

CERTIFICATE OF INCORPORATION  
OF

**NORRAN FINANCIAL GROUP, INC.**

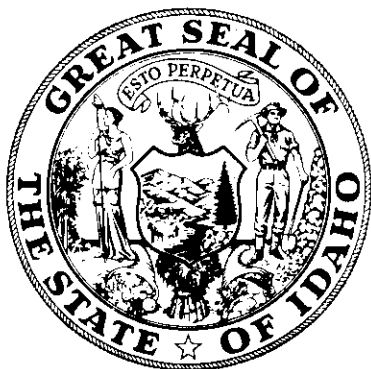
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**NORRAN FINANCIAL GROUP, INC.**

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: **September 1, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

SEP 1 8 29 AM '83

ARTICLES OF INCORPORATION  
STATE OF IDAHO

NORBAN FINANCIAL GROUP, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we HAROLD L. DAMIANO, J.A. ROBIDEAUX, SR., PARKER G. WOODALL and T.R. LLOYD of Coeur d'Alene, Kootenai County, Idaho, MANUEL SCHNEIDMILLER of Post Falls, Kootenai County, Idaho, J.R. MC FARLAND of Sandpoint, Bonner County, Idaho all being citizens of the United State of America, and all being of full age, do, under and in pursuance of the General Incorporation Laws of the State of Idaho, hereby voluntarily associate ourselves together, and such other persons as hereafter may become associated with us, into a body politic and corporate, to carry on the business for the purposes hereinafter named:

I.

The Name of the corporation shall be called, NORBAN FINANCIAL GROUP, INC.

II.

The purpose of the corporation shall be and include the transaction of any and all lawful business for which corporations may be formed under the Idaho Business Corporation Act and the applicable laws and regulations, as from time to time amended, concerning a bank holding company.

III.

The principal place of the transaction of the business of this corporation and its post office address and registered office shall be at Coeur d'Alene, Kootenai County, Idaho. The registered agent is PARKER G. WOODALL, whose address is 218 Lakeside Avenue, Coeur d'Alene, Idaho.

IV.

That the period for which this corporation shall exist shall be perpetually from and after the date of the filing of these Articles of Incorporation.

V.

That the total authorized capital stock of this corporation shall be ONE MILLION FIVE HUNDRED THOUSAND DOLLARS (1,500,000.00), divided into TWO HUNDRED THOUSAND (200,000) shares of the par value of SEVEN DOLLARS AND FIFTY CENTS (\$7.50) per share, all of equal classification, without priority one over the other.

VI.

The name and address of each of the incorporators is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harold L. Damiano	1524 Hayden View Drive Coeur d'Alene, ID 83814
J.A. Robideaux, Sr.	2026 Crestline Dr. Coeur d'Alene, ID 83814
Parker G. Woodall	3584 Fairway Drive Coeur d'Alene, ID 83814
Manuel Schneidmiller	N. 5521 Chase Road Post Falls, ID 83854

<u>NAME</u>	<u>ADDRESS</u>
T.R. Lloyd	3601 Broken Arrow Rd. Coeur d'Alene, ID 83814
J.R. McFarland	227 South First Ave. Sandpoint, ID 83864

## VII.

The number of directors of the corporation shall be not less than five (5) nor more than fifteen (15), the number being set from time to time by resolution of a two thirds (2/3) majority vote of the directors.

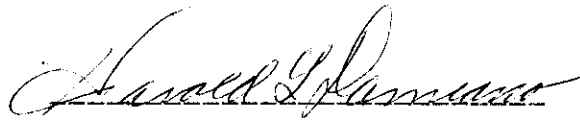
The following are the names and addresses of the persons appointed to act as directors until their successors are named and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Harold L. Damiano	1524 Hayden View Drive Coeur d'Alene, ID 83814
J.A. Robideaux, Sr.	2026 Crestline Drive Coeur d'Alene, ID 83814
Parker G. Woodall	3584 Fairway Drive Coeur d'Alene, ID 83814
John M. Richards	10201 Pine Hayden Lake, ID 83835
Manuel Schneidmiller	N. 5521 Chase Road Post Falls, ID 83854
Richard G. Bennett	10095 Bozanta Hayden Lake, ID 83835
T.R. Lloyd	3601 Broken Arrow Road Coeur d'Alene, ID 83814
J.R. McFarland	227 South First Avenue Sandpoint, ID 83864

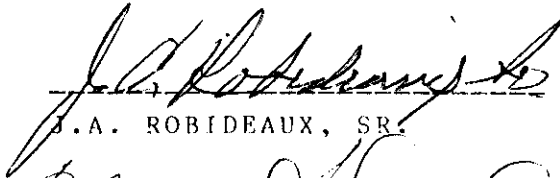
VIII.

The manner, time and place of holding the general annual meeting, adjourned meetings and special meetings of the stockholders and of the directors of this corporation, and the method of conducting the business of this corporation, shall be provided by the Bylaws hereinafter to be adopted by this Corporation.

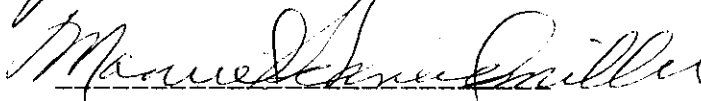
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 14<sup>TH</sup> day of January, 1983.




HAROLD L. DAMIANO



J.A. ROBIDEAUX, SR.



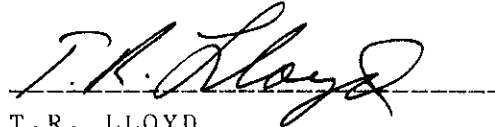
MANUEL SCHNEIDMILLER



PARKER G. WOODALL



J.R. MC FARLAND



T.R. LLOYD

CERTIFICATE OF APPROVAL

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 Norban Financial Group, Inc., Coeur d'Alene, Idaho, dated January 14, 1983.

DATED This 31st day of August, 1983

  
TOM D. McELDOWNEY, Director of Finance

STATE OF IDAHO            )  
County of Kootenai    ) :ss

On this the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_,  
before me, the undersigned, a Notary Public in and for the  
State of Idaho, personally appeared:

HAROLD L. DAMIANO, J.A. ROBIDEAUX, SR., PARKER G. WOODALL,  
MANUEL SCHNEIDMILLER, J.R. MC FARLAND and T.R. LLOYD known to  
me to be persons whose names are subscribed to the above and  
foregoing Articles of Incorporation, and acknowledged to me  
that they 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 above written.

\_\_\_\_\_  
Notary Public, State of IDAHO  
Residing at: \_\_\_\_\_