

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, FRANKLIN GIRARD, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

D. L. EVANS & COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **first** *day of* **February** **1934,**

original articles of amendment, as provided by Sections 29-145, 29-146 and 29-147, Idaho Code Annotated, and Chapter 10, Idaho Session Laws, 1933, (Extraordinary Session), reclassifying the stock; providing for assessability, dividends, determination and application of net profits, limitations on retirement of stock by purchase and by call; providing for amendment of Articles, pre-emptive rights, voting rights, powers of directors and adding Article Eighth,

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 27 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the stock has been reclassified; provision has been made for assessability, dividends, determination and application of net profits, limitations on retirement of stock by purchase and by call; provision has been made for amendment of Articles, pre-emptive rights, voting rights and powers of directors; Article Eighth has been added.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

*the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this* **first** *day
of* **February** *, in the year of our Lord
one thousand nine hundred thirty- four ,
and of the Independence of the United States of
America the One Hundred Fifty-eighth .*

Secretary of State.

EXHIBIT "I"

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
D. L. EVANS & COMPANY

Albion, Idaho

At a meeting of the shareholders of D. L. Evans & Company, Albion, Idaho, held on the 24th day of January, 1934, two weeks' notice of the proposed business having been given by mail, it was

RESOLVED, FIRST, That the capital of this corporation be changed by the surrender of 150 shares of \$100.00 par value common stock, being three-fifths of the outstanding common stock of this corporation, as a gift to the corporation, and the retirement and cancellation of the same, and the issuance and sale, for the benefit of this corporation of 150 shares of \$100.00 par value preferred stock, as a part of the capital stock of this corporation, under the provisions of Chapter 10, Idaho Session Laws, 1933 (Extraordinary Session) making the total capital of the corporation \$25,000.00, of which \$15,000.00 is preferred and \$10,000.00 is common stock.

RESOLVED, SECOND, That the articles of incorporation of this corporation be amended by striking out Article Fifth and inserting in lieu thereof the following:

ARTICLE FIFTH. 1. Amount, Classes and Shares of Capital Stock. The amount of capital stock of the Corporation shall be \$25,000.00 divided into classes and shares as follows:

- (a) \$15,000.00 par value of Preferred Stock (subject to retirement as hereinafter provided) divided into 150 shares of the par value of \$100.00 each, and
- (b) \$10,000.00 par value of Common Stock (subject to increase upon the retirement of Preferred Stock as provided in the second paragraph of Section 4 of this Article Fifth) divided into 100 shares of the par value of \$100.00 each.

2. Assessability of Stock. The holders of Preferred Stock and the holders of Common Stock shall not be held individually responsible as such holders for any debts, contracts or engagements of the Corporation, and the holders of Preferred Stock shall not be liable for assessments to restore impairments in the capital of the Corporation.

3. Dividends on Preferred Stock. The holders of Preferred Stock, in preference to the holders of Common Stock, shall be entitled to receive, when and as declared by the Board of Directors, out of net profits of the Corporation (determined as provided in Section 5 of this Article Fifth) accruing after January 1st, 1934, (hereinafter called the Recapitalization Date), cash dividends thereon at the rate of 5% per annum of the par value thereof, and no more. Such dividends shall be payable semi-annually on each February 1 and August 1, and shall accrue, as to any given share of such stock, from the date of issuance of such share; provided, however, that, in the case of any share of such stock issued on or after August 1, 1934, such dividends shall accrue on such share from the February 1 or August 1, as the case may be, next preceding the date of issuance thereof. Such dividends shall be cumulative, so that if dividends at the full rate of 5% per annum shall not have been paid upon or declared and set apart for the Preferred Stock, the deficiency shall be fully paid or declared and set apart before any dividend or other distribution, whether in cash, property, stock or otherwise, shall be declared, ordered, set apart, paid or made in respect of the Common Stock. Dividends on the Preferred Stock shall be deemed to accrue from day to day.

