

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**IDAHO BANKERS ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **fifth** day of **June** A.D., One Thousand Nine Hundred **seventy-four** and will be duly recorded on ~~Film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **June**, A.D., 1974 .

Pete T. Cenarrusa  
Secretary of State.

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Corporation Clerk.

ARTICLES OF INCORPORATION  
of  
IDAHO BANKERS ASSOCIATION, INC.

ARTICLE I

Name. The name of this Corporation is:  
IDAHO BANKERS ASSOCIATION, INC.

ARTICLE II

Period of Duration. The duration of the Corporation is to be perpetual.

ARTICLE III

Purposes. The Corporation is organized for the following purposes:  
To promote the general welfare and usefulness of banks and banking industries and to obtain cooperation and unanimity of action in matters of mutual concern; to assist in the agricultural, financial, business and general development, welfare and prosperity of the people, communities, and interests of the State of Idaho; the attainment of the practical benefits to be derived from personal acquaintance and cooperative discussion of subjects of importance to the banking and commercial interests of the State; and to obtain the proper consideration of questions regarding the financial and commercial usages, customs and laws that affect the banking interests of the State of Idaho; to render such assistance as is possible in the protection of members against losses by crime.

ARTICLE IV

Not Organized for Pecuniary Gain. The Corporation is a non-profit corporation and is organized pursuant to Title 30, Section 117-A, of the general

laws of the State of Idaho, and no part of the income or profit of the corporation shall inure to the benefit of its members, directors, officers, or any individual and no individual member, director, or officer of the corporation shall receive any pecuniary profit of any kind therefrom, except that they may receive reasonable compensation for services rendered to the corporation. In the event of the dissolution of the corporation, whether voluntary or involuntary, all of the assets of the corporation, of whatever character, and wherever situated, remaining after the payment of all obligations of the corporation in the manner provided by law, shall be paid to the American Bankers Association to be used by such association in the furtherance of its objectives or purposes, provided such association is then in existence and qualifies as a tax-exempt organization under §501(C)(6) of the Internal Revenue Code and Acts amendatory thereto. In the event, at the time of dissolution of this corporation said American Bankers Association does not qualify to receive the funds as set forth herein, the remaining assets shall be distributed in accordance with the Internal Revenue Code for tax-exempt organizations organized pursuant to these Articles of Incorporation as determined by the members of this corporation at the time of dissolution.

## ARTICLE V

Membership. The membership of the corporation shall consist of three classes: Active members, Associate members and Special members.

Section 1. Active Members. Active members shall consist of any bank, trust company or banking firm doing business within the State of Idaho, which shall pay such annual dues and assessments as may be provided for by the Executive Council, as prescribed by the By-Laws.

Section 2. Associate Members. Associate members shall consist of any bank, trust company or banking firm doing banking business, whose principal office is located outside the State of Idaho and which pays its annual dues as may be provided for by the Executive Council, as prescribed by the By-Laws.

Section 3. Special Members. Special members shall consist of representatives of commercial paper, brokers, bond dealers, surety companies, bank suppliers and institutions having like relationship to the banking business, and may become special members under the same provisions as prescribed for associate members.

Section 4. Bank Branches. Each individual branch of a banking organization in the State of Idaho shall have the same rights to become a member of the Association as any bank doing business in the State of Idaho, upon the same basis, and shall have the same rights, duties and privileges as any other member of the Association.

Section 5. Membership Rights. Each active member shall be entitled to representation at the annual convention of the Corporation by a delegate, or in person, and shall be entitled to one vote. Associate members and special members shall not be entitled to vote upon any matter coming before the convention, and shall not be able to hold office in the Corporation.

Section 6. Corporation Powers. The Corporation shall not be authorized or empowered to issue capital stock, but shall issue certificates of membership to each member.

ARTICLE VI

By-Laws. The provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws.

ARTICLE VII

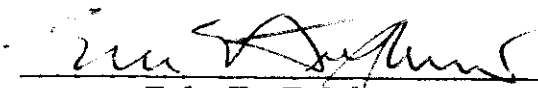
Registered Office and Information on the Incorporators.

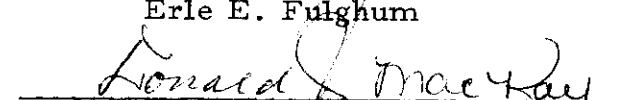
Section 1. Registered Office. The registered office in the State of Idaho of the Corporation has the post office address of P.O. Box 638, Boise, Idaho 83701, and the initial registered agent is Charles S. Leavitt.

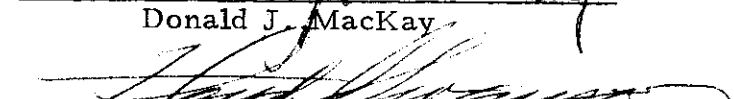
Section 2. Information on the Incorporators. The names and post office addresses of each of the incorporators are as follows:

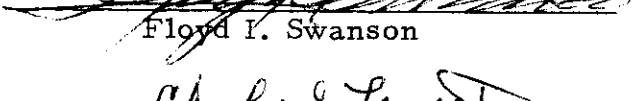
<u>Name</u>	<u>Address</u>
Erle E. Fulghum	P.O. Box 5757 - Boise, Idaho 83705
Donald J. MacKay	P.O. Box 69 - Idaho Falls, Idaho 83401
Floyd I. Swanson	P.O. Box 310 - Grangeville, Idaho 83530
Charles S. Leavitt	P.O. Box 638 - Boise, Idaho 83701

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal this 31st day of May, 1974.

  
Erle E. Fulghum

  
Donald J. MacKay

  
Floyd I. Swanson

  
Charles S. Leavitt

STATE OF IDAHO                    )  
                                      ) ss.  
County of Twin Falls        )

On this 31st day of May, 1974, before me, a Notary Public in and for said State, personally appeared ERLE E. FULGHUM, DONALD J. MAC KAY, FLOYD I. SWANSON, and CHARLES S. LEAVITT, known to me to be the persons whose names are subscribed to the within instrument, 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.

*Jean McCallie*

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Notary Public for the State of Idaho  
Residence: Twin Falls, Idaho

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