

ARTICLES OF MERGER  
MERGING  
UNITED HERITAGE FINANCIAL SERVICES, INC.  
INTO  
UNITED HERITAGE FINANCIAL GROUP, INC.

07 MAY 16 PM 3:42  
SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

**FIRST:** The name and jurisdiction of the surviving corporation ("Surviving Corporation") in the merger is:

UNITED HERITAGE FINANCIAL GROUP, INC., an  
Idaho Corporation, File No. C103328

**SECOND:** The name and jurisdiction of the merging corporation ("Merging Corporation") in the merger is:

UNITED HERITAGE FINANCIAL SERVICES, INC.,  
an Idaho Corporation, File No. C47074

**THIRD:** The following plan of merger was duly adopted by the Merging Corporation and the Surviving Corporation:

1. Upon the Effective Date of the Merger (as hereinafter defined): a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be an Idaho corporation; b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms; and c) the separate existence of the Merging Corporation shall cease.
2. The "Effective date of the Merger" with respect to the merger contemplated by this Agreement shall be as of May 31, 2007.
3. Upon the Effective date of the Merger, the issued and outstanding shares of capital stock of the Merging Corporation, all of which are held by the Surviving Corporation, shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares shall be void and of no effect, and all issued and outstanding shares of capital stock of the Surviving Corporation shall remain issued and outstanding.
4. The Articles of Incorporation of the Surviving Corporation on the Effective Date of the Merger shall remain the Articles of Incorporation of the Surviving

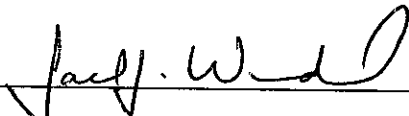
Corporation and the Bylaws of the Surviving Corporation shall remain the Bylaws of the Surviving Corporation.

5. The directors and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain the directors and officers of the Surviving Corporation, each to hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.
6. Upon the Effective Date of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be the property of the Surviving Corporation.

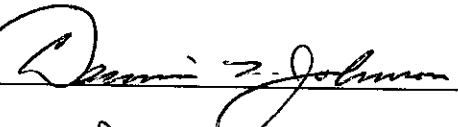
**FOURTH:** The plan of merger described in Article THIRD above was adopted pursuant to the Agreement and Plan of Merger, dated as of May 8, 2007 between the Surviving Corporation and the Merging Corporation (the "Merger Agreement"). The Merger Agreement was duly adopted by the Surviving Corporation and the Merging Corporation in the following manner in accordance with the Idaho Business Corporation Act and such corporations' bylaws and articles of incorporation: (a) the Merger Agreement was approved by resolutions adopted by the boards of directors of the Surviving Corporation and the Merging Corporation; (b) the Merger Agreement was approved by the sole shareholder of the Merging Corporation; and (c) the Merger Agreement was approved by the sole shareholder of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the 14 day of May, 2007 which shall be effective on the Effective date of the Merger.

UNITED HERITAGE FINANCIAL  
SERVICES, INC.

By   
Name Jack T. Winders  
Its President

UNITED HERITAGE FINANCIAL  
GROUP, INC.

By   
Name Dennis E. Johnson  
Its President & CEO