

IDAHO BANKING COMPANY

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KNOW ALL MEN BY THESE PRESENTS, That the undersigned, being the President of the Idaho Banking Company, an Idaho corporation (hereinafter the "Corporation"), under and pursuant to the provisions of the Idaho Business Corporation Act, and the Idaho Bank Act, does hereby certify, declare and adopt the following Second Amended and Restated Articles of Incorporation of the Idaho Banking Company, pursuant to the adoption of these Second Amended and Restated Articles of Incorporation of Idaho Banking Company by the Corporation's board of directors on April 10, 1998, and by the shareholders at the 1998 annual meeting on April 23, 1998 ("Annual Meeting"). Article 4 is hereby amended, and all articles are hereby restated. These Second Amended and Restated Articles of Incorporation of Idaho Banking Company correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended and these Second Amended and Restated Articles of Incorporation of Idaho Banking Company supercede the Amended and Restated Articles of Incorporation of Idaho Banking Company filed with the Idaho Secretary of State on January 15, 1997. As of April 1, 1998 (the record date of the Annual Meeting), and as of the date of filing these Amended and Restated Articles of Incorporation of Idaho Banking Company, the Corporation had 455,950 shares of stock outstanding all of which were entitled to be cast at the Annual Meeting. There were 268,200 shares represented at the Annual Meeting of which 260,400 voted for approval of these Second Amended and Restated Articles of Incorporation of Idaho Banking Company and 7,800 voted against approval of these Second Amended and Restated Articles of Incorporation of Idaho Banking Company.

1. NAME:

The name of the corporation is:

IDAHO BANKING COMPANY

2. DURATION:

The Corporation is to have perpetual existence.

PURPOSE AND POWERS:

The purpose of this Corporation is to transact the business of banking and all other business not forbidden by law for which corporations may be formed under the Idaho Business Corporation Act and the Idaho Bank Act, including specific authorization for insurance sales.

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4. SHARES:

4.1 Classes of Shares, Authorized Amount of Capital and Surplus: There shall be only one class of shares. The authorized amount of capital of this Corporation shall be, and is, 2,000,000 shares of stock with a par value of \$5.00 each, making an authorized aggregate capitalized stock at par value of \$10,000,000, which such stock shall not be issued until fully paid for and once so issued shall be assessable pursuant to an order by the Director of the Department of Finance whenever said Director has reason to believe that the capital and surplus of the Corporation is impaired or reduced below the amount required by the Director at the time the Corporation's charter was issued or an amount which the Director reasonably believes to be necessary for the protection of the depositors of the Corporation. In the event the Director finds an impairment or reduction of capital and surplus, he shall order the Corporation to make good the deficiency within thirty (30) days after the date of the order. The directors of the Corporation upon which an order shall have been made, shall levy an assessment upon the stock of the Corporation to repair the capital deficiency. The directors of the Corporation shall cause notice of the order and the amount of the assessment to be given to each stockholder of the Corporation. Notice shall be given by a written notice mailed to each stockholder at his or her last known address or served personally upon him or her. If any stockholder shall refuse or neglect to pay the assessment specified in the notice within ten (10) days from the date of mailing of service upon him or her of the notice, the directors of the Corporation shall have the right to sell the stock of such stockholder, at public auction pursuant to the terms and conditions enunciated in the Idaho Bank Act.

4.2 Elimination of Preemptive Rights Regarding Director's Shares and Option Shares: No preemptive rights shall exist to acquire proportional amounts of shares when shares are issued or sold to directors or when shares are issued or sold to directors or employees, including officers, pursuant to the exercise of stock options issued by the Corporation. Upon the issuance of shares to directors or directors or employees pursuant to the exercise of stock options, no shareholder shall be entitled, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for any stock that the Corporation may issue or sell, whether or not from unissued shares authorized by these Articles.

5. CAPITAL STRUCTURE:

The capital structure of the Corporation shall agree with and satisfy the requirements as specified in the Idaho Bank Act Section 26-205, as of the filing date of these Articles with the Idaho Secretary of State and as approved by the Director of the Department on Finance.

