

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BANK OF IDAHO

11 MAR 18 PM 4:32  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, hereby adopt the following Restated Articles of Incorporation:

FIRST: The name of the corporation is Bank of Idaho.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of all lawful business, including:

A. To conduct a general banking business in the State of Idaho, and in so doing to receive money on deposit and allow interest thereon; to loan money, either with or without security, and to charge therefore a rate of interest allowed by law, and to accept as security therefore mortgages on real and personal property, pledges, collateral and personal securities of every kind and nature; to buy and sell bonds, both public and private, warrants, drafts, acceptances, exchange and other evidences of indebtedness, and to discount negotiable paper of all kinds, as well as other evidences of indebtedness; to lease, purchase, hold, sell and convey any and all real and personal property necessary to the transaction of its business, or which it shall acquire in satisfaction, or partial satisfaction, of debts previously contracted in the course of its business, or otherwise, as provided by law; to borrow money and to mortgage or pledge the assets of the corporation to secure the payment thereof; to apply for and become licensed as, and to transact business pursuant to a license issued by the Idaho Department of Insurance or any successor agency of the State of Idaho, as an insurance agent, broker or consultant, and to do any and all things necessary or incident to the proper conduct of a general

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banking business under the laws of the State of Idaho, and as limited by the provisions of the Federal Deposit Insurance Act, and the Rules and Regulations adopted pursuant thereto.

B. To conduct a safe deposit business, and in the conduct of said safe deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults, and safes and receptacles therein for the storage, safe-depositing and safe-keeping of personal property and securities, and to rent and hire such safes and receptacles to others upon such terms and conditions as the corporation may deem advisable.

C. All offices of the corporation must be approved by the Department of Finance of the State of Idaho and must also be approved and insured by the Federal Deposit Insurance Corporation.

D. To do, conduct, and transact generally the business of a trust company and do all things, exercise all powers, and perform all functions which a trust 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; to take, receive, and hold in trust property, both real and personal, for individuals, firms, companies, associations, or corporations, and to accept and execute trusts of every description which may be committed to it by any person, personal representative, executor, administrator, administrator with a will annexed, guardian, trustee, assignee, receiver, or by any corporation, or by any state, or by the United States, or by the courts of this or any other state or of the United States; to accept the employment of and act as personal representative or executor of any last will and testament and as administrator, or administrator with the will annexed of the estates of deceased persons, and as assignee, receiver, trustee and depository in all such matters, and in a legal manner to attend to the management and settlement of estates, guardianships, conservatorships, assigneeships, and

receiverships, and to act as trustee, agent or attorney for individuals, firms, companies, associations, or corporations, and to attend to any and all manner of trusts; to act as agent for the purpose of registering or countersigning the certificates of stock, bonds, or other indebtedness of any corporation, company, association, municipality, state, or public authority, on such terms as may be agreed upon; to act as transfer agent and registrar of certificates, stocks, or bonds; to purchase, hold, sell, and take such property, real and personal, as may be mortgaged, pledged, hypothecated or conveyed to it in trust, or for its benefit for money loaned in pursuance of its regular business, and as may be purchased by it at sales under mortgages, pledges, hypothecations, or deeds of trust made for its benefit for money so loaned or as may be conveyed to it by borrowers of money in satisfaction or in discharge of loans made thereon; to purchase, hold, own, and sell such personal property as may be legally done under the Constitution and laws of the State of Idaho; and to such manner as is consistent with the laws of the State of Idaho.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of common stock having a par value of \$10.00 per share.

FIFTH: The shareholders shall not have preemptive rights to acquire shares of the corporation. The shareholders shall not have a right to cumulate their votes for directors.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

SEVENTH: The address of the present registered office of the corporation and the name of its present registered agent at such address is Park Price, 151 N. Ridge, Suite 240, Idaho Falls, Idaho 83402.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation shall not be less than five or more than nine.

NINTH: The name and addresses of the incorporators are:

William F. Rigby	3004 Westmoreland Circle Idaho Falls, Idaho 83402
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William J. DeMott	3021 Westmoreland Circle Idaho Falls, ID 83402
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Fred T. Thompson, Jr.	469 Parkway Circle Idaho Falls, ID 83401
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TENTH:

A. Subject to Idaho Code § 26-213(5), Idaho Code § 30-1-202(2)(d)(i-iv), and any other Idaho laws or applicable federal laws prohibiting elimination or limitation of the liability of the directors of a bank or corporation, the liability of members of the Board of Directors for money damages for any action taken or any failure to take any action is hereby eliminated.

B. The President of the Corporation or his designee is hereby authorized to enter into Indemnification Agreements with the corporation's existing and future directors in recognition of such directors' need for substantial protection against personal liability and contractual assurance that such protection shall be available pursuant to Idaho Code §30-1-202(2)(e).

We, the undersigned Board of Directors of the Bank of Idaho, have executed these Amended and Restated Articles of Incorporation in duplicate this 8th day of March, 2011.

