

FILED AT THE REQUEST OF:

Kendall Prohaska
Idaho Trust Bancorp
888 W. Broad Street
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208-350-2007

SPACE FOR SECRETARY OF STATE SIGNATURE

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File #: 0005965960

Date Filed: 11/5/2024 10:17:00 AM

AFTER FILING MAIL TO:

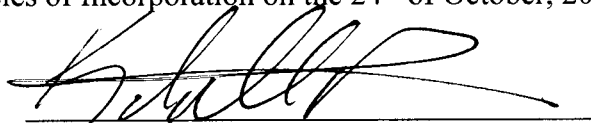
Kendall Prohaska
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**ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IDAHO TRUST BANCORP**

Pursuant to the provisions of Sections 30-29-602, 30-29-1005 and 30-1-1006 of the Idaho Business Corporation Act (the "*Act*"), the undersigned Corporation hereby adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation, as amended by those certain Articles of Amendment dated June 15, 2006, and as amended by those certain Articles of Amendment dated July 28, 2011, and as amended by those certain Articles of Amendment dated April 14, 2021:

1. The Corporation hereby designates 200,000 shares of Series AA Preferred Stock, no par value. The Certificate of Designations, Rights, Limitations and Preferences, attached hereto as Exhibit One, is hereby incorporated into and made a part of the Second Amended and Restated Articles of Incorporation of the Corporation.
2. This Articles of Amendment to the Second Amended and Restated Articles of Incorporation of Idaho Trust Bancorp was duly adopted by the Board of Directors of the Corporation without shareholder action, as expressly permitted by the Second Amended and Restated Articles of Incorporation and in the manner prescribed by the Act.
3. This Articles of Amendment to the Second Amended and Restated Articles of Incorporation does not provide for any exchange, reclassification or cancellation of issued shares.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Amendment to the Second Amended and Restated Articles of Incorporation on the 24th of October, 2024.


Kendall Prohaska, Secretary
Idaho Trust Bancorp

**EXHIBIT ONE
IDAHO TRUST BANCORP**

**SERIES AA PREFERRED STOCK
CERTIFICATE OF
DESIGNATIONS, RIGHTS, LIMITATIONS AND PREFERENCES**

As permitted by the Second Amended and Restated Articles of Incorporation of Idaho Trust Bancorp, an Idaho corporation (the "*Company*"), there is hereby designated a series of preferred stock to be known as Series AA Preferred Stock (the "*Series AA Preferred Stock*"), consisting of 200,000 shares, no par value per share, having the following rights, preferences, privileges and limitations:

1. Dividend Rights

(a) Subject to the rights of holders, if any, of shares of Preferred Stock then outstanding having a right to dividends ranking equal or superior to the rights of holders of Series AA Preferred Stock, the holders of the then outstanding Series AA Preferred Stock shall be entitled to receive, out of any assets of the Company legally available therefor, dividends at an annual rate of Five Percent (5%) of the original purchase price per Series AA Preferred Stock share (the "*Original Series A Issue Price*") when, as and if declared on shares of Series AA Preferred Stock from time to time by the Board of Directors. No dividend shall be paid with respect to any shares of Common Stock or any shares of capital stock of the Company ranking junior to the Series AA Preferred Stock with respect to the payment of dividends (the "*Junior Capital Stock*") unless the holders of the Series AA Preferred Stock are first paid a Five Percent (5%) dividend as described above. The right to such dividends on the Series AA Preferred Stock shall not be cumulative, and no rights shall accrue to the holders of Series AA Preferred Stock by reason of the fact that dividends on such shares are not declared or paid in any prior year.

(b) Unless otherwise determined by the Board of Directors, dividends shall be paid by forwarding a check, postage prepaid, to the address of each holder (or, in the case of joint holders, to the address of any such holder) of Series AA Preferred Stock, or to such other address as such holder specifies for such purpose by written notice to the Company. The forwarding of such check shall satisfy all obligations of the Company with respect to such dividends, unless such check is not paid upon timely presentation.

(c) Each holder of an outstanding share of Series AA Preferred Stock shall be deemed to have consented to distributions made by the Company in connection with its repurchase of shares of Common Stock issued to or held by officers, directors or employees of, or consultants to, the Company or its subsidiaries upon termination of their employment or services pursuant to agreements (whether now existing or hereafter entered into) providing for the right of repurchase between the Company and such persons upon termination of employment or services.

2. Voting Rights

The holders of Series AA Preferred Stock shares shall not be entitled to voting rights.

3. Conversion

3.1 Right to Convert

The holders of Series AA Preferred Stock shares shall not be entitled to conversion rights.

4. Right to Sell

For purposes hereof, a "Selling Window" means a Thirty (30) day period commencing on each anniversary of the issuance of Series AA Preferred Stock shares. Each holder of Series AA Preferred Stock shares shall be entitled to sell all or part of such shares to the Company during the Selling Window following the Third (3rd) and each successive anniversary of the issuance of such shares. If a holder of Series AA Preferred Stock shares notifies the Company in writing during a Selling Window following the Third (3rd) or any subsequent anniversary of the issuance of such shares that such holder desires to exercise its right to sell hereunder, the Company shall purchase such shares. The purchase price for such shares shall be the Original Series AA Issue Price increased by Five Percent (5%) for each anniversary of the issuance of such shares, less all dividends paid.

5. Right to Purchase

The Company shall be entitled to purchase all or part of the Series AA Preferred Stock shares from any holder of such shares at any time. If the Company notifies a holder in writing that the Company desires to exercise its right to purchase hereunder, the holder shall promptly deliver such shares to the Company. The purchase price for such shares shall be the Original Series AA Issue Price increased by a pro rata amount of Five Percent (5%) calculated from the later date of the stock issuance or last date of payment of a dividend to the day before the date of the Company's purchase of holder's Series AA Preferred Stock shares. If Company exercises its right to purchase holder's Series AA Preferred Stock shares in the first year after issuance, Company shall also pay an additional amount of Three Percent (3%) of the Original Series AA Issue Price to holder.

6. Notices

Any notice required by the provisions of this Exhibit A to be given to the holders of shares of Series AA Preferred Stock shall be deemed given if mailed postage prepaid, to the address of each holder (or, in the case of joint holders, to the address of any such holder) or to such other address as such holder specifies by written notice to the Company.