4. Dividends on Common Stock. So long as any shares of Preferred Stock are outstanding, no dividends or other distributions, whether in cash, property, stock or otherwise, shall be declared, ordered, set apart, paid or made in respect of the Common Stock except out of the net profits of the

Corporation (determined as provided in section 5 of this Article Fifth) accruing after the Recapitalization Date; provided however, that dividends on the common stock and preferred stock may be paid out of earnings of the Corporation earned prior to the Recapitalization Date if at the date of declaration thereof the common capital of the Corporation, as shown by the latest examination of the Corporation by the Commissioner of Finance, after charging off losses shown on the report of such examination and setting up such reserves for slow and doubtful items, depreciation and taxes, etc. as may be required by the Commissioner, is unimpaired and the unimpaired surplus is equivalent at least to fifty per cent of the unimpaired common capital.

If any call or purchase for retirement of Preferred Stock pursuant to the provisions of sections 8 or 9 of this Article Fifth would reduce the outstanding capital of the Corporation below the minimum amount at the time required by law, the Board of Directors, prior to or simultaneously with such retirement, shall declare on the Common Stock out of net profits of the Corporation accruing after the Recapitalization Date, a dividend in an amount equal to the sum required to maintain the capital of the Corporation at such minimum amount after giving effect to such retirement, such dividend to be payable in shares of Common Stock which shall be issued (without any action on the part of the holders of stock of any class or on the part of the Commissioner of Finance) pro rata to the holders of Common Stock.

5. Determination of Net Profits. For the purpose of this Article Fifth, the net profits or net loss (as distinguished from usage of terms "net profits" and "net loss" in reports required by the Commissioner of Finance) of the Corporation shall be determined for each six months' period ending on December 31 or June 30 by deducting from the gross earnings from all sources for such period:

- (a) all expenses for such period;
- (b) all interest accrued during such period;
- (c) all losses realized during such period, and such charge-offs and write-downs of assets for the period and such transfers for the period to reserves (whether from income, undivided profits or surplus) as in each case may be reasonably necessary to make proper provision for doubtful assets,

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If any call or purchase for retirement of Preferred Stock pursuant to the provisions of sections 8 or 9 of this Article Fifth would reduce the outstanding capital of the Corporation below the minimum amount at the time required by law, the Board of Directors, prior to or simultaneously with such retirement, shall declare on the Common Stock out of net profits of the Corporation accruing after the Recapitalization Date, a dividend in an amount equal to the sum required to maintain the capital of the Corporation at such minimum amount after giving effect to such retirement, such dividend to be payable in shares of Common Stock which shall be issued (without any action on the part of the holders of stock of any class or on the part of the Commissioner of Finance) pro rata to the holders of Common Stock.

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- (a) all expenses for such period;
- (b) all interest accrued during such period;
- (c) all losses realized during such period, and such charge-offs and write-downs of assets for the period and such transfers for the period to reserves (whether from income, undivided profits or surplus) as in each case may be reasonably necessary to make proper provision for doubtful assets,

depreciation and unrealized losses, including all charge-offs, write-downs and transfers to reserves requested by the Commissioner of Finance during the period;

- (d) provision for all taxes for such period, including taxes measured by income and taxes based on the ownership of stock in the corporation paid or payable by the Corporation for the account of its shareholders, without prejudice to such right as the Corporation may have to recover the same;
- (e) such transfers for such period to surplus as may be required by law; and
- (f) the net loss, if any, determined in accordance with the provisions of this section 5, accrued since the Recapitalization Date, accumulated to and existing at the beginning of such period.

All recoveries over net book value on assets previously charged off or written down or against which reserves have been set up, and all transfers from reserves to surplus or undivided profits (other than transfers made to reflect recoveries already treated as gross earnings), shall be considered gross earnings for the respective periods during which such recoveries or transfers are effected.

