCHANGE BETWEEN
AMERICAN BAN CORPORATION AND
AMERICAN BANK OF COMMERCE

JUL 31 2 50 PM '81

SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned Corporations adopted the following articles of exchange:

FIRST: The following plan of reorganization and exchange was approved in the manner prescribed by the Idaho Business Corporation Act:

PLAN OF REORGANIZATION AND EXCHANGE

RECITALS

A. American Bank of Commerce ("Bank") is an Idaho banking corporation with its principal office in the City of Boise, County of Ada, State of Idaho. American Ban Corporation ("Holding Company") is an Idaho corporation duly organized and existing under the laws of the State of Idaho with its principal offices in the City of Boise, County of Ada, State of Idaho.

B. Bank has an authorized capitalization of 105,000 shares of capital stock par value \$10.00 per share; and there are 103,500 shares of capital stock issued and outstanding.

C. Holding Company has an authorized capitalization of 315,000 shares of capital stock, \$1.00 par value; and there are no shares of Holding Company issued or outstanding.

D. Bank and Holding Company, by the coincidental adoption of this Plan, intend to set forth the terms and conditions of a "reorganization" under Section 368(a)(1)(B) of the Internal Revenue Code of 1954, as amended.

ARTICLE I

REORGANIZATION AND EXCHANGE

1. Exchange. On the Effective Date, as defined below, all of the outstanding shares of the capital stock of Bank shall be acquired from the holders thereof by Holding Company in exchange for all of the outstanding shares of Holding Company. The corporate identity, existence, name, charter, purposes, powers, properties, franchises, rights and immunities of Holding Company and Bank shall continue unaffected and unimpaired by the exchange.

All rights of creditors and all liens upon the property of Bank and Holding Company shall be preserved unimpaired, provided that any such liens upon the property of Bank shall be limited to the property they affected immediately before the Effective Date.

2. Effective Date. This Plan of Reorganization and Exchange shall become effective at the close of business on the date (the "Effective Date") on which the Secretary of State of the State of Idaho issues a certificate of exchange.

ARTICLE II

EFFECT OF EXCHANGE ON OUTSTANDING SHARES

1. Exchange of Shares of American Bank of Commerce. Upon the Effective Date of the exchange, each shareholder of record, at that date, shall be entitled to receive three (3) shares of the capital stock of the Holding Company for each share of the capital stock of the Bank held on that date. The Holding Company shall issue that number of shares which such shareholders are entitled to receive, after giving effect to the number of shares held by shareholders of the Bank who perfected their rights as dissenting shareholders. On and after the Effective Date, every issued and outstanding share of the Bank (with the exception of shares held by shareholders who perfect their rights as dissenting shareholders) shall represent three shares of the capital stock of the Holding Company. Such certificates may, but need not be, surrendered and exchanged by the holders thereof, after the Effective Date of the exchange, for new certificates representing the number of shares of the Holding Company to which such holders are entitled as provided in this Plan.

2. Rights to Stock Options. Upon and after the Effective Date of the exchange, all outstanding options to purchase shares of capital stock of American Bank of Commerce shall be deemed to be and shall become options to purchase shares of the capital stock of the Holding Company. Such options shall thereafter become options to purchase shares of capital stock of the Holding Company on the same terms and conditions, but for three times the number of shares, as have been agreed upon and set forth in the employee stock option agreements.

ARTICLE III

APPROVALS

1. Shareholder Approval. This Plan of Reorganization and Exchange shall be submitted to the shareholders of

American Bank of Commerce for approval and ratification as provided by the applicable laws of the State of Idaho and in accordance with other applicable law.

2. Regulatory Approvals. This Plan of Reorganization and Exchange shall be submitted for the regulatory approvals and consents and to satisfy the requirements prescribed by applicable law and/or regulations or which are otherwise necessary or desirable in connection with the completion of this reorganization and exchange, as outlined herein. Such regulatory approvals, consents and requirements shall include, but shall not be limited to, the approval and consents set forth in Article IV herein.

ARTICLE IV

CONDITIONS PRECEDENT

1. Conditions Precedent to the Exchange. This reorganization and exchange is subject to and conditioned upon the following:

a) Approval and ratification of this Plan by the holders of a majority of the outstanding shares of American Bank of Commerce as required by applicable laws;

b) Receipt of all other approvals and consents, and satisfaction of all other requirements as are prescribed by applicable law in connection with this reorganization and exchange including, but not limited to, approval of the Federal Deposit Insurance Corporation; approval of the Director of the Department of Finance of the State of Idaho; approval of the Board of Governors of the Federal Reserve System pursuant to the Bank Holding Company Act of 1956, as amended;

c) Issuance (unless the same is waived by the Bank) of a favorable ruling by the Internal Revenue Service of the United States Department of the Treasury, in form and substance satisfactory to the parties and their counsel, with respect to the tax consequences to the parties and their shareholders resulting from this reorganization and exchange;

d) Performance by Holding Company and Bank of all of their respective obligations under this Plan.

