

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

THE BANK OF COMMERCE

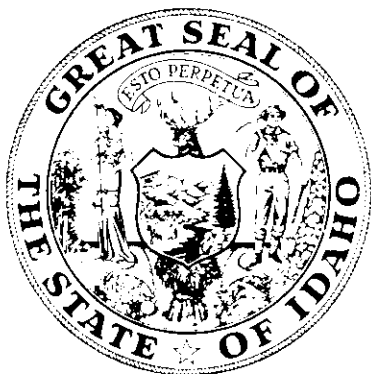
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

THE BANK OF COMMERCE

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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ May 9 \_\_\_\_\_, 19 91 \_\_\_\_\_



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE BANK OF COMMERCE

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I  
AMENDMENTS

The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on January 29, 1991 in the manner proscribed by the Idaho Business Corporation Act:

Article VII of the Articles of Incorporation was amended to add a Section 7B which reads as follows:

ARTICLE VII

Directors

- B. As provided in Section 30-1-54 of the Business Corporation Act of the State of Idaho, the personal liability of any director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated, providing that such provision shall not eliminate or limit the liability of a director:

- (a) For any breach of the director's duty of loyalty to the corporation or its stockholders.
- (b) For acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law.
- (c) For acts as specified for under Section 30-1-48, Idaho Code.
- (d) For any transaction from which the director derived an improper personal benefit.
- (e) As provided in Section 26-213(5) for any director who shall participate in any violation of the laws of this state relative to banks or banking who shall be liable for all damages which said bank, its stockholders, depositors, or creditors shall sustain in consequence of such violation.
- (f) It shall be the duty of every director of a bank personally to attend all meetings of the Board of Directors unless unavoidably detained therefrom. Any director who shall habitually absent himself from such meetings shall be deemed to have participated in any violation of law that may have occurred in his absence, and he shall not be permitted to set up such absence as a defense thereto.

## ARTICLE II

### SHARES OUTSTANDING AND VOTING

The number of shares of the corporation at the time of such adoption was 60,000 shares, and the number of shares entitled to vote thereon was 60,000 shares. All of such

shares were of one class, and all of such shares were common capital stock with voting rights. The number of shares represented and voting at such meeting was 58,800.

### ARTICLE III

#### VOTE

The number of shares voting for such amendment was 58,800, and the number of shares voting against such amendment was none.

### ARTICLE IV

#### EFFECT ON CAPITAL STOCK

The manner in which said amendment effects a change in the amount of stated capital and the amount of stated capital has changed by such amendment are as follows: None.

IN WITNESS WHEREOF, the undersigned corporation, The Bank of Commerce, by a duly authorized resolution, of its Board of Directors and by its Stockholders, does hereby cause these Articles of Amendment to be executed this 29th day of January, 1991.

THE BANK OF COMMERCE

By: 

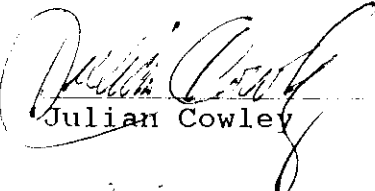
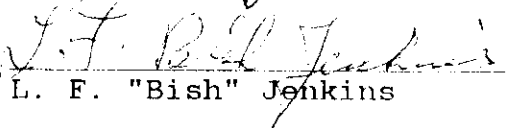
Its President

By: 

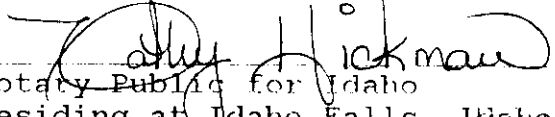
Its Secretary

STATE OF IDAHO                    )  
                                      )ss.  
County of Bonneville        )

I, Julian Cowley and L. F. "Bish" Jenkins, being first duly sworn, severally, declare that they are the persons who signed the foregoing document, as President and Secretary, respectively, of The Bank of Commerce, and that the statements therein contained are true.

  
Julian Cowley  
  
L. F. "Bish" Jenkins

SUBSCRIBED AND SWORN to before me this 29th day of  
January, 1991.

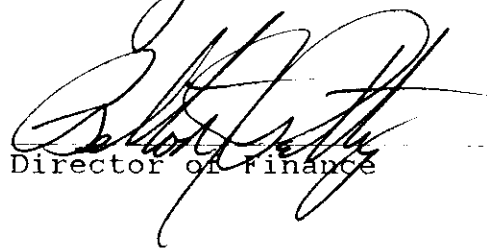
  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 10/23/94

CERTIFICATE OF APPROVAL

Secretary of State  
State of Idaho  
Statehouse  
Boise, Idaho 83720

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Articles of Amendment to the Articles of Incorporation of The Bank of Commerce, Idaho Falls, Idaho, dated January 29, 1991.

DATED this 8<sup>TH</sup> day of May, 1991.

  
Director of Finance

260.1A/WJAD/kt