6. Application of Net Profits. As long as any shares of Preferred Stock are outstanding, the Corporation, on each February 1 and August 1, shall apply the net profits of the Corporation for the six months' period ending on the next preceding December 31 or June 30, as the case may be, to the following purposes and in the following order of priority, and not otherwise:

- (1) to the payment of dividends on the outstanding Preferred Stock accrued to such February 1 or August 1, as the case may be;
- (2) to the payment into the Preferred Stock Retirement Fund (referred to in section 8 of this Article Fifth) of a sum equal to 40% of the remainder, if any, of such net profits, provided, however, that the aggregate amount paid into the Preferred Stock Retirement Fund in any one year need not exceed

5% of the maximum aggregate par value of the Preferred Stock at any time outstanding, whether or not any such stock shall have been subsequently retired or the aggregate par value thereof reduced in any manner whatsoever, provided further, however, that, unless otherwise elected, from time to time, by the Corporation by action of its Board of Directors, it shall not be required to make such payment into the Preferred Stock Retirement Fund except from such net profits as may have accrued from and after December 31, 1935; and

- (3) to such lawful purposes as may be determined by the Board of Directors, subject, however, to the provisions of sections 4 and 7 of this Article Fifth.

7. Limitations on Retirement of Stock. No Preferred Stock shall be called or purchased for retirement by the Corporation unless the then unimpaired capital, surplus and undivided profits of the Corporation, and the retirement funds provided for herein, (after giving effect to the issuance of any stock issued to provide funds for such retirement) exceed \$27,000.00 by an amount at least equal to the sum necessary to effect such retirement, or unless such retirement shall have been approved by the Commissioner of Finance. No shares of Preferred Stock shall be called or purchased for retirement unless all accrued dividends (whether or not earned or declared) to the dividend payment date next preceding the date of such retirement shall have been paid on all shares of Preferred Stock at the time outstanding.

8. Retirement of Preferred Stock by Purchase. Subject to the provisions of section 7 of this Article Fifth, whenever the balance in the Preferred Stock Retirement Fund shall amount to as much as \$1,000.00, the Corporation shall (unless the Board of Directors shall elect to use the entire amount of such balance in the Preferred Stock Retirement Fund for the retirement of Preferred Stock by call as provided in section 9 hereof) within ten days thereafter mail, first class postage prepaid, to all holders of record of Preferred Stock at their respective addresses as shown on the books of the Corporation, a notice specifying the balance in such fund and stating that the same is available for the purchase for retirement of Preferred Stock at the lowest prices (not in excess of the par value thereof and accrued dividends thereon, whether or not earned or declared, to the date of purchase) offered within twenty days after the date of such notice. At the expiration of such twenty days,

the Corporation shall apply such balance to the purchase for retirement of Preferred Stock, if obtainable, in accordance with the terms of such notice. Within ten days after such expiration, subject to the provisions of section 7 of this Article Fifth, the Corporation shall call for retirement, in the manner provided in section 9 hereof, the largest number of shares of Preferred Stock which can be retired from the balance in such Retirement Fund remaining after deducting the amount paid or to be paid for the purchase for retirement of Preferred Stock as aforesaid, and shall set aside from such Retirement Fund the sum necessary to effect such retirement. Subject to the provisions of section 7 of this Article Fifth, at any time and from time to time the Corporation may make such lawful transfers from its surplus and/or undivided profits to the Preferred Stock Retirement Fund as the Board of Directors may determine. All shares of Preferred Stock purchased for retirement by the Corporation, whether from the Retirement Fund or otherwise, shall be cancelled forthwith and shall not be reissued.

