

State of Idaho

Department of State

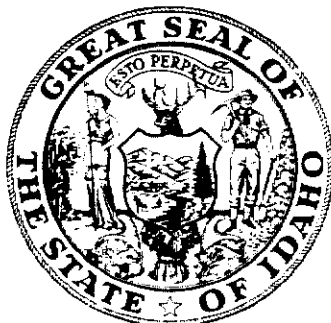
CERTIFICATE OF AUTHORITY OF

FIRSTBANK CORP.
File number C 119112

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FIRSTBANK CORP. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to FIRSTBANK CORP. to transact business in this State under the name FIRSTBANK CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 16, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows

Apr 14 10 49 AM '97

1 The name of the corporation is FirstBank Corp.

SECRETARY OF STATE
STATE OF IDAHO

2 The name which it shall use in Idaho is _____

3 It is incorporated under the laws of Delaware

4 Its date of incorporation is 3/10/97 and its duration, if other than perpetual, is _____

5 The address of its principal office in the state or country under the laws of which it is incorporated is

1209 Orange Street, Wilmington, Delaware

6 The address to which correspondence should be addressed, if different than item 5, is _____

7 The street address of its registered office in Idaho is 920 Main Street, Lewiston, Idaho 83501

and its registered agent in Idaho at that address is Clyde E. Conklin

8 The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are
To act as the holding company for a financial institution.

9 The names and respective addresses of its directors and officers are

Name

Office

Address

See Attachment 9A

Apr 16 10 49 AM '97
SECRETARY OF STATE
STATE OF IDAHO

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho

Dated April 9, 1997

FirstBank Corp.

Corporation Name:

By

Clyde E. Conklin
its President, Vice President, Secretary or Assistant Secretary
(please specify)

Clyde E. Conklin

Secretary of State use only

IDAHO SECRETARY OF STATE

DATE 04/14/1997

0900 82486 2

CK #: 329474 CUST# 7881

AUTH PRO 1e 100.00= 100.00

CORP SUR 1e 20.00= 20.00

EXPEDITE C 1e 20.00= 20.00

: C

APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)

ATTACHMENT 9A

<u>Name</u>	<u>Office</u>	<u>Address</u>
Clyde E. Conklin	President and Chief Executive Officer	920 Main Street, Lewiston, Idaho 83501
Larry K. Moxley	Chief Financial Officer, First Vice President and Corporate Secretary	920 Main Street, Lewiston, Idaho 83501
Cynthia M. Moore	Controller and Assistant Corporate Secretary	920 Main Street, Lewiston, Idaho 83501
William J. Larson	Director	920 Main Street, Lewiston, Idaho 83501
James N. Marker	Director	920 Main Street, Lewiston, Idaho 83501
Steve R. Cox	Director	920 Main Street, Lewiston, Idaho 83501
Robert S. Coleman, Sr.	Director	920 Main Street, Lewiston, Idaho 83501
Dr. L. Glen Carlson	Director	920 Main Street, Lewiston, Idaho 83501
F. Ron McMurray	Director	920 Main Street, Lewiston, Idaho 83501
W. Dean Jurgens	Director	920 Main Street, Lewiston, Idaho 83501

State of Delaware
Office of the Secretary of State

APR 14 10 49 AM '97

SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF ~~STATE OF~~ DELAWARE, DO HEREBY CERTIFY "FIRSTBANK CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MARCH, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

APR 16 10 46 AM '97
SECRETARY OF STATE
STATE OF IDAHO

2718388 8300

971078209

AUTHENTICATION:

8366626

DATE:

03-11-97

PHILIP E. BATT
GOVERNOR



GAVIN M. GEE
DIRECTOR

STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P.O. BOX 83720
BOISE ID 83720-0031

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SECRETARY OF STATE
ST. BOY IDAHO

April 16, 1997


Sally Clark
Corporations Division
IDAHO SECRETARY OF STATE'S OFFICE

Dear Ms. Clark:

We understand you have received an *Application for Certificate of Authority* from Breyer & Aguggia in Washington, DC under the corporate name of FirstBank Corp. The application indicates the purpose they propose to pursue in the transaction of business in Idaho is "to act as the holding company for a financial institution." Our department has no objection to this filing.

If you have any questions, please contact our office.

Sincerely,


GAVIN M. GEE
Director of Finance

GMG/ngp.

Banks and S&L's (208) 332-8005
Credit Unions (208) 332-8003
Finance/Mortgage Co's (208) 332-8002
Collection Agencies (208) 332-8002

PHONE: (208) 332-8000
FAX: (208) 332-8098
SECURITIES FAX: (208) 332-8099
EQUAL OPPORTUNITY EMPLOYER

Securities (208) 332-8004
Money Transmitters (208) 332-8003
Legal (208) 332-8000
Supporting Services (208) 332-8001