

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**FARMERS BANK**

**ARTICLE I  
NAME**

The name of this corporation is: FARMERS BANK

**ARTICLE II  
PURPOSES AND POWERS**

(a) To engage in the business of banking and generally engage in any business not prohibited under the Idaho Business Corporation Act and the Idaho Bank Act.

**ARTICLE III  
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is Twenty Thousand (20,000) shares with a PAR VALUE of \$50 per share.

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 Idaho Business Corporation Act.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is PO Box 392, 914 Main, Buhl, Idaho 83316, and the name of its initial registered agent at such address is J. Michael Hamilton.

**ARTICLE V  
INCORPORATORS**

The name and address of each incorporator is:

J. Michael Hamilton, PO Box 392, 914 Main, Buhl, Idaho 83316

For Office Use Only

**-FILED-**

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## **ARTICLE VI**

### **MAILING ADDRESS**

The mailing address of the Corporation is:

PO Box 392, 914 Main, Buhl, Idaho 83316

## **ARTICLE VII**

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

- (a) **Indemnification.** To the fullest extent permitted by the Corporation Act, the Bank Act and the Corporations By-laws, 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 the 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 proceedings 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 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 of 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 18(k) of the Federal

Deposit Insurance Act (12 USC 1811, et seq.) Part 359 of the FDIC Rules and Regulations (12 CRF § 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 ineffective, the validity and the effect of the remaining provisions shall not be affected.

## **ARTICLE VIII** **VOTING**

All voting of the corporation's outstanding stock owned by Farmers Bank shall be done by a majority vote the shares of Farmers Bancorporation, Inc. All voting of the corporation's normal business affairs shall be done by the majority vote of the Board of Directors of Farmers Bank.

The Board of Directors of Farmers Bank shall be elected by the majority vote of the Board of Directors of Farmers Bancorporation, Inc.

## **ARTICLE IX** **BOARD OF DIRECTORS**

(a) Each director must own at least (\$500) – Five Hundred dollars in book value of Class “A” stock of Farmers Bancorporation, Inc. to be eligible to serve on the Farmers Bank Board of Directors.

(b) General Powers. The normal business and affairs of the Corporation shall be managed by a majority vote of its Board of Directors.

(c) Number, Tenure and Qualifications. 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. Directors must be residents of the State of Idaho.

## **ARTICLE X** **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 XI** **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. All dividends shall be paid to the corporation's sole shareholder, Farmers Bancorporation, Inc.

**ARTICLE XII**  
**CORPORATE SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words "Corporate Seal".

**ARTICLE XIII**  
**WAIVER OF NOTICE**

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

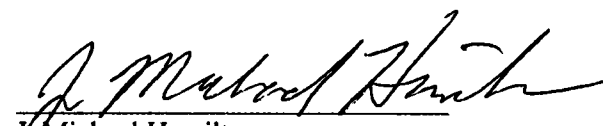
**ARTICLE XIV**  
**CONFLICTING DOCUMENTATION**

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

**ARTICLE XV**  
**AMENDMENTS**

These Articles of Incorporation shall be altered, amended or repealed and new Articles of Incorporation may be adopted by the FARMERS Bancorporation, Inc Board of Directors or by the shareholders in accordance with Idaho Code §26-204.

The undersigned, as president of FARMERS BANK, an Idaho Corporation, does hereby certify that the foregoing Amended Articles of Incorporation were duly adopted as Articles of Incorporation of the said Corporation on the \_15th\_ day of \_September\_, 2021.

  
\_\_\_\_\_  
Michael Hamilton  
President

These AMENDED AND RESTATED ARTICLES of INCORPORATION were duly adopted unanimously by the FARMERS BANCORPORATION, Inc Board of Directors on September 15, 2021.



**IDAHO**  
DEPARTMENT OF FINANCE

BRAD LITTLE  
Governor

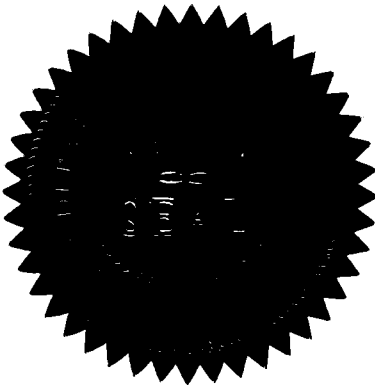
PATRICIA R. PERKINS  
Director

**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 Amended Articles of Incorporation of Farmers Bank dated the 24th day of June 2021.

DATED This 30th day of July 2021.



Patricia R. Perkins  
Director of Finance

**DIRECTOR'S OFFICE**

Director - Patricia R. Perkins  
800 Park Blvd., Suite 200, Boise, ID 83712  
Mail To: P.O. Box 83720, Boise ID 83720-0031  
Phone: (208) 332-8010 Fax: (208) 332-8099  
<http://finance.idaho.gov>