9. Retirement of Preferred Stock by Call. Subject to the provisions of section 7 of this Article Fifth, the Corporation may at any time, at its election as expressed by resolution of the Board of Directors, retire the outstanding Preferred Stock as a whole, or from time to time in part, pro rata or by lot in such equitable manner to carry out the purpose of this section 9 as the Board of Directors of the Corporation in its discretion shall from time to time determine, by paying for each share to be retired a retirement price equal to the par value thereof plus all accrued dividends thereon, whether or not earned or declared, accrued to the date of such retirement. At least thirty days' prior written notice of every such retirement, stating the retirement date and the retirement price, and the place of payment thereof, shall be mailed, first class postage prepaid, to the holder of record of each share to be retired, at the address of such holder as shown on the books of the Corporation. Such notice having been so mailed, each holder of shares so called for retirement shall be entitled to receive payment of the retirement price of such shares (without interest) upon surrender to the Corporation, on or after the retirement date, at the place designated in such notice, of the certificate or certificates therefor in transferable form and, if required, properly stamped for transfer. In case less than all of the shares represented by any such certificate are retired, a new certificate shall be issued representing the unretired shares. From and after the retirement date (unless the Corporation shall default in payment of the retirement price), all dividends on shares called for retirement shall cease to accrue,

such shares shall be deemed to be no longer outstanding, and all rights of the holders thereof as shareholders of the Corporation, except the right to receive the retirement price, shall terminate. All shares so retired shall be cancelled forthwith and shall not be reissued.

10. Increase or Decrease of Capital Stock; Amendments of Articles of Incorporation, etc.
By the affirmative vote of the holders, voting by classes, of at least two-thirds of the shares of each class of stock at the time outstanding, and not otherwise, and subject to such approval by the Commissioner of Finance and such other conditions as at the time may be required by law,

- (a) the capital stock of the Corporation may be increased at any time and from time to time through issuing additional shares of Preferred Stock and/or Common Stock, and/or through the creation of one or more additional classes of stock; provided, however, that no vote of the holders of Preferred Stock shall be required with respect to any issue of additional shares of Common Stock if the entire proceeds of such issue are to be used for the retirement of shares of Preferred Stock; and provided, further, that no vote of the holders of stock of any class shall be required with respect to any issue of additional shares of Common Stock as a stock dividend, pursuant to the second paragraph of section 4 of this Article Fifth in connection with the retirement of shares of Preferred Stock;
- (b) the capital stock of the Corporation may be decreased at any time and from time to time to any amount not below the amount at the time required by law; provided, however, that no vote of the holders of stock of any class shall be required with respect to the retirement of Preferred Stock;
- (c) the name of the Corporation and/or the place where its operations of discount and deposit are to be carried on may be changed;
- (d) these Articles of Incorporation may be amended at any time and from time to time in any other respect;
- (e) the Corporation may incur indebtedness maturing more than one year from the creation thereof;

- (f) the Corporation may be consolidated or merged into or with any other bank;
- (g) all or substantially all of the assets and business of the Corporation may be sold or otherwise disposed of;
- (h) the Corporation may go into voluntary liquidation; and
- (i) any plan of reorganization of the Corporation may be carried into effect;

provided, however, that, if and as long as the voting rights of the Preferred Stock are increased in accordance with the provisions of Section 12 or 13 of this Article Fifth, any of the actions specified in the foregoing paragraphs (a) to (i), inclusive, of this section 10 may be taken by the affirmative vote of two-thirds of the votes to which the holders of all classes of stock, voting as one class, are at the time entitled, and not otherwise, except that the Corporation may not be put into voluntary liquidation without the approval of the Commissioner of Finance.

11. Preemptive Rights. In case of any increase in the capital stock of the Corporation of any class other than by way of a stock dividend, the new shares (unless otherwise provided by the shareholders' vote or votes authorizing their issue) shall be offered for subscription to the holders of record of all shares of stock (of whatever class) at the time outstanding, in proportion to the number of shares of such stock (of whatever class) held by them respectively, by mailing, first class postage prepaid, to such holders, at their respective addresses as shown on the books of the Corporation, transferable subscription warrants exercisable at any time on or before thirty days from the date of such mailing. If at the expiration of such subscription rights, any of the new shares have not been subscribed for, such shares may be issued and sold at such price, not less than the par value thereof, to such persons and on such terms as the Board of Directors may determine. Provided, however, that no preemptive right shall exist as to the preferred stock created at this time, which the Board of Directors is authorized to sell, in whole or in part, for cash, at not less than par, to Reconstruction Finance Corporation or such other person or persons as it may determine.