6. INITIAL REGISTERED OFFICE AND AGENT:

The location and the physical address of the initial registered office of the Corporation and its registered agent is as follows:

Registered Office: 6874 Fairview Avenue
Boise, Idaho 83704

Registered Agent: Cortland D. Rounds

7. DIRECTORS:

The number of directors of the Corporation shall be as specified from time to time in the By Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By Laws, provided the number of directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial number of directors shall be eight (8), who shall serve until the first annual meeting of shareholders or until such directors' successors are hereafter elected and qualified, and who shall be:

<u>Directors' Names</u>	<u>Address</u>
V. Dale Babbitt	380 Parkcenter Blvd., Suite 120, Boise, Idaho 83706
Jerry L. Caven	6874 Fairview Avenue Boise, Idaho 83704
B. Randy Harris	3051 Wise Way Boise, Idaho 83712
Burke P. Jones	9640 W. Pebble Brook Lane Boise, Idaho 83703
Harry M. Little	350 No. 9th Street, Suite 200 Boise, Idaho 83702
Thomas J. Morgan	5710 Pan Am Avenue Boise, Idaho 83707
Cortland D. Rounds	6874 Fairview Avenue Boise, Idaho 83704
Dennis L. Johnson	4888 Rivervista Place Boise, Idaho 83703

The election of directors by the shareholders of the Corporation shall be by cumulative voting, as provided in the By Laws.

8. INDEMNIFICATION

8.1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

8.2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

8.3. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

8.4. Any indemnification under Sections 8.1 and 8.2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 8.1 and 8.2 of this Article. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtained, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by a majority of the shareholders.

8.5. Expenses (including attorneys' fees) incurred in defending a civil or criminal action suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 8.4 of this Article upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Section.

8.6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

8.7. The Corporation may purchase and maintain insurance of behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of the Idaho Business Corporation Act, the Idaho Bank Act or of the Bylaws of the Corporation.

8.8. The Corporation's indemnity of any person who was or is a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amounts such person may collect as indemnification (i) under any policy of insurance purchased and maintained on his/her behalf by the Corporation or (ii) from such other corporation, partnership, joint venture, trust or other enterprise.

8.9. For the purpose of this Article, the term "Corporation" includes, in addition to the resulting corporation, all constituent corporations and their predecessors absorbed in a consolidation or merger, which, if separate existence had continued, would have had power and authority to indemnify its directors or officers.

8.10. Nothing contained in this Article shall operate to indemnify any director or officer if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of the Federal Securities Act of 1933, the Securities Act of 1934, the Idaho Business Corporation Act, the Idaho Bank Act, or any rules or regulations newly adopted pursuant thereto, or any other applicable state or federal law.

9. INCORPORATORS:

The names and addresses of the incorporators are as follows:

<u>Incorporator's Name</u>	<u>Address</u>
V. Dale Babbitt	380 Parkcenter Blvd., Suite 120, Boise, Idaho 83706
Jerry L. Caven	6874 Fairview Avenue Boise, Idaho 83704
B. Randy Harris	3051 Wise Way Boise, Idaho 83712
Burke P. Jones	9640 W. Pebble Brook Lane Boise, Idaho 83703
Harry M. Little	350 No. 9th Street, Suite 200 Boise, Idaho 83702
Thomas J. Morgan	5710 Pan Am Avenue Boise, Idaho 83707
Cortland D. Rounds	6874 Fairview Avenue Boise, Idaho 83704

10. OTHER PROVISIONS:

10.1 Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between the Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that such director or firm is so interested shall be disclosed or shall have been known to the board of directors. Any director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the

board of directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

10.2 Shareholder Liability. Without in any way limiting the provisions of Idaho law and subject to Section 4 herein, the private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective as of the 24 day of April, 1998.

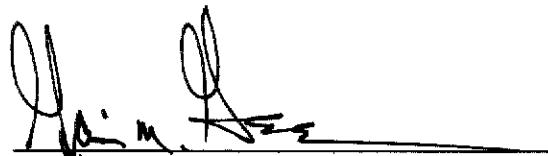
Cortland Rounds
Cortland D. Rounds, President

CERTIFICATE OF APPROVAL

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 Second Amended and Restated Articles of Incorporation of Idaho Banking Company dated the 24th day of April, 1998.

DATED This 8th day of July, 1998.



Gavin M. Gee
Director of Finance