



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

AMERICAN BANK OF COMMERCE

was filed in the office of the Secretary of State on the 24th day of May A.D., One Thousand Nine Hundred seventy-six and ~~will be~~ ~~recorded on Film No.~~ ~~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 24th day of May, A.D., 19 76 .

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

APPROVED: May 14, 1976

RECEIVED

MAY 14 1976

DEPT. OF FINANCE
STATE OF IDAHO

MAY 18 9 05 AM '76

TOM D. McELDOWNEY
Director of Finance

ARTICLES OF INCORPORATION

OF

AMERICAN BANK OF COMMERCE

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MAY 24 AM 10 40
SECRETARY OF
STATE

WE, THE UNDERSIGNED, being five natural persons of full age and legally competent to enter into contracts, all of whom are citizens of the United States of America, and residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

AMERICAN BANK OF COMMERCE

ARTICLE II - REGISTERED OFFICE

The location and post office address of the initial registered office of this corporation within the State of Idaho is: 6850 Fairview Avenue, Boise, Idaho 83704.

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are:

1. To generally engage in the banking business, including all of the business of a commercial bank, savings bank, and trust company, as the same are presently defined in Title 26, Chapter 1, Idaho Code, or as the same may hereafter be amended, together with such other business activities in connection therewith or incidental thereto as may be lawful and authorized by law for banks, including, but not limited to, all activities authorized by regulation of the department of finance of the State of Idaho pursuant to Section 26-1202A, Idaho Code, or otherwise.

2. To enter into such contracts, incur such obligations, and generally do and perform any and all acts and things whatsoever as may be necessary or appropriate in order to take advantage of all rights, privileges, and benefits available under the Federal Deposit Insurance Act, as the same now exists or may hereafter be amended, or of any other act or resolution of congress adopted to aid, regulate, or safeguard banking institutions and their depositors, and to subscribe for and acquire any stock, debentures, bonds or other types of securities of the Federal Deposit Insurance Corporation and to comply with the lawful regulations and requirements from time to time issued or made by said corporation;

3. To apply for, obtain, and hold a license as a resident insurance agent or insurance broker, and to engage in the business of sale of insurance as authorized or permitted by law to parties so licensed; and

4. To exercise all of the powers, and do all of the acts and things permitted to general business corporations for profit, to the maximum extent permitted or authorized by the general corporation and banking laws of the State of Idaho now in effect, or as the same may be hereafter amended from time to time.

ARTICLE IV - DURATION

The duration of this corporation is perpetual.

ARTICLE V - CAPITAL STOCK

1. The authorized capital of this corporation shall be ONE MILLION DOLLARS (\$1,000,000.00), divided into one hundred thousand (100,000) shares of capital stock, to be known as common stock, at Ten Dollars (\$10.00) par value per share.

2. No original subscription for the capital stock of this corporation shall be accepted unless the subscriber also subscribes and actually pays in cash, or property approved by the director of the department of finance of the State of Idaho, at the time of payment for said subscription, an additional amount equal to twenty percent (20%) of the amount of said subscription, for the purpose of constituting a surplus fund for this corporation, making a total surplus of TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) when all of the capital stock has been so subscribed, and in addition each such subscriber must pay a further amount, to be determined by the Board of Directors, but not less than ten per cent (10%) of the amount of such subscription, for the purpose of constituting undivided profits for this corporation, said undivided profits to be used for the purposes authorized by law.

3. All shares of capital stock shall have full voting rights and shall be equal to one another with respect to voting rights.

4. Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

5. No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or securities convertible into stock of the corporation.

6. Shares of the corporation's stock shall be non-assessable, except for assessments required by the Department of Finance of the State of Idaho in event of impairment of capital, which may be levied pursuant to Section 26-813, Idaho Code.

7. This corporation shall not commence business, except such as shall be incidental to its organization, until its entire capital stock has been subscribed and paid for (including payment for surplus and undivided profits, as hereinabove provided) in cash or property approved by the director of the department of finance of the State of Idaho.

8. No person shall be entitled to subscribe for any part of the capital stock of this corporation unless said person meets all of the qualifications for a subscriber pursuant to the requirements of Title 26, Idaho Code.

ARTICLE VI - BOARD OF DIRECTORS

1. The number of directors of this corporation shall be determined at each meeting of Shareholders at which Directors are elected, but shall be not less than seven (7). At least a simple majority of members of the Board of Directors must be residents of the State of Idaho.

2. The entire Board of Directors shall be elected by the shareholders at each regular stated annual meeting of shareholders. Election of directors must be by cumulative voting, and "staggered terms" whereby all directors are not elected each year, shall not be permitted.

3. No person shall be eligible to serve as a director of this corporation unless such person shall be the owner in his or her own right of unencumbered stock of this corporation in the amount of at least \$500.00 par value.

4. The Board of Directors of this corporation is empowered and authorized to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration (not less than the par value thereof, plus the amounts required for surplus and undivided profits pursuant to Article V above) as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

ARTICLE VII - OFFICERS

The officers of this corporation shall be a Chairman of the Board, President, one or more Vice-Presidents, a Secretary, a Cashier, and such other officers and assistant officers as may from time to time be designated by the Board of Directors. Except for the office of President, more than one office may be held by the same person. The duties and authority of the officers shall be as provided by law and as prescribed by the Board of Directors and the By-laws of the corporation.

ARTICLE VIII - BY-LAWS

By-laws of this corporation shall be adopted within one (1) month after the filing of its articles of incorporation, and may thereafter be repealed or amended, and new By-laws adopted, in the manner provided by law; provided, however, only the shareholders may adopt, repeal, or amend the By-laws of this corporation.

ARTICLE IX - MEETINGS OF SHAREHOLDERS

The annual meeting of the shareholders of the corporation must be held at the office of the corporation at its principal place of business within this state, and shall be held each year in the month of January. The date of the annual meeting in the month of January shall be fixed in the By-laws of the corporation.

ARTICLE X - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any annual or special meeting of the shareholders called for such purpose, in the manner provided by the corporation and banking laws of the State of Idaho; PROVIDED, however, no amendment shall be permitted which would operate to reduce the capital or capital stock of this corporation below the minimum specified by law, and no amendment shall be adopted unless the same shall have first been submitted to and approved as to form and contents by, the director of the department of finance of the State of Idaho.

ARTICLE XI - INCORPORATORS

The names and post office addresses of each of the incorporators, and the number of shares for which each subscribes, are:

<u>Name and Address</u>	<u>No. Shares Subscribed</u>
Loren D. Blickenstaff 3609 Trail Circle, Boise, Idaho	3,825
Jerry L. Caven 4646 Hillcrest View, Boise, Idaho	15,300
Dallas H. Harris 6303 Barber Road, Boise, Idaho	5,800
Duane H. Stueckle 200 Parkway, Boise, Idaho	3,825
William T. Speer, Jr. 2422 Boise Avenue, Boise, Idaho	7,650

IN WITNESS WHEREOF, the undersigned incorporators
have set their hands this 12th day of January, 1976.

Dallas H. Harris
Loren D. Blickenstaff
Jerry Caven
Duane H. Stueckle
William T. Speer, Jr.

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 12th day of January, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared LOREN D. BLICKENSTAFF, JERRY L. CAVEN, DALLAS H. HARRIS, DUANE H. STUECKLE, and WILLIAM T. SPEER, JR., 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.

Kathy Parsons
Notary Public for Idaho
Residing at Boise, Idaho

APPROVED AS TO FORM AND CONTENTS:

DEPARTMENT OF FINANCE
STATE OF IDAHO

By [Signature]
Title MAY 14 1976