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SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
07/25/2003 05:00
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IDAHO BANKERS ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the corporation is Idaho Bankers Association, Inc. (the "Association").

ARTICLE II

DURATION

The period of duration of the Association is perpetual.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

(a) The purposes for which the Association is formed are:

To promote the general welfare and usefulness of banks and banking industries, including those activities ancillary to banking in which banks and/or bank holding companies may lawfully engage, and to obtain cooperation and unanimity of action in matters of mutual concern; to assist in the agricultural, financial, business and general development, welfare and prosperity of the people, communities and interests of the State of Idaho; the attainment of the practical benefits to be derived from personal acquaintance and cooperative discussion of subjects of importance to the banking and commercial interests of the State of Idaho; and to obtain the proper consideration of questions regarding the financial and commercial usages, customs and laws that affect the banking interests of the State of Idaho; and to render such assistance as is reasonably possible in the protection of members of the Association against losses by crime.

(b) The general powers of the Association are:

In addition to the purposes, powers and objectives stated in the original Articles of Incorporation of Idaho Bankers Association, Inc., this Association shall have and exercise all powers, rights and capacities conferred by the applicable laws of the State of Idaho upon like corporations which are consistent with, and permissible to,

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organizations exempt by law from federal income taxation under the provisions of Section 501(c)(6) of the Internal Revenue Code as amended (the "Code").

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE IV

NONPROFIT STATUS

The Association is a nonprofit corporation not organized for pecuniary gain. The Association is organized pursuant to Title 30, Section 117-A, as amended, and successor statutes thereto (the Idaho Nonprofit Corporation Act), of the general laws of the State of Idaho. No part of the income or assets of the Association is distributable to or for the benefit of the Members of the Association, Directors or Officers of the Association, except to the extent permissible under applicable law. No part of the net earnings of the Association shall inure to the benefit of any private Member or individual, except that they may receive reasonable compensation for services rendered to the Association. No Member of the Association shall have any vested right, interest or privilege in or to the assets, income or property of the Association. In the event of the dissolution of the Association, whether voluntary or involuntary, all of the assets of the Association, of whatever character, and wherever situated, remaining after the payment of all obligations of the Association in the manner provided by law, shall be distributed in accordance with the Code for tax-exempt organizations organized pursuant to the Articles of Incorporation of the Association, as may be amended, at the time of dissolution.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

The Association shall consist of members (the "Member(s)"). The authorized qualifications of the Members, the different classes of Members, if any, the property, voting and other rights and privileges of the Members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Bylaws of the Association, as may be amended in accordance with applicable law.

ARTICLE VI

BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws of the Association, as may be amended in accordance with applicable law.

ARTICLE VII

REGISTERED OFFICE

The Registered office in the State of Idaho of the Association has the Post Office address of P.O. Box 638, Boise, Idaho 83701.

ARTICLE VIII

REGISTERED AGENT

Barbara Strickfaden, whose address is 512 W. Bannock Street, Boise, Idaho 83701, is hereby appointed the registered agent of the Association.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed by its Board of Directors. The actual number of Directors shall be established by the Bylaws of the Association and the Directors shall be elected or appointed in the manner and for the term provided in the Bylaws of the Association, as may be amended in accordance with applicable law.

ARTICLE X

INDEMNIFICATION

The Association shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by applicable law.

ARTICLE XI

DISSOLUTION

The Association may be dissolved as provided by applicable law.

ARTICLE XII

AMENDMENTS

The Association reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them, and any rights and privileges conferred upon the Members, Directors or Officers are subject to this reservation.

IN WITNESS WHEREOF, for the purpose of restating and amending the Articles of Incorporation filed June 5, 1974, the undersigned has executed these Amended and Restated Articles of Incorporation this 24 day of July, 2003.

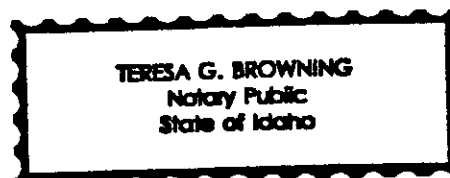
Kermit Scarborough
Kermit Scarborough, Chairperson and Director

STATE OF IDAHO)
) ss.
County of Ada)

On this 24 day of July, 2003, before me, a Notary Public in and for said State, personally appeared Kermit Scarborough, known to me to be the Chairperson and Director of the corporation that executed this instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.

Teresa G. Browning
Notary Public for Idaho
Residing at Boise Id
My commission expires Feb 2 2007



03 JUL 25 PM 2:18
SECRETARY OF STATE
STATE OF IDAHO

IDAHO BANKERS ASSOCIATION, INC.

CERTIFICATE OF ADOPTION

The Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc. were adopted pursuant to Idaho Code § 30-3-94 at the Annual Meeting of Members held at the Sunriver Resort located in Sunriver, Oregon, on June 17, 2003 at 7:30 a.m. PT, including any adjournments thereof.

The Members voted as classes on the adoption of the Amended and Restated of the Articles of Incorporation for Idaho Bankers Association, Inc. These classes consist of Class 1, Class 2 and Class 3.

Amended and Restatement of the Articles of Incorporation

The Amended and Restated of the Articles of Incorporation for Idaho Bankers Association, Inc. consisted of matters described in Idaho Code § 30-3-92 and was therefore adopted by the Members, voting as Members of classes entitled to vote as classes: Class 1, Class 2 and Class 3.

Class 1 ("Active Members"):

Number of Members of Class 1 eligible to vote: 29.

Number of eligible Members represented by delegate at meeting: 18.

Number of Class 1 Members that voted for the adoption of the Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc.: 18.

Number of Class 1 Members that voted against the adoption of the Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc.: 0.

Class 2 ("Associate Members"):

Number of Members of Class 2 eligible to vote: 0.

Number of eligible Members represented by delegate at meeting: 0.

Number of Class 2 Members that voted for the adoption of the Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc.: 0.

Number of Class 2 Members that voted against the adoption of the Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc.: 0.

Class 3 ("Special Members"):

Number of Members of Class 3 eligible to vote: 15.


Number of eligible Members represented by delegate at meeting: 10.

Number of Class 3 Members that voted for the adoption of the Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc.: 10.

Number of Class 3 Members that voted against the adoption of the Amended and Restated Articles of Incorporation for Idaho Bankers Association, Inc.: 0.

By Order of the Board of Directors,

Idaho Bankers Association, Inc.


Kermit Scarborough, President