



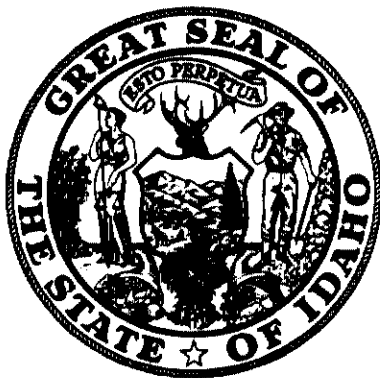
**CERTIFICATE OF INCORPORATION
OF**

BHC ACQUISITION CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 13, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JAN 13 8 27 AM '89
SECRETARY OF STATE

RECEIVED

JAN 12 1989

DEPT. OF FINANCE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
BHC ACQUISITION CORP.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be BHC ACQUISITION CORP.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation, and the name of the initial registered agent at such address is Elaine L. Howard, 16th and Whitley, Fruitland, Idaho.

IV.

The purposes for which the Corporation is organized are as follows:

- (A) To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- (B) To do, conduct and transact generally the business of a bank holding company, and to do all things and exercise all powers and perform all functions which a bank holding company is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Idaho, or which it may be by law hereafter authorized to do, exercise or perform.

- (C) To apply for and become licensed and/or authorized to transact business as a bank holding company pursuant to the Idaho Bank Act and pursuant to Title 12, Chapter 17 of the United States Code, as presently enacted and as may hereafter be amended, and the regulations of the Board of Directors of the Federal Reserve System.
- (D) To engage in any action in which a bank holding company, subject to the jurisdiction of the Federal Government, may be authorized by Federal rule or law to engage, or that may be authorized or allowed by the regulations of the Director of Finance of the State of Idaho, or its successor governmental agency.
- (E) To have and to use a corporate seal which may be altered at pleasure.

V.

This corporation shall have authority to issue Ten Million Shares of Common Stock with a par value of Ten Cents (\$.10) each, and One Million Shares of Preferred Stock with a par value of Ten Dollars (\$10) each.

SECTION 1. Power of Board to Issue Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series, each of such series to have distinctive serial designations, which may be by distinguishing number, letter or title, as shall hereafter be determined in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors of the Company at a regularly called meeting without dissenting vote, pursuant to authority so to do which is hereby conferred upon and vested in the Board of Directors.

SECTION 2. Terms of Preferred Stock. Each series of Preferred Stock (i) may have such number of shares; (ii) may have such voting powers, or may be without voting powers; (iii) may be subject to redemption at such time or times and at such price or prices; (iv) may be entitled to receive dividends, which may be cumulative or noncumulative, at such rate or rates, on such conditions, from such date or dates, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (v) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (vi) may be convertible into, or exchangeable for, shares of any other class or classes of stock of the Corporation at such price or prices or at such rates of exchange, and with such adjustments; (vii) may be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (viii) may be entitled to the benefit of conditions and

restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional stock (including, without limitation, additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding stock of the Corporation; and (ix) may have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof; all as shall be stated in said resolution or resolutions adopted by the Board of Directors providing for the issue of such Preferred Stock. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

SECTION 3. Redemption or Purchase of Preferred Stock. Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or of which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes, shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock and to any filing required by law.

SECTION 4. Voting Rights. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Common Stock being entitled to one vote for each share held.

SECTION 5. Dividends. Subject to all the rights of the Preferred Stock or any series thereof, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

SECTION 6. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payments in full shall

have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights in interest, to the exclusion of the holders of the Preferred Stock.

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Elaine L. Howard	6339 Beatrice Drive Fruitland, ID 83619

VII.

The first Board of Directors shall consist of eleven (11), directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the bylaws; provided, however, that the number of directors constituting a board shall not be less than five.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Elaine L. Howard	6339 Beatrice Drive Fruitland, ID 83619
Walter A. Howard, Jr.	6339 Beatrice Drive Fruitland, ID 83619
J.L. Nielsen	P.O. Box 844 McCall, ID 83638
Tom Davis	c/o Davis Ranch Cascade, ID 83611
Loren B. Ellis	376 Holland Drive Nampa, ID 83651
Dean Hovde	Rt. 1, Box 1173 Fruitland, ID 83619
Walter A. Howard, Sr.	4777 W. Black Canyon Hwy. Emmett, ID 83617
George Matsuura	7550 Elmore Road Fruitland, ID 83619

E.A. Radke

1040 Melrose Drive
Emmett, ID 83617

Robert M. Soden

1493 N.W. 3rd
Ontario, OR 97914

Trand Tracy

Rt. 2, Box 2682
Fruitland, ID 83619

VIII.

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

IX.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the note, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

X.

To the fullest extent permitted by the Idaho Business Corporation Act and the Idaho Bank Act, as it now exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Business Corporation Act as the same exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

XI.

The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or

of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws.

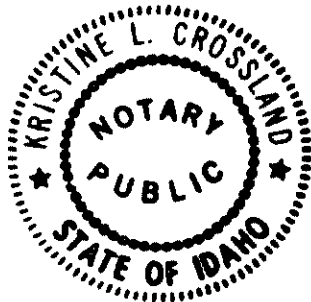
IN WITNESS WHEREOF, the undersigned has executed duplicate originals of these Articles this 12 day of January, 1989.

Elaine L. Howard
ELAINE L. HOWARD
Incorporator

STATE OF IDAHO)
) ss.
County of Payette)

On this 12th day of January, 1989, before me came the undersigned, a notary public in and for said state, personally appeared ELAINE L. HOWARD, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Kristine L. Crossland
Notary Public for Idaho
Residing at: Boise
Comm. Expires: 3/19/93

CERTIFICATE OF APPROVAL

Secretary of State
State of 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 of BHC Acquisition Corp., Fruitland, Idaho, dated January 12, 1989.

DATED This 12th day of January, 1989.

[Signature]
Director of Finance