12. Voting Rights. (a) Except as otherwise provided in sections 10 and 13 of this Article Fifth and in this section 12, each holder of stock of any class shall be entitled to vote on all matters one vote for each share of stock of any class held by him.

(b) In all elections of directors, each holder of stock of any class shall have the right to vote the votes allocable to the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors multiplied by the number of votes allocable to his shares shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.

(c) In case as many as two semi-annual dividend payments (whether or not consecutive and whether or not earned or declared) on the Preferred Stock shall be in arrears, (exclusive of any such dividend which may be payable at any time within three months from the date of issuance of the preferred stock) then, and until all arrears of dividends upon the Preferred Stock shall have been paid and the full dividend on the outstanding Preferred Stock for the then current semi-annual dividend period shall have been declared and funds set apart for the payment thereof, the holders of Preferred Stock at the time outstanding shall be entitled, as a class, to vote on all matters except in the election of directors twice the number of the votes to which the holders of Common Stock, as a class, are at the time entitled, and each holder of Preferred Stock shall be entitled to a pro rata share of the votes to which his class is entitled.

(d) At any time while the votes of the Preferred Stock are increased as provided in paragraph (c) of this section 12 or in subparagraph (2) of section 13 of this Article Fifth, any one or more of the directors, officers or employees of the Corporation may be removed at any annual or special meeting of shareholders, for or without cause, and their successors elected by the affirmative vote of two-thirds of the votes to which the holders of all classes of stock, voting as one class, are at the time entitled.

13. OTHER VOTING RIGHTS. If at any time while the Reconstruction Finance Corporation shall hold not less than 25% of the total number of shares of Preferred Stock at the time outstanding,

(a) The corporation shall be in arrears in the payment of as many as two semi-annual dividend payments (whether or not consecutive and whether or not earned or declared) on the preferred stock (exclusive of any such dividend which may be payable at any time within three months from the date of issuance of the preferred stock); or

- (b) The Corporation shall fail to pay annually on February 1, 1937, and on each February 1 thereafter into the Preferred Stock Retirement Fund (referred to in Section 8 of this Article Fifth), a sum equal to 5% of the maximum par value of the Preferred Stock at any time outstanding, whether or not any such stock shall have been subsequently retired or the aggregate par value thereof reduced in any manner whatsoever, provided that the Corporation shall be given credit on each February 1 for the payment, if any, into the said Preferred Stock Retirement Fund made on the prior August 1; or
- (c) The fair value of the assets of the Corporation as determined by an examination of the Corporation by the Reconstruction Finance Corporation (which may be made by the Reconstruction Finance Corporation once in each calendar year if the Reconstruction Finance Corporation shall so elect) or as determined by the Commissioner of Finance, shall be less than an amount equal to all of its liabilities, including all capital stock outstanding; or
- (d) The Corporation shall violate or fail to observe any of the terms, provisions or conditions of its Articles of Incorporation or shall be in default in the due observance or performance of any covenant, agreement or condition on the part of the Corporation contained in the application to Reconstruction Finance Corporation for subscription to Preferred Stock,

then after written notice from Reconstruction Finance Corporation of the existence of any of said conditions and so long as any of said conditions in (a), (b), (c) and (d) above shall continue:

(1) All directors, officers and employees of the Corporation shall receive compensation at rates not exceeding such maximum limitations as may be fixed by the vote of the holders of a majority of the shares of Preferred Stock at the time outstanding.

(2) In case Reconstruction Finance Corporation, with the approval of the Commissioner of Finance, at any time shall notify the Corporation that any director, officer or employee of the corporation is regarded by Reconstruction Finance Corporation as unsatisfactory, and in case such director, officer or employee is not removed from office (and, if requested by Reconstruction Finance Corporation, replaced with a director, officer or employee satisfactory to

it) within thirty days after receipt by the Corporation of such notice, then, and until such removal and replacement shall have been effected, the holders of Preferred Stock at the time outstanding shall be entitled, as a class to vote on all matters except in the election of Directors twice the number of the votes to which the holders of Common Stock, as a class, are at the time entitled, and each holder of Preferred Stock shall be entitled to a pro rata share of the votes to which his class is entitled.

