

**Department of State.**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

I, **FRED E. LUKENS**, 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

**AMERICAN TRUST COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **third** day of **May** **1932**, original articles of amendment, as provided by Sections **33 and 34** of Chapter 262 of the 1929 Session Laws of the State of Idaho, changing the number of directors from eight to not less than five nor more than fifteen members;

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book **A-25** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the number of directors of the American Trust Company is changed from eight to not less than five nor more than fifteen members.

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 **third** day of **May**, in the year of our Lord one thousand nine hundred and **thirty-two**, and of the Independence of the United States of America the One Hundred and **fifty-sixth**.

Secretary of State.

STATE OF IDAHO  
DEPARTMENT OF FINANCE  
BOISE

May 5, 1932

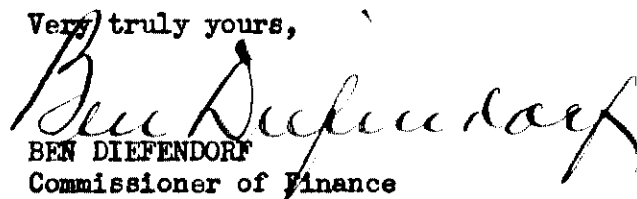
J. W. Bradley, President  
American Trust Company  
Coeur d'Alene, Idaho

Re: Amendment of Articles of Incorporation  
of the American Trust Company

Dear Sir:

I acknowledge receipt of the Amendment of  
the Articles of Incorporation of the American Bank and  
Trust Company dated the 6th day of February, 1932, which  
I hereby approve.

Very truly yours,

  
BEN DIEFENDORF  
Commissioner of Finance

BD:DC

CERTIFICATE AMENDING THE ARTICLES OF  
INCORPORATION OF THE AMERICAN TRUST COMPANY

We, the undersigned J. W. Bradley, as chairman and L. N. Benson as secretary, of a meeting of the stockholders of the American Trust Company, do hereby certify that notice was duly given to the stockholders of the said corporation of a meeting to be held on the 6th day of February, 1932 at 2 o'clock P.M. for the purpose of amending the Articles of Incorporation and providing that the board of directors of the American Trust Company shall consist of not less than five nor more than fifteen members. That a true copy of said notice is hereto attached and made a part of this certificate.

We further certify that all of the stock was represented at said meeting. That at the time and place specified in said notice of stockholders' meeting, the stockholders of this corporation appeared in person or by proxy in numbers representing 1,000 shares of the capital stock issued and organized the meeting of the stockholders by choosing from their number J. W. Bradley as chairman and L. N. Benson as secretary.

Thereupon, the attached notice of meeting was read. Whereupon the following resolution was introduced by W. S. Rosenberry:

"RESOLVED: That the Board of Directors of the American Trust Company shall consist of not less than five nor more than fifteen members. That Article 5 of the Articles of Incorporation be amended to read as follows:

"That the Board of Directors of the American Trust Company shall consist of not less than five nor more than fifteen members. That at the annual stockholders' meeting, the stockholders shall determine the number of directors for the ensuing year and that said directors shall be elected in such manner and at such times as shall be set forth in the By-Laws of this Company."

Thereupon, and on motion to adopt said resolution 1,000 shares of the stock of said corporation voted in favor of the adoption of said resolution and no stockholder voted against its adoption and a sufficient

number of votes having been cast in favor of said resolution to adopt the same, said resolution was thereupon declared to be duly adopted.

Thereupon, the following resolution was duly offered:

RESOLVED: That the Chairman and Secretary of this meeting be and are hereby authorized and directed to make, sign, verify, acknowledge and file any and all certificates of proceedings to be filed in the office of the county recorder and in the office of the secretary of state and with the department of Finance, and to do all acts and things that may be necessary to comply with the provisions of law applicable to and regarding the amendment of the Articles of Incorporation, in accordance with the resolution by the shareholders this day adopted.

Thereupon, and upon motion to adopt said resolution, 1,000 shares voted in favor thereof and said resolution was declared by the chairman to be duly adopted.

IN WITNESS WHEREOF, we have made, signed, acknowledged and verified this certificate in triplicate.

Dated this 6th day of February, 1932.

ATTEST:

[Signature]  
Secretary

[Signature]  
Chairman

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

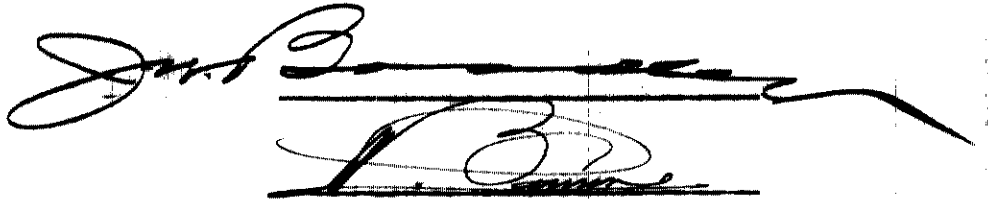
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Directors of the American Trust  
Company


STATE OF IDAHO )  
 ) : ss  
County of Kootenai )

J. W. BRADLEY and L. N. BENSON, both being first duly sworn, each for himself, deposes and says:

That he has read the foregoing certificate, knows the contents thereof, and that the statements made therein are true.



Subscribed and sworn to before me this 6th day of February, 1932.



Notary Public for Idaho  
Residing at Coeur d'Alene.

NOTARY PUBLIC, RESIDING IN  
COEUR D'ALENE, IDAHO  
SIGN EXPIRES JAN. 8, 1933

**NOTICE OF STOCKHOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that in accordance with a resolution adopted at the annual stockholders' meeting, a special meeting has been called of the stockholders of the American Trust Company at the office of the Company on Saturday, the 6th day of February, 1932, at 2:00 o'clock P. M., for the purpose of considering an amendment to the articles of incorporation providing for the election of not less than five nor more than fifteen directors in the manner provided by the by-laws of the Company, and for such other and further business as may properly come before said meeting.

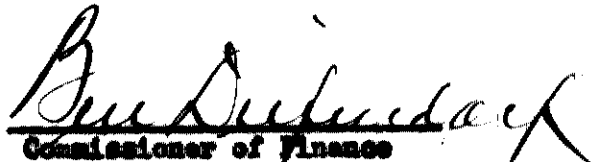
Dated January 21st, 1932.

  
Vice-President.

ATTEST:

  
Secretary.

APPROVED:

  
Commissioner of Finance