

Attachments

- A. Form of proposed Stock Certificate
- B. Form of proposed Articles of Incorporation of Wal-Mart Bank
- C. Map of Salt Lake City-Ogden Metropolitan Statistical Area
- D. Letter from State Historic Preservation Officer regarding proposed office building

INCORPORATED UNDER THE LAWS OF

Utah

SHARES

No.



Chis Crimies Inc

** Number of Shares **

(NAME)

is the owner of
Shares of the Capital Stock of

Chis Crimies Inc, a corporation organized under the laws of the State of Utah, and the undersigned is duly qualified and authorized to issue this certificate of shares in full payment of the purchase price of the shares herein described.

Witness My Hand and Seal of Office this 1st day of January, 2005.

President

Shares

Each.

No
Par Value

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE. IN EVERY PARTICULAR, WITHOUT ATTENTION OR ENLARGEMENT OR ANY CHANGE, WHATEVER

for Value Received hereby sell, assign and transfer
of the Capital Stock represented by the within
Certificate, and do hereby irrevocably constitute and appoint
to transfer the said Stock in the books of the within named
Corporation with full power of substitution in the premises
dated
in presence of

BIRMINGHAM

FOR

SHARES

OF THE
Capital Stock

WAL-MART BANK

ISSUED TO

[NAME]

DATED

June __, 2005



**ARTICLES OF INCORPORATION
OF
WAL-MART BANK**

The undersigned, Alan Whitchurch, acting as incorporator of a corporation under the Utah Revised Business Corporation Act ("the Act"), adopts the following Articles of Incorporation for such corporation.

ARTICLE I – NAME

The name of the corporation is Wal-Mart Bank.

ARTICLE II – PURPOSES

Section 2.1 Purposes Generally. Except as expressly limited in this article, the corporation is organized to engage in any lawful act or activity for which a corporation may be organized under the Act.

Section 2.2 Prohibited Activities if State Chartered Depository Institution. If the corporation is authorized to engage in business as any class of depository institution by the Utah Department of Financial Institutions, it shall not engage in any act or activity prohibited for an institution of that class by the Utah Financial Institutions Act, Title 7 of the Utah Code, or any successor statute.

Section 2.3 Prohibited Activities if Federally Insured Depository Institution. If the corporation is authorized to take and hold deposits insured by an agency of the federal government, it shall not engage in any act or activity prohibited for an insured institution of its class by Title 12 of the United States Code, or any successor statute.

Section 2.4 FDIC Regulations. Notwithstanding any other provisions contained herein, these Articles are subject to the requirements and limitations set forth in state and federal laws, rules, regulations, or orders regarding indemnification and prepayment of legal expenses, including Section 18(k) of the Federal Deposit Insurance Act and Part 359 of the Rules and Regulations of the Federal Deposit Insurance Corporation or any successor regulation thereto. Further, to the extent that there is any conflict between state and federal law, federal law shall supersede and control.

ARTICLE III – REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 201 South Main Street, Suite 600, Salt Lake City, Utah 84111-2221. The name of the corporation's registered agent at the office is Jerold G. Oldroyd, 201 South Main Street, Suite 600, Salt Lake City, Utah 84111-2221.

ARTICLE IV – STOCK

The corporation is authorized to issue only one class of shares, to be designated common stock. The total number of shares the corporation is authorized to issue is one thousand (1,000) and the par value of each share is one dollar (\$1) per share.

ARTICLE V – DIRECTORS

The number of directors of the corporation shall be fixed in the corporation's bylaws.

ARTICLE VI – BