

ARTICLES OF INCORPORATION
OF

COEUR D'ALENE BANCORP, INC.

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SECRETARY OF STATE
STATE OF IDAHO

1. **Name and Term.** The name of the corporation is Coeur d'Alene Bancorp, Inc.. The term of the corporation is perpetual.

2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue, the classes of stock so authorized and the preferences, limitations and relative rights in respect to such shares of each class are as follows:

(a) Five million (5,000,000) shares of common stock, par value \$5.00 per share. Each outstanding share shall be entitled to vote one vote on each matter submitted to a vote at a meeting of the shareholders. All shares of the corporation shall be without preemptive rights and without cumulative voting rights.

(b) Pursuant to Idaho Code § 30-1-602, the board of directors shall have the authority to divide any or all of such shares before the issuance of such shares into classes or into series and, within the limitations of Idaho Code § 30-1-601 as amended from time to time, to fix and determine the relative rights and preferences of the shares of any class or series so established. In order to establish a class or series, the board of directors shall adopt a resolution setting forth the designation of the class or series and fixing and determining the relative rights and preferences thereof. Prior to the issue of any shares of a class or series established by a resolution adopted by the board of directors, the corporation shall file in the office of the Idaho Secretary of State Articles of Amendment of these Articles of Incorporation designating the class or series, and setting forth the relative rights and preferences thereof. Such Articles of Amendment shall be effective without shareholder action.

3. **Repurchase of Shares.** The corporation may from time to time, pursuant to authorization by the Board of Directors of the corporation and without action by the shareholders, purchase or otherwise acquire shares of any class, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the corporation in such manner, upon such terms, and in such amounts as the Board of Directors shall determine; subject, however, to such limitations or restrictions, if any, as are contained in the express terms of any class of shares of the corporation outstanding at the time of the purchase or acquisition in question or as are imposed by law.

4. **Mailing Address.** The mailing address of the corporation is 1052 West Mill Avenue, Coeur d'Alene, Idaho 83814.

5. **Registered Agent.** The initial registered agent of the corporation is Max J. Faller whose address is 1052 West Mill Avenue, Coeur d'Alene, Idaho 83814.

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6. **Number of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors. The directors elected shall have staggered terms of office as set forth in these Articles of Incorporation. The number of directors constituting the initial board of directors shall be nine (9), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified together with the classes of directorships to which such persons have been assigned are:

<u>Name</u>	<u>Address</u>	<u>Class</u>
Charles J. Clock, Jr.	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	1
Max J. Faller	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	2
Joe Haley	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	3
Dr. Mark A. Kontos	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	3
C. Richard Nordstrom	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	1
Ben R. Rolphe	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	1
John C. Shovic	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	3
Wayne R. Sorensen	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	2
Craig S. Tedmon	1052 West Mill Avenue Coeur d'Alene, Idaho 83814	2

The initial directors shall serve until the first annual meeting of the shareholders. The term of directors elected at the first annual meeting of the shareholders to fill the office of the first class of directors shall expire at the next annual meeting of shareholders after their election. The term of office of the second class of directors shall expire at the second annual meeting after their election. The term of office of the directors of the third class shall expire at the third annual meeting after their election. At each annual shareholder's meeting, directors shall be elected for a term of three (3) years, to succeed those whose terms expire.

The Board of Directors may increase the number of directors to a maximum of fifteen (15) and appoint directors to serve in that office until the next annual meeting of shareholders. Each director so appointed shall be assigned a class from 1 to 3 in the order such director is appointed. The term of each director so appointed shall expire as provided in this Section 6 for those directors initially appointed.

7. Removal of Directors. Notwithstanding any other provision of these Articles or the Bylaws of the corporation, any director or the entire Board of Directors of the corporation may be removed, at any time, without cause by a vote of the holders of a majority of the shares then entitled to vote on the election of directors. In case any one or more directors is so removed, new directors may be elected at the same meeting. If the shareholders fail to elect persons to fill the unexpired term of the director or directors so removed, such unexpired term shall be considered vacancies on the Board to be filled by the remaining directors. Notwithstanding the foregoing, whenever the holders of any one or more series of preferred stock of the corporation shall have the right, voting separately as a class, to elect one or more directors of the corporation, the preceding provisions of this Section 7 shall not apply with respect to the director or directors elected by such holders of preferred stock.

8. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

9. Limitation of Liability. No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

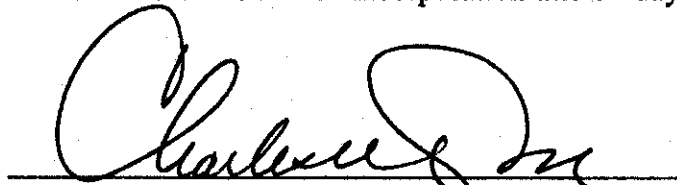
10. Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the corporation by a two-thirds vote of the Board. Notwithstanding any other provision of these Articles or Bylaws of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law), the Bylaws shall not be adopted, repealed, altered, amended or rescinded by the shareholders of the corporation except by the vote of the holders of not less than two-thirds of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the shareholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the Board of Directors.

11. Amendment of Articles of Incorporation. The corporation reserves the right to repeal, alter, amend or rescind any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted

subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles 8, 9, 10 and this Article 11 may not be repealed, altered, amended or rescinded in any respect unless the same is approved by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of capital stock of the corporation entitled to vote.

12. Incorporator. The name of the incorporator is Charles R. Dean, Jr. The incorporator's address is 1110 W. Park Place, Suite 212, Coeur d'Alene, Idaho 83814.

In witness whereof, I have subscribed these Articles of Incorporation this 6th day of May 2008.



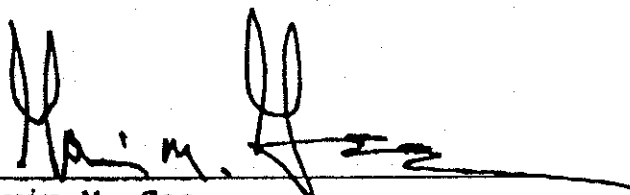
Charles R. Dean, Jr., Incorporator

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 Incorporation for Coeur d'Alene Bancorp dated the 6th day of May, 2008.

DATED This 15th day of May, 2008.



Gavin M. Gee
Director of Finance