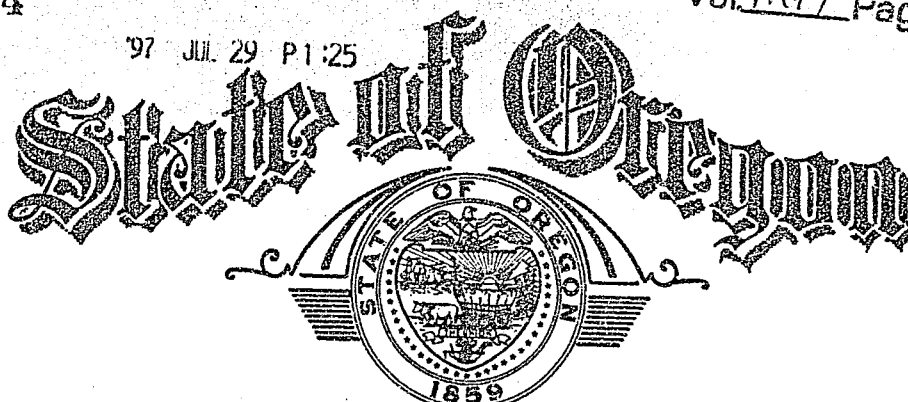


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DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCE AND CORPORATE SECURITIES

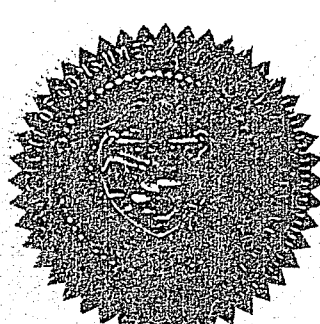
CERTIFICATE OF MERGER

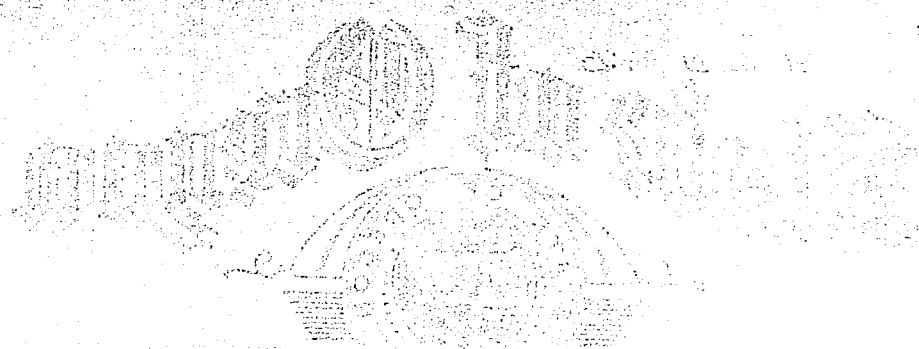
I, Richard M. Nockleby, as Administrator, Division of Finance and Corporate Securities, of the State of Oregon, hereby certify that an Agreement and Plan of Merger, dated May 15, 1997, of PRINEVILLE INTERIM BANK, an Oregon banking corporation located at Prineville, Oregon with and into COMMUNITY FIRST BANK f.k.a. THE PRINEVILLE BANK, an Oregon banking corporation, with its head office at Prineville, Oregon, duly signed and verified pursuant to the provisions of Oregon Revised Statutes, Chapter 711, has been filed in this office together with the documents required under ORS 711.030, and has been found to conform to law.

ACCORDINGLY, the undersigned, as Administrator, Division of Finance and Corporate Securities, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of PRINEVILLE INTERIM BANK, an Oregon banking corporation, with and into COMMUNITY FIRST BANK f.k.a. THE PRINEVILLE BANK, an Oregon banking corporation which is the surviving corporation. Such merger is effective July 17, 1997.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Consumer and Business Services of the State of Oregon this 8th day of July, 1997.

Administrator





STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____ the 29th day
of July A.D., 19 97 at 1:25 o'clock P M., and duly recorded in Vol. M97
of Deeds on Page 24096

FEE \$15.00

Bernetha G. Letsch, County Clerk
By Catherine Muehler

Return: Community First Bank
Corporate Offices
PO Box 447
Prineville, OR 97754

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the seal of the
Department of Consumer and Business
Services of the State of Oregon this 11th day of
July, 1997.

[Signature]
Administrator

