

State of Idaho

Department of State

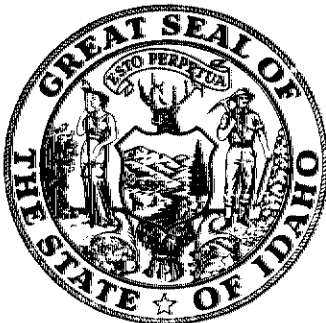
CERTIFICATE OF INCORPORATION OF

TAYLOR CAPITAL MANAGEMENT, INC.
File number C 118723

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: March 17, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry Pedraza*

**ARTICLES OF INCORPORATION
OF
TAYLOR CAPITAL MANAGEMENT, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: Taylor Capital Management, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 2020 Lakewood Drive, Suite 311, Coeur d'Alene, Idaho 83814, and the name and address of its initial registered agent is: Jeffery J. Crandall, 2020 Lakewood Drive, Suite 311, Coeur d'Alene, Idaho 83814.

SIXTH: The number of directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

IDAHO SECRETARY OF STATE
DATE 03/17/1997
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CK #: 1829 CUST# 64662
CORP 1@ 100.00= 100.00

ARTICLES OF INCORPORATION

#: C

NAME

ADDRESS

Jeffery J. Crandall

2020 Lakewood Drive, Suite 311
Coeur d'Alene, Idaho 83814

Chris G. Taylor

6207 N. 16th Street
Coeur d'Alene, Idaho 83814

SEVENTH: The name and address of the incorporator is:

NAME

ADDRESS

Jeffery J. Crandall

2020 Lakewood Drive, Suite 311
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of
March, 1997.


Jeffery J. Crandall, Incorporator