



## Department of State.

### 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*77*, 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.~~ *microfilm* 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*77*.

Secretary of State



**TO:** SECRETARY OF STATE                  and                  Director of Finance  
Boise, Idaho    Boise, Idaho

Samuel O. Peterson  
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:

<u>Name:</u>	<u>Occupation or Employment</u>
A. Clair Barrett	Retired Insurance Man
E. C. Janson	Retired Grocer
K. V. Hansen	Pres., Hansen Chev. Co; Rancher
Eugene B. Stucki	Dairyman
W. G. Candland	Pres., Tri State Bank & Trust
Donald E. Kunz	Building Contractor

3. Amend the Articles of Incorporation by changing the name from Tri-State Bank to Tri-State Bank and Trust. ✓ Y2

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. ✓ 2/4

(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 shall 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

\_\_\_\_\_  
President

DATED: \_\_\_\_\_