ARTICLE V

TERMINATION

1. This Plan may be terminated at any time upon the

occurrence of any of the following events:

a) If any of the conditions set forth in Article IV is not fulfilled within a reasonable period of time, such reasonable period of time to be determined by a majority of the Board of Directors of any of the parties, in their sole and absolute discretion; or

b) If the number of shares of capital stock of American Bank of Commerce voted against the exchange, or in respect of which written notice is given purporting to dissent from the exchange, makes consummation of the exchange unwise, such determination to be made by a majority of the Board of Directors of any of the parties; or

c) If any action, suit, proceeding or claim has been instituted, made or threatened, relating to the proposed exchange which makes consummation of the exchange inadvisable in the opinion of a majority of the Board of Directors of any of the parties; or

d) If for any other reason consummation of the exchange is inadvisable in the opinion of a majority of the Board of Directors of any of the parties.

Upon termination, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination thereof on the part of the parties hereto or their respective directors, officers, employees, agents or shareholders.

2. Expenses of the Exchange. All of the expenses of this reorganization and exchange, including filing fees, printing and mailing costs, and accountants' fees and legal fees, shall be borne by the Bank. In the event that this reorganization and exchange is abandoned or terminated for any reason, all expenses shall be paid by the Bank.

SECOND: As to American Ban Corporation, a vote of the shareholders is not required by virtue of Section 30-1-73, Idaho Code. As to American Bank of Commerce, there are 103,500 shares outstanding and entitled to vote for or against such Plan. A total of 82,261 shares voted for such plan; no shares voted against such plan.

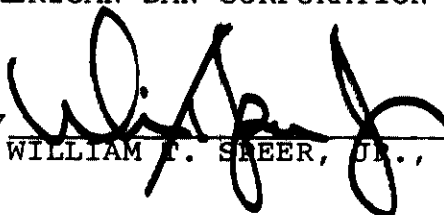
DATED this 31st day of July, 1981.

AMERICAN BAN CORPORATION

ATTEST:


Bobette A. Chapman, Secretary

By


WILLIAM T. SREER, JR., President

AMERICAN BANK OF COMMERCE

By 
WILLIAM T. SPEER, JR., President

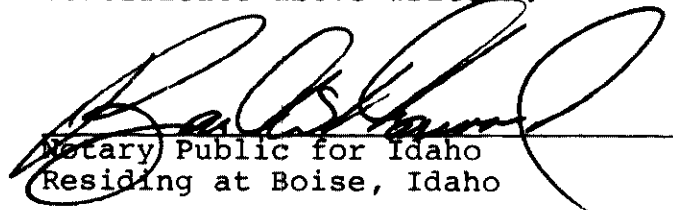
ATTEST:


Bobette A. Chapman, Secretary

STATE OF IDAHO)
:ss
County of Ada)

I, the undersigned, a notary public for said State, do hereby certify that on this 31st day of July, 1981, personally appeared before me WILLIAM T. SPEER, JR., who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the President of AMERICAN BAN CORPORATION, and that the statements therein contained are true.

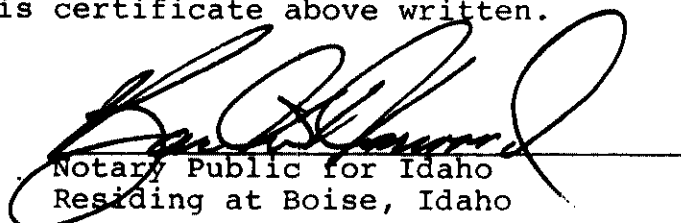
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate above written.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
:ss
County of Ada)

I, the undersigned, a notary public for said State, do hereby certify that on this 31st day of July, 1981, personally appeared before me WILLIAM T. SPEER, JR., who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the President of AMERICAN BANK OF COMMERCE, and that the statements therein contained are true.

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

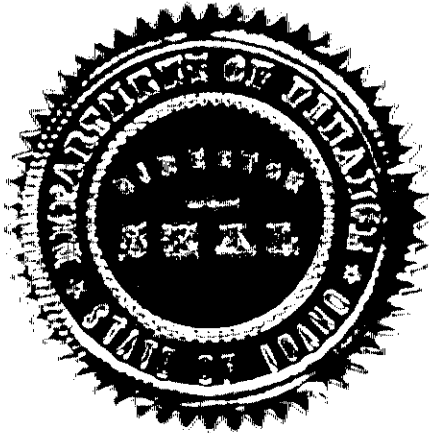

Notary Public for Idaho
Residing at Boise, Idaho

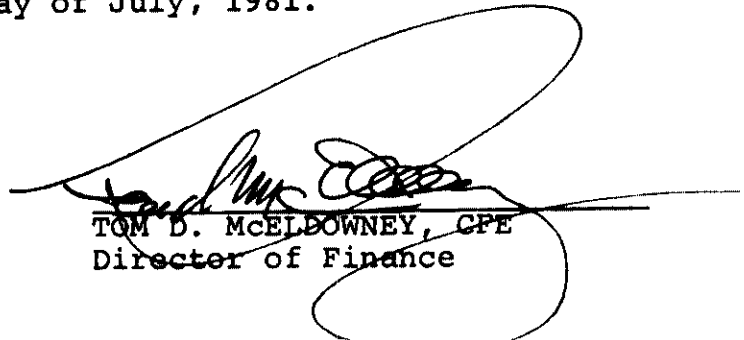
CERTIFICATE OF APPROVAL

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 Exchange Between American BanCorporation and American Bank of Commerce, July 31st, 1981.

DATED This 31st day of July, 1981.




TOM D. McELDOWNEY, CFE
Director of Finance