(3) The Corporation shall not directly or indirectly purchase or otherwise acquire any real estate for its own use, or lease any real estate for its own use for a term longer than one year, without in each case the affirmative vote of the holders of a majority of the Preferred Stock at the time outstanding, or a written waiver of voting rights in respect thereto by the holders of such majority, provided, however, that this limitation shall not apply to real estate such as shall be conveyed to it in satisfaction of debts previously contracted in the course of business and such as it shall purchase at sale on judgments, decrees or mortgage foreclosure under securities held by it, but it shall not bid at such sale a larger amount than is necessary to satisfy its debts and costs and nothing in this shall be construed to prevent the Corporation from lending money upon real estate securities as provided by law.

12. Rights of Preferred Stock on Liquidation.

In the event of any receivership, conservatorship, liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any payment or other distribution, whether in cash, property, or otherwise, shall be made to the holders of Common Stock, the holders of Preferred Stock shall be entitled to receive, for each share of such stock held by them, an amount equal to the par value thereof, plus an amount equal to all unpaid dividends thereon, whether or not earned or declared, accrued to the date of payment, but shall not be entitled to any other or further payment.

RESOLVED, THIRD, That the articles of incorporation of this corporation be further amended by striking out Article Sixth and inserting in lieu thereof the following:

ARTICLE SIXTH. "The Board of Directors shall consist of such number of shareholders, not less than five nor more than twenty-five, as from time to time shall be determined by a majority of the votes to which all shareholders are at the time entitled."

(a) Officers. The Board of Directors shall elect one of its members President of the Corporation. The Board may designate a Director in lieu of the President to be Chairman of the Board, who shall perform such duties as may be designated by the Board. The Directors shall have power to elect a Vice President, who shall also be a member of the Board of Directors, and who shall be authorized, in the absence or inability of the President from any cause, to perform all acts and duties pertaining to the office of President except such as the President only is authorized by law to perform, and to elect or appoint a Cashier, and such other officers and clerks as may be required to transact the business of the Corporation; and, subject to the provisions of subparagraphs (1) and (2) of section 13 of Article Fifth hereof, to fix the salaries to be paid to them, and to continue them in office or to dismiss them as in the opinion of a majority of the Board the interests of the Corporation may demand.

(b) Powers of Board of Directors. The Board of Directors shall have the power to define the duties of the officers and clerks of the Corporation, to require bonds from them, and to fix the penalty thereof; to regulate the manner in which election of Directors shall be held, and to appoint judges of the elections; to make all by-laws that it may be proper for them to make, not inconsistent with law and these Articles of Incorporation, for the general regulation of the business of the Corporation and the management of its affairs, and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform according to law and within the limits of these Articles of Incorporation.

RESOLVED, FOURTH, That the articles of incorporation of this corporation be further amended by adding thereto Article Eighth to read as follows:

ARTICLE EIGHTH. Special Meetings of Shareholders. Except as otherwise specifically provided by statute, special meetings of the stockholders may be called for any purpose at any time by the Board of Directors or by the holders of at least 10% of the then outstanding shares of any class. Every such special meeting shall be called by mailing, not less than ten days before the time fixed for the meeting, to all shareholders of record entitled to act and vote at such meeting, at their respective addresses as shown on the books of the Corporation, a notice stating the purpose of the meeting. Such notice may be waived in writing. Provided however, that the stock of the Corporation may not be increased except at a meeting of shareholders held after at least thirty days' notice.

The foregoing resolutions were adopted by the following vote, representing two-thirds of the Capital Stock of the corporation, no director, other officer, or employee having acted as proxy.

