

State of Idaho

Office of the Secretary of State

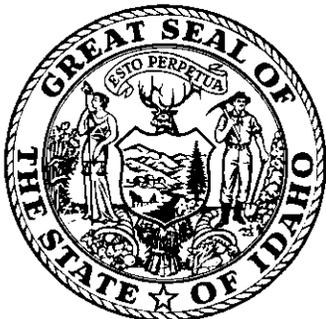
**CERTIFICATE OF AUTHORITY
OF
ROCKY MOUNTAIN BANK**

File Number C 174912

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: September 11, 2007



Ben Yursa

SECRETARY OF STATE

By

A handwritten signature in black ink, appearing to read "Ben Yursa", is written over a horizontal line. The signature is stylized and cursive.



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 SEP 10 AM 10:01

SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

The undersigned Corporation applies for a Certificate of Authority and state seal for:

- The name of the corporation is: Rocky Mountain Bank
- The name which it shall use in Idaho is: Rocky Mountain Bank
- It is incorporated under the laws of: Wyoming
- Its date of incorporation is: August 3, 2005
- The address of its principal office is: 4050 West Lake Creek Dr., Wilson, WY 83014
- The address to which correspondence should be addressed, if different from item 5, is: PO Box 938, Jackson, WY 83001
- The street address of its registered office in Idaho is: 1405 W. Main St., Boise, ID 83701
and its registered agent in Idaho at that address is: Evans Keane, LLP (James D. Hovren)
- The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
<u>Coleman Andrews</u>	<u>President/Director</u>	<u>4050 West Lake Creek Dr., Wilson, WY</u>
<u>Tina M. Martinez</u>	<u>Secretary/Counsel</u>	<u>Same</u>
<u>Joe Martinez</u>	<u>Director</u>	<u>Same</u>
<u>Mark Hendrickson</u>	<u>Director</u>	<u>Same</u>
<u>Matthew T. Ware</u>	<u>Director</u>	<u>2515 Foothill Blvd., Rock Springs WY</u>
<u>Joe Oliver</u>	<u>Director</u>	<u>Same</u>

Dated: August 21, 2007

Signature:

Typed Name: Tina M. Martinez

Capacity: Secretary/Counsel

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 06/2006

IDAHO SECRETARY OF STATE
09/10/2007 05:00
CK: 2935 CT: 217343 BH: 1074822
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Web Form

C 174912

STATE OF WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

Rocky Mountain Bank
is a
Profit Corporation

formed or qualified under the laws of Wyoming did on **August 3, 2005**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2005-000497141**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 21st day of August, 2007 at 2:41 PM. This certificate is assigned 001737519.



Max Maxfield
Secretary of State

Notice: A certificate issued electronically from the Wyoming Secretary of State's web site is immediately valid and effective. The validity of a certificate may be established by viewing the Certificate Confirmation screen of the Secretary of State's website <http://wyobiz.wy.gov> and following the instructions displayed under Validate Certificate.



C.L. "BUTCH" OTTER
Governor

GAVIN M. GEE
Director

September 6, 2007

Ms. Tina M. Martinez
Counsel
Rocky Mountain Bank
P.O. Box 938
Jackson, WY 83001

Dear Ms. Martinez:

The Idaho Department of Finance (Department) received your letter dated August 20, 2007, requesting permission to open a loan production office (LPO) in Driggs, Idaho, and to use its current name for the proposed LPO.

There is no requirement for a financial institution to file an application to establish an LPO in Idaho; however, the primary caveat to an institution that intends to operate an LPO is the prohibition against soliciting or accepting deposits. Such deposit activity constitutes conducting banking business under the Idaho Bank Act and would require a bank or branch charter. We understand from your letter that Rocky Mountain Bank (the Bank) is an FDIC-insured, Wyoming state-chartered bank that intends to solicit and provide other services for consumer, real estate, and commercial loans in Idaho. Since the Bank will not engage in deposit-taking or other banking activities in Idaho before its application for an Idaho de novo charter is approved, the Department has no objection to the establishment of the LPO.

Furthermore, the Idaho Bank Act, Idaho Code § 26-1202, prohibits any person, other than a national bank, not authorized to operate as a bank under the Act, to advertise or use as part of its company name the word "bank" or "banker" or any other word of similar import. The Idaho Bank Act does not authorize the Director of the Idaho Department of Finance to waive the requirements of the law. Rather the Department is offering "no objection" to your company's use in Idaho of the name Rocky Mountain Bank. Under the circumstances set forth above, we do not believe the company's name is misleading to the public. While the Department does not intend to pursue an action under this statute, it is possible that another agency may do so. However, we believe the likelihood is slight.

Additionally, for those proposed lending activities that you have described, the Bank is exempt from the requirements of the Idaho Residential Mortgage Practices Act, pursuant to Idaho Code § 26-3103(6), and the Idaho Escrow Act, pursuant to Idaho Code § 30-905(2). Furthermore, as a "supervised financial organization," the Bank is also exempt from licensing provisions of the Idaho Credit Code as set forth in Idaho Code § 28-46-301(2), but is subject to the substantive provisions of the Idaho Credit Code.

FINANCIAL INSTITUTIONS BUREAU

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) 332-8098
<http://finance.idaho.gov>

Ms. Tina M. Martinez
September 6, 2007
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If you have additional questions or if we can be of further assistance, please feel free to contact our office.

Sincerely,



Gavin M. Gee
Director of Finance

GMG/CN