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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SHAMROCK HOLDINGS, INC.**

The Articles of Incorporation of Shamrock Holdings, Inc. are in their entirety as follows:

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is Shamrock Holdings, Inc. (the "**Corporation**").

**Article 2
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of (i) conducting business as a bank holding company and (ii) transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**Article 3
SHARES**

3.1 Capital Stock. The Corporation is authorized to issue two classes of capital stock, to be designated respectively "**Common Stock**" and "**Preferred Stock**" (the Common Stock and Preferred Stock shall collectively be referred to as "**Capital Stock**"). The total number of shares of Capital Stock which the Corporation shall have the authority to issue is ten million (10,000,000) shares, with no par value per share. Eight million (8,000,000) shares shall be designated as Common Stock and two million (2,000,000) shares shall be designated as Preferred Stock.

3.2 Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors is authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all such series. The Board of Directors of the Corporation is expressly authorized to exercise, without shareholder approval, all powers permitted by Idaho Code Section 30-1-602 with respect to each series, including, without limiting the generality of the foregoing, the following:

- (a) to classify any unissued shares of the Corporation's authorized Preferred Stock into one or more classes or into one or more series within a class;
- (b) to reclassify any unissued shares of any class of the Corporation's authorized Preferred Stock into one or more classes or into one or more series within one or more classes;

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(c) to reclassify any unissued shares of any series of any class of the Corporation's authorized Preferred Stock into one or more classes or into one or more series within a class;

(d) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(e) the voting powers, if any, and whether such voting powers are full or limited in such series;

(f) the liquidation preference provisions, if any, applicable to such series, including any preferential payment rights;

(g) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(h) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

(i) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(j) the provisions, if any pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;

(k) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity;

(l) the provisions, if any, of a sinking fund applicable to such series; and

(m) any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof;

all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for issuance of such Preferred Stock (collectively, a "**Preferred Stock Designation**"). Without limiting the generality of the foregoing, and subject to the rights of any series of Preferred Stock then outstanding, the Preferred Stock Designation may provide that such series shall be (i) superior to, (ii) equally to, or (iii) junior to the Preferred Stock of any other series to the extent permitted by law. Prior to issuing any shares of any class or series of stock classified or reclassified by the Board of Directors pursuant to this Section 3.2, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class or series.

3.3 Treasury Shares

3.3.1 Common Stock. Unless a resolution of the Board of Directors provides that reacquired Common Stock shall constitute authorized but unissued shares of

Common Stock, any shares of Common Stock reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means) shall be Common Stock treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of Common Stock of the Corporation.

3.3.2 Preferred Stock. Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with Section 3.2.

3.4 Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

Article 4 NOTICE OF MEETINGS AND VOTING

4.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

4.2 Voting. Except as may otherwise be provided in a Preferred Stock Designation, or herein, each outstanding share of Capital Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

4.3 Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

Article 5 REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 200 Prospector Road, P.O. Box 2789, Sun Valley Idaho, 83353. The name of the registered agent at such address is Philip Erlanger.

Article 6 BOARD OF DIRECTORS

6.1 Initial Board of Director. The number of directors constituting the board of directors of the Corporation will be no less than four (4) and no greater than eleven (11). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is four (4). The name and address of such persons to serve as the directors are as follows:

Name	Address
Philip Erlanger	200 Prospector Road P.O. Box 2789 Sun Valley Idaho, 83353

Timothy Gardiner	200 Prospector Road P.O. Box 2789 Sun Valley Idaho, 83353
Blair Hawkes	200 Prospector Road P.O. Box 2789 Sun Valley Idaho, 83353
Nancy Vannorsdel	200 Prospector Road P.O. Box 2789 Sun Valley Idaho, 83353

6.2 Staggered Terms of Directors. The Board of Directors of the Corporation shall be divided into three (3) approximately equal classes. The term of office of the first class of directors shall expire at the first annual meeting after their election, the term of office of the second class of directors shall expire at the second annual meeting after their election, and that of the third class shall expire at the third annual meeting after their election. Board Members who are duly elected at each meeting after such initial classification of the Board of Directors shall hold office until the third succeeding annual meeting. At the organizational meeting of the Corporation, the Board of Directors shall determine the first, second and third classes of directorship, as described above, and appoint each Director to a class.

Article 7 INCORPORATOR

The name and address of the incorporator of the Corporation is:

Name	Address
Brian C. Larsen	877 Main Street, Suite 1000 Boise, Idaho 83701-1617

Article 8 LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

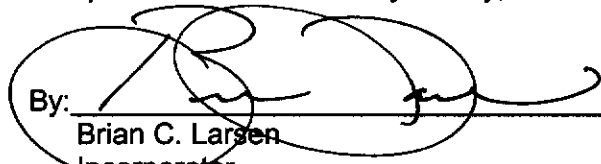
Article 9 INDEMNIFICATION

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may

hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**Article 10
EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on the 14th day of July, 2010.

By: 
Brian C. Larsen
Incorporator