Total number of shares voted in favor of the resolution	<u>250</u>
Total number of shares voted against the resolution	<u>none</u>
Total number of shares represented at the meeting	<u>250</u>
Total number of shares of capital stock	<u>750</u>

I hereby certify that this is a true and correct report of the vote and of the resolutions adopted at a meeting of the shareholders of this Bank held on the date mentioned and that a complete list of the shareholders voting therefor and the number of shares voted by each is on file in the Bank.

<u><i>Chimonsen</i></u>	President or Vice President
<u><i>Fred Harting</i></u>	Treasurer, Secretary or Asst. Secretary
<u><i>G L Jenkins</i></u>	
<u><i>D R Evans</i></u>	
<u><i>Fred Harting</i></u>	
<u><i>Chimonsen</i></u>	
<u><i>W W Standrod</i></u>	Constituting and Being a Majority of the Board of Directors of said Corporation

STATE OF IDAHO)
) ss
COUNTY OF CASSIA)

C. E. SIMONSEN and FRED HARTING, each being separately sworn upon his oath deposes and says:

That on the 24th day of January, 1934, at 4:00 o'clock P.M. of said day, a meeting of the stockholders of D. L. EVANS & COMPANY was held at the office of said corporation in Albion, Idaho, and that said C. E. Simonsen is the President, and acted as chairman of said meeting, and that said Fred Harting is the Secretary, and acted as Secretary of said meeting;

That he has read the above and foregoing articles of amendment setting forth the proceedings of said meeting and the action taken at such meeting, and the facts as to the calling of said meeting, and giving notice thereof and as to adjournments and the facts stated in the foregoing certificate are true of his own knowledge.

C. E. Simonsen

Fred Harting

Subscribed and sworn to before me this 24th day of

January, 1934.

W. W. Lewis
Notary Public for Idaho
Residing at Albion, Idaho

My commission expires:

June 14 - 1937

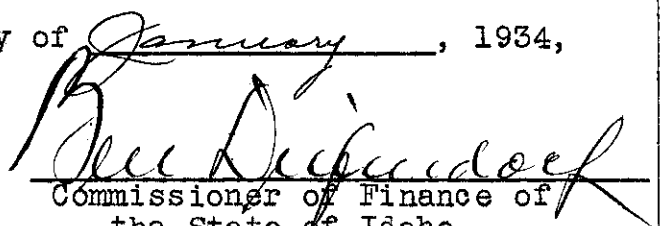
Approved:

Franklin Girard
Secretary of State of the
State of Idaho

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, BEN DIEFENDORF, Commissioner of Finance of the State of Idaho, do hereby approve as to form and contents, the proposed amendments to the articles of incorporation of D. L. EVANS & COMPANY, an Idaho banking corporation of Albion, Idaho, set out in the proposed articles of amendment, to which this certificate is attached. This certificate is made pursuant to Sec. 25-204, Idaho Code Annotated 1932, as amended.

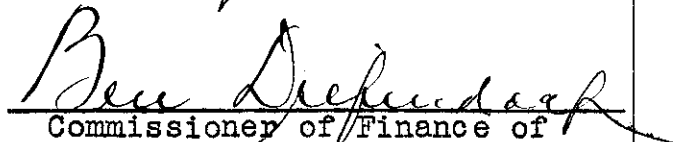
Dated this 17th day of January, 1934,
at Boise, Idaho.


Commissioner of Finance of
the State of Idaho

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, BEN DIEFENDORF, Commissioner of Finance of the State of Idaho, do hereby certify that articles of amendment of which the foregoing is a true copy, were filed in my office on the 17th day of July, 1934, and that I have and do hereby approve in writing the amendments to Articles Fifth and Sixth of the articles of incorporation of D. L. EVANS & COMPANY, and the addition of Article Eighth to the articles of incorporation of D. L. EVANS & COMPANY, a corporation of Albion, Idaho, as set forth in the foregoing articles of amendment.

Dated this 1 day of July, 1934.


Commissioner of Finance of
the State of Idaho