ATTEST: [Signature]  
Harold L. Latin, Director

ATTEST: [Signature]  
John P. Rigby, Director

ATTEST: [Signature]  
Emma L. Atchley, Director

ATTEST: [Signature]  
Park L. Price, Director

ATTEST: [Signature]  
Kenlon Johnson, Director

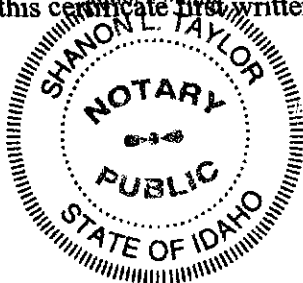
ATTEST: [Signature]  
Steven E. Carr, Director

ATTEST: [Signature]  
Ralph M. Hartwell, Director

STATE OF IDAHO                    )  
  )ss.  
County of Bonneville            )

On this 8th day of March, 2011, before me, a Notary Public in and for the State of Idaho, personally appeared HAROLD L. LATIN, JOHN P. RIGBY, EMMA L. ATCHLEY, PARK L. PRICE, KENLON JOHNSON, STEVEN E. CARR, AND RALPH M. HARTWELL, known and identified to me to be the Directors of the Bank of Idaho, and the entire Board of Directors of the corporation that executed the instrument, and the persons 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 written.




[Signature]  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 2-14-15

CERTIFICATE OF APPROVAL

I, GAVIN M. GEE, Director of the Department of Finance of the state of Idaho, do hereby give approval to the foregoing Amended and Restated Articles of Incorporation of Bank of Idaho, in accordance with the applicable statutes of the state of Idaho including Idaho Code § 26-204.

DATED this 18<sup>th</sup> day of March, 2011.

DIRECTOR OF THE DEPARTMENT  
OF FINANCE

  
GAVIN M. GEE

**CERTIFICATE  
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF BANK OF IDAHO**

The Amended and Restated Articles of Incorporation of Bank of Idaho dated March  
8, 2011 consolidates all prior amendments filed with the Idaho Secretary of State into a single document, and restates the Bank of Idaho's articles of incorporation in its entirety. Said Amended and Restated Articles of Incorporation also includes new amendments as follows:

1. The name of the corporation is Bank of Idaho.
2. An amendment approved by the Shareholders of the Corporation amending Article FIFTH by replacing Article FIFTH thereof with the following:

FIFTH: The shareholders shall not have preemptive rights to acquire shares of the corporation. The shareholders shall not have a right to cumulate their votes for directors.

3. An amendment approved by the Shareholders of the Corporation amending Article SEVENTH by replacing Article SEVENTH thereof with the following:

SEVENTH: The address of the present registered office of the corporation and the name of its present registered agent at such address is Park Price, 151 N. Ridge, Suite 240, Idaho Falls, Idaho 83402.

4. An amendment approved by the Shareholders of the Corporation amending Article EIGHTH by replacing Article EIGHTH thereof with the following:

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation shall not be less than five or more than nine.

5. An amendment approved by the Shareholders of the Corporation amending paragraph A. of Article TENTH by replacing paragraph A. of Article TENTH thereof with the following:

A. Subject to Idaho Code § 26-213(5), Idaho Code § 30-1-202(2)(d)(i-iv), and any other Idaho laws or applicable federal laws prohibiting elimination or

limitation of the liability of the directors of a bank or corporation, the liability of members of the Board of Directors for money damages for any action taken or any failure to take any action is hereby eliminated.

6. An amendment approved by the Shareholders of the Corporation amending paragraph B. of Article TENTH by replacing the language "Idaho Code §30-1-202(1)(e)" with "Idaho Code §30-1-202(2)(e)".

7. The amendments were adopted by the Corporation's Board of Directors, which recommended and submitted the amendments to the Corporation's Shareholders for approval.

8. The amendments were adopted by the Shareholders on the 8 day of March, 2011, at a Special Meeting of Shareholders held at the offices of the Corporation at 151 N. Ridge, Idaho Falls, Idaho.

9. All of the Corporation's Shareholders were given notice of this special meeting as required by law.

10. The amendments were duly approved and adopted by the Corporation's Shareholders in the manner required by Chapter 1, Title 30 of the Idaho Code and the Corporation's Articles of Incorporation.

IN WITNESS THEREOF, the undersigned Secretary of the Bank of Idaho has hereunto set his hand this 8th day of March, 2011.

BANK OF IDAHO

By:

  
Ralph M. Hartwell, Secretary

(CORPORATE  
SEAL)



CERTIFICATE OF APPROVAL

I, GAVIN M. GEE, Director of the Department of Finance of the state of Idaho, do hereby give approval to the foregoing Certificate to the Amended and Restated Articles of Incorporation of Bank of Idaho, in accordance with the applicable statutes of the state of Idaho including Idaho Code § 26-204.

DATED this 18<sup>TH</sup> day of MARCH, 2011.

DIRECTOR OF THE DEPARTMENT  
OF FINANCE

A handwritten signature in black ink, appearing to read 'Gavin M. Gee', is written over a horizontal line.

GAVIN M. GEE