

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SYRINGA BANK
File number C 114059

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 8, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

FEB 29 4 09 PM '96

SECRETARY OF STATE
STATE OF IDAHO

MAR 01 36 PM '96
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SYRINGA BANK**

HAWLEY TROXELL ENNIS & HAWLEY

319 Walnut Avenue
Ketchum, Idaho 83340
208 726-1700

First Interstate Center
877 West Main Street
Boise, Idaho 83702
208 344-6000

125 North Garfield
Pocatello, Idaho 83201
208 233-0845

ARTICLES OF INCORPORATION
OF
SYRINGA BANK

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DATE 02/29/1996 0900 PM 41655
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The undersigned, acting as incorporators under the Idaho Business Corporation Act and the Idaho Bank Act, adopt the following Articles of Incorporation:

ARTICLE I
NAME AND DURATION OF THE BANK

- A. **Name.** The name of the corporation is Syringa Bank ("Bank").
- B. **Duration.** The Bank shall have perpetual existence.

ARTICLE II
PURPOSES OF THE BANK

The Bank is organized for the purpose of transacting the business of banking, including selling and servicing insurance, and any other business not prohibited by law, the Idaho Business Corporation Act or the Idaho Bank Act.

ARTICLE III
SHARES

A. **Classes of Shares.** The class, aggregate number and par value per share of the shares which the Bank is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	2,000,000	\$5.00

B. **Preemptive Rights.** All shares of stock of the Bank are without preemptive rights.

C. **Cumulative Voting.** All shares of stock of the Bank are without cumulative voting rights.

D. **Restriction on Transfer of Shares.** The number of shareholders of the Bank is limited to fewer than 500. For the purpose of complying with and enforcing the limit on the number of shareholders, the Bank must consent to any proposed stock transfer and must approve the proposed transferee of the shares. The Bank shall not consent to any stock transfer, or approve any transferee, if the result of the stock transfer is to increase the number of shareholders to 500 or more.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Bank is 2300 South Orchard, Boise, Idaho 83705, and the name of its initial registered agent is Don H. Deters.

ARTICLE V INCORPORATORS AND BOARD OF DIRECTORS

A. **Incorporators.** The names and addresses of the Incorporators are the same as the names and addresses of the initial board of directors.

B. **Initial Board of Directors.** The number of directors constituting the initial board of directors of the Bank is twelve (12). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
H. Lew Andrews	3440 Davis Drive Meridian, Idaho 83642
Hilario J. Arguinchona	1150 E. Brightwater Lane Boise, Idaho 83706
Carlyle W. Briggs	204 S. Eagleson Road Boise, Idaho 83705
Joseph J. Callanan, M.D.	16966 Meadow Lane Nampa, Idaho 83687

Scott J. Chandler	1205 Warm Springs Avenue Boise, Idaho 83712
Thomas B. Chandler	1205 North 24th Street Boise, Idaho 83702
Don H. Deters	8026 West Innsbrook Court Boise, Idaho 83705
Terry L. Hayden	6508 West Wintergard Boise, Idaho 83703
Harvey L. Neef	2629 Hillway Drive Boise, Idaho 83702
Bruce C. Parker	3631 Minuteman Way Boise, Idaho 83706
George R. Taylor	832 Hialeah Eagle, Idaho 83616
Timothy D. Viehweg	2029 White Pine Lane Boise, Idaho 83706

C. Staggered Terms of Directors. The Board shall be classified in three classes, with each class being as nearly equal in number as possible. Except as necessary to preserve the classification of the Directors, each Director shall hold office for a three (3) year term, with one class elected by the Shareholders at each Annual Meeting. Upon expiration of each term, the successors of each class shall be elected to serve for a term of three (3) years and until the election and qualification of the Directors' successor, or until the Directors' earlier death, resignation or removal. If the number of Directors is increased or decreased, the terms of the Directors shall be adjusted to preserve the approximate equality of the number of Directors in each class.

ARTICLE VI DIRECTOR LIABILITY

To the full extent permitted by the Idaho Business Corporation Act, the Idaho Bank Act, and any other present or future applicable law, no director of the Bank shall be personally liable for monetary damages to the Bank or its shareholders for any acts or omissions in the performance of director's duties. The exemption from personal liability set forth in this Article does not limit or eliminate the liability of directors for (a) breaches of the duty to loyalty to the Bank or its shareholders, (b) acts or omissions not in good faith, involving intentional

misconduct or knowing violations of law, (c) payments of unlawful dividends, stock purchases or redemptions as set forth in Idaho Code Section 30-1-48, (d) transactions in which the directors receive improper personal benefit, and (e) participating in any violation of Idaho law relating to banking as set forth in Idaho Code Section 26-213(5). No amendment to or repeal of this Article shall effect the liability or alleged liability of any director for acts or omissions of the director occurring prior to the effective date of the amendment or repeal.

ARTICLE VII INDEMNIFICATION

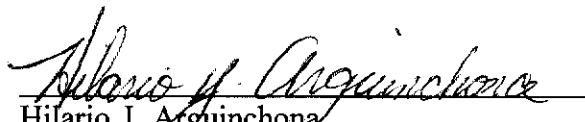
Each person who is, was or had agreed to become a director, officer, employee or agent of the Bank (including the heirs, executors, administrators or estate of the person), shall be indemnified by the Bank to the full extent permitted by the Idaho Business Corporation Act, the Idaho Bank Act, and any other present or future applicable law. Without limiting the generality of the foregoing, the Bank may enter into one or more agreements with any person to provide for indemnification that is greater or different than the indemnification provided in this Article. No amendment to or repeal of this Article shall effect the right to indemnification permitted or authorized by this Article regarding any acts or omissions occurring prior to the effective date of the amendment or repeal.

SIGNATURE OF INCORPORATORS

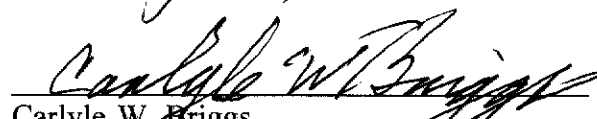
Date: December 7, 1995


H. Lew Andrews

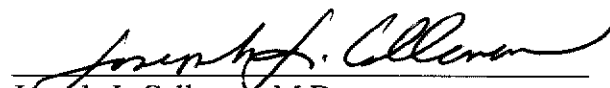
Date: December 7, 1995


Hilario J. Arguinchona


Date: December 7, 1995


Carlyle W. Briggs

Date: December 7, 1995


Joseph J. Callanan, M.D.


Date: December 7, 1995


Scott J. Chandler


Date: December 2, 1995


Thomas B. Chandler

Date: December 1, 1995


Don H. Peters

Date: December 7, 1995


Terry L. Hayden

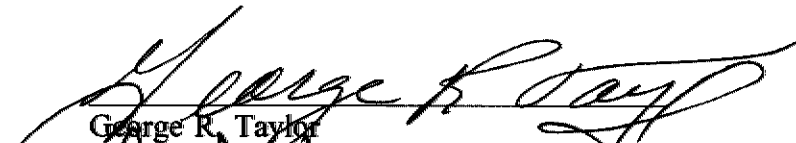
Date: December 12, 1995


Harvey L. Neef

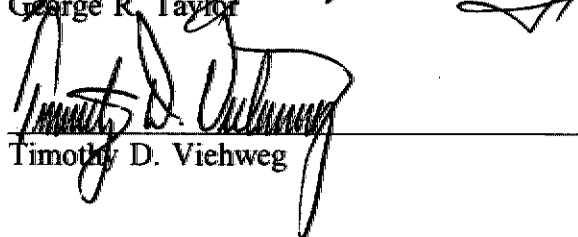
Date: December 7, 1995


Bruce C. Parker

Date: December 7, 1995


George R. Taylor

Date: December 7, 1995


Timothy D. Viehweg


CERTIFICATE OF APPROVAL

MAR 8 1 36 PM '96
SECRETARY
STATE OF IDAHO

Secretary of State
State of Idaho
Statehouse
Boise, Idaho

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Incorporation of Syringa Bank dated the 7th day of December, 1995.

DATED This 7th day of March, 1996.


Gavin M. Gee
Acting Director of Finance