

# CERTIFICATE OF AMENDMENT OF ARTICLES 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

## TRI-STATE BANK AND TRUST

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 20th day of May 19<sup>77</sup>, original articles of amendment, as provided by Section 30-146-147-148 Idaho Code Increasing capital stock value

and that the said articles of amendment contain the statement of facts required by law, and are will be recorded on Film-No.miorofilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 20th day of May, A. D., 19 ??

Secretary of State

### PETITION TO AMEND ARTICLES OF INCORPORATION

OF

#### TRI-STATE BANK

TO: Secretary of State Boise, Idaho

and

Director of Finance Boise, Idaho

COMES NOW, ARDEE HELM, Jr., who being duly authorized by the Board of Directors to petition the State of Idaho to amend the Articles of Incorporation of Tri-State Bank, in the following particulars:

It is hereby proposed that the name of the corporation shall be changed from Tri-State Bank to Tri-State Bank and Trust.

It is further proposed that the authorized capital of said corporation shall be \$200,000.00, divided into 16,000 shares with a par value of \$12.50 per share.

DATED this (th day of May, 1977.

484 Washington

Montpelier, Idaho 83254

STATE OF IDAHO County of Bear Lake )

On this 6 day of May, 1977, personally appeared ARDEE HELM, Jr., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Notary Public for Idaho Residing at Sharon, Idaho

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve the filing of the attached amendments to the Articles of Incorporation of Tri-State Bank & Trust, Montpelier, Idaho, dated May 6, 1977.

Dated this 17th day of May, 1977.

McEL DOWNEY Director of Finance

#### PETITION TO AMEND ARTICLES OF INCORPORATION

 $\mathbf{OF}$ 

#### TRI-STATE BANK

TO: SECRETARY OF STATE

Boise, Idaho

and

Director of Finance Boise, Idaho

WHEREAS, the Notice of Annual Meeting and Proxy Statement was duly mailed to all the shareholders of Tri-State Bank thirty (30) days prior to said meeting, a copy of said notice and statement is attached hereto.

NOW, THEREFORE, We, W. G. CANDLAND, as President, and A. Clair Barrett, as Secretary, of Tri-State Bank do hereby certify that the following resolutions were duly adopted by the shareholders of the meeting of January 27, 1977, to-wit:

RESOLVED, that the name of the corporation shall be changed from Tri-State Bank to Tri-State Bank and Trust.

RESOLVED, that the authorized capital of said corporation shall be \$200,000.00, divided into 16,000 shares with a par value of \$12.50 per share.

We further certify that these Resolutions were duly made and adopted by the unanimous votes of two-thirds of the shareholders of Tri-State Bank.

TRI-STATE BANK

President

ATTEST:

Secretary

STATE OF IDAHO

ss.

County of Bear Lake

On this /2 day of May, 1977, before me, a Notary Public in and for said State, personally appeared W. G. CANDLAND and A. CLAIR BARRETT, known to me to be the President and Secretary of said corporation, and that they executed the foregoing instrument on behalf of Tri-State Bank.

WITNESS my hand and official seal.

Notary Public for Idaho Residing at: Montpelier

#### NOTICE OF ANNUAL MEETING

AND

#### PROXY STATEMENT

OF

#### TRI-STATE BANK AND TRUST

The annual meeting of shareholders of Tri-State Bank and Trust will be held at the First Ward Chapel, Montpelier, Idaho on January 27, 1977, at 7:30 o'clock P.M.

At the annual meeting only such persons will be entitled to vote as appear shareholders on the books of the corporation, twenty days prior to the date of this notice.

The number of shares of common stock outstanding and entitled to vote at the annual shareholders meeting is 10,000.

#### BUSINESS

- 1. Receive and consider the financial statements and the reports of the Directors for the year 1976.
- 2. Elect Directors for the issuing year and set the number of Directors at six. The following nominations for Directors have been made prior to the meeting according to the procedures set forth in the by-laws of the corporation, and the nominees are:

#### Name:

A. Clair Barrett
E. C. Janson
K. V. Hansen
Eugene B. Stucki
W. G. Candland
Donald E. Kunz

## Occupation or Employment

Retired Insurance Man
Retired Grocer
Pres., Hansen Chev. Co; Rancher
Dairyman
Pres., Tri State Bank & Trust
Building Contractor

- 3. Amend the Articles of Incorporation by changing the  $\sqrt{\phantom{a}}$  name from Tri-State Bank to Tri-State Bank and Trust.
- 4. Amend the Articles of Incorporation by increasing the total authorized capital of said corporation by 6,000 shares with par value of \$12.50 per share. The present authorized capital of said corporation is 10,000 shares with par value of \$12.50 per share.

- (a) 5,000 shares of new stock will be offered on a prorata basis pursuant to warrants or rights wherein the present stockholders will be entitled to purchase one share of new stock at \$45.00 per share for each two shares owned by the stockholder at the time of the offer. Offer is not subject to purchase of fractional shares.
- (b) 1,000 shares of the new stock issue will be offered to the employees of the corporation, under the following contingencies and terms:
  - (1) At the time of the first offering to employees, the employee must have been an employee for one full year as of that date.
  - (2) Employees meeting the qualification may purchase twenty shares of stock at \$45.00 per share, and two shares for every additional year of employment with the corporation.
  - (3) Each year thereafter the employee completing a full year may purchase two shares of stock. New employees upon completion of one full year with the corporation may purchase twenty shares of stock. The price for each share will be computed by taking the difference between the book value of the corporation stock on December 31, 1977 and \$45.00 per share. This difference shall then be subtracted from the book value of the corporation stock at the time the employee made said purchase under this plan.
  - (4) Said offer is not subject to purchase of fractional shares.
- 5. Amend the by-laws of the corporation by deleting the present Section 1 of Article II, and substituting in lieu thereof, the following:

The annual meeting of the shareholders of the corporation shal be determined by the Directors of the corporation. The date set by the Directors shall conform to Idaho law.

6. Transact such other business as may properly come before the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

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DATED:	*					
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