

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

AMERICAN BANK OF COMMERCE

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **25th** day of **April** 19 **78**, original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, Amending Sections 1, 2 and 9 of Article V, including the increase of authorized capital stock to \$1,050,000.00

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~film~~ **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 **25th** day of **April**, A. D., 1978 .

Secretary of State

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

We, William T. Speer, Jr., and Bobette A. Chapman, do hereby certify that we are, and at all time hereinafter mentioned were, the duly elected and acting President and Secretary, respectively, of American Bank of Commerce, a corporation organized and existing under the laws of the State of Idaho with its principal offices at Boise, Idaho.

We further certify that on the 22nd day of January, 1977, at 11:00 a.m., the annual meeting of shareholders of said corporation was held at the Assembly Hall, Church of Christ, 2000 Eldorado, Boise, Idaho, pursuant to notice duly mailed to all shareholders according to the laws of the State of Idaho; that at such annual meeting of the shareholders of said corporation, the following amendment of Article V of the Articles of Incorporation of American Bank of Commerce was unanimously adopted by a vote of more than two-thirds of all issued and outstanding shares of said corporation:

Be it resolved that Sections 1 and 2 of Article V of the Articles of Incorporation of American Bank of Commerce be, and the same hereby are, amended to read as follows:

"1. The authorized capital of this corporation shall be ONE MILLION FIFTY THOUSAND DOLLARS (\$1,050,000.00), divided into one hundred five thousand (105,000) 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 per cent (20%) of the amount of said subscription, for the purpose of constituting a surplus fund for the corporation, making a total surplus of TWO HUNDRED TEN THOUSAND DOLLARS (\$210,000.00) 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."

We further certify that on the 20th day of January, 1978, at 10:30 a.m., the annual meeting of shareholders of said corporation was held at the American Bank of Commerce, 6850 Fairview Avenue, Boise, Idaho, pursuant to notice duly mailed to all shareholders according to the laws of the State of Idaho; that at such annual meeting of the shareholders of said corporation, the following amendment of Article V of the Articles of Incorporation of American Bank of Commerce was unanimously adopted by a vote of more than two-thirds of all issued and outstanding shares of said corporation:

Be it resolved, that Article V of the Articles of Incorporation of American Bank of Commerce be amended to add a new section thereto, said new section to be designated as Section 9, to read as follows:

"9. The following restrictions are imposed with respect to ownership and voting of shares of the common stock of this corporation:

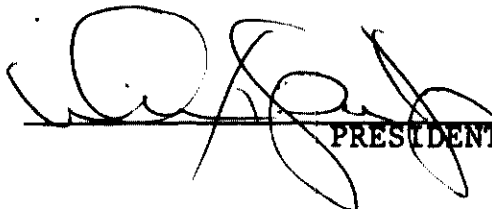
a. No person or entity shall beneficially own more than twenty per cent (20%) of the total number of issued and outstanding shares of common stock of the corporation. Should any other class of stock be hereafter authorized, no person or entity shall beneficially own more than twenty per cent (20%) of the total number of issued and outstanding shares of any class of stock of the corporation. A person or entity shall be regarded as the beneficial owner of shares of stock held in the name of another person or entity, if by reason of any contract, understanding, relationship, agreement, or other arrangement, such person or entity obtains therefrom benefits substantially equivalent to ownership. For purposes of this Section 9, "beneficial ownership" of shares shall be determined as of any given time in the same

manner as "beneficial ownership" of securities is determined at such time for reporting purposes under the Securities Exchange Act of 1934, as amended, and the rules and regulations of the United States Securities and Exchange Commission promulgated thereunder as shall be in force and effect at such time. No shareholder shall however, be required to divest himself, herself, or itself of any shares by reason of changes in law, regulations, or other eventualities occurring after the date of acquisition of such shares, if at the time such shares were originally acquired by such shareholder, the number of shares of stock beneficially owned by such shareholder, after such acquisition, was in compliance with this Section.

b. This corporation shall refuse to transfer on its books and into the name of any person or entity any shares of this corporation's stock presented for transfer to such person or entity if, by reason of such transfer, the transferee thereof would be in violation of the requirements of subparagraph "a" of this Section 9.

c. No person or entity shall be permitted to act as proxy with respect to any shares of this corporation's stock owned by others, if the aggregate of the number of shares beneficially owned by such person or entity, and the number of other shares for whom such person or entity is acting as proxy, shall amount to more than twenty per cent (20%) of the total number of issued and outstanding shares of any class of the corporation's stock at such time; PROVIDED, HOWEVER, this subparagraph shall not be applicable to proxies held by a proxy designated by the Board of Directors in connection with shareholder meetings at which no election contest is reasonably anticipated and with respect to which there were no opposing general proxy solicitations."

IN WITNESS WHEREOF, the said officers of American Bank of Commerce have caused these Articles of Amendment to be executed and verified under oath, and have affixed the corporate seal of said corporation hereunto, this 8th day of March, 1978.



PRESIDENT

ATTEST:



SECRETARY

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 1st day of March, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM T. SPEER AND BOBETTE A. CHAPMAN, known to me to be the President and Secretary, respectively, of the corporation which executed the foregoing instrument, and acknowledged to me that such corporation executed the same.

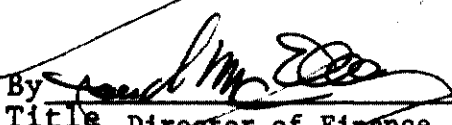
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho

APPROVED AS TO FORM AND CONTENTS:

DEPARTMENT OF FINANCE
STATE OF IDAHO

By 

Title Director of Finance
Tom D. McElDowney

DATE: April 25, 1978