

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
FIRSTBANK NW CORP.**

File Number C 138637

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: April 19, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Tenenby*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: FirstBank NW Corp.
2. The name which it shall use in Idaho is: FirstBank NW Corp.
3. It is incorporated under the laws of: Washington
4. Its date of incorporation is: AUGUST 20, 1999
5. The address of its principal office is: 920 Main Street
Lewiston, ID 83501
6. The address to which correspondence should be addressed, if different from item 5, is:
P. O. Box 996, Lewiston, ID 83501
7. The street address of its registered office in Idaho is: 920 Main Street, Lewiston, ID 83501
_____, and its registered agent in Idaho at that address is: Clyde E. Conklin
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Clyde E. Conklin</u>	<u>Pres/CEO/Director</u>	<u>920 Main Street, Lewiston, ID</u>
<u>Larry K. Moxley</u>	<u>Sec/CFO/Director</u>	<u>920 Main Street, Lewiston, ID</u>
<u>Steve R. Cox</u>	<u>Director</u>	<u>2307 14th Street, Lewiston, ID</u>
<u>Robert S. Coleman</u>	<u>Director</u>	<u>714 Burrell, Lewiston, ID</u>
<u>W. Dean Jurgens</u>	<u>Director</u>	<u>P. O. Box 574, Lewiston, ID</u>
<u>James N. Marker</u>	<u>Director</u>	<u>311 Stewart Drive, Lewiston, ID</u>
<u>William J. Larson</u>	<u>Director</u>	<u>586 Silcott Rd, Clarkston, WA</u>

Dated: April 9, 2001

Signature: *Clyde E. Conklin*

Typed Name: Clyde E. Conklin

Capacity: President & CEO

Customer Acct# IDAHO SECRETARY OF STATE

(if using a void account)

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SECRETARY OF STATE
STATE OF IDAHO

SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

FIRSTBANK NW CORP.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on August 20, 1999.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: April 18, 2001

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

DIRK KEMPTHORNE
GOVERNOR



01 APR 18 PM 3:31

GAVIN M. GEE
DIRECTOR

STATE OF IDAHO SECRETARY OF STATE
DEPARTMENT OF FINANCE STATE OF IDAHO
700 W. STATE STREET, 2ND FLOOR
P. O. BOX 83720
BOISE ID 83720-0031
www.state.id.us/finance/dof.htm

CERTIFICATE OF APPROVAL

Secretary of State
State of Idaho
Statehouse
Boise, Idaho

This is to certify that I, the undersigned, Director of Finance, State of Idaho, do hereby approve for filing the attached Application for Certificate of Authority by FirstBank NW Corp. dated the 9th day of April, 2001.

DATED This 18th day of April, 2001.

A handwritten signature of Gavin M. Gee in black ink.

Gavin M. Gee
Director of Finance

Banks & Savings Banks (208) 332-8005
Credit Unions (208) 332-8003
Securities (208) 332-8004
Money Transmitters (208) 332-8004

PHONE: (208) 332-8000
FAX: (208) 332-8098
Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8099

EQUAL OPPORTUNITY EMPLOYER

Supporting Services (208) 332-8001
Mortgage Companies (208) 332-8002
Finance Companies (208) 332-8002
Collection Agencies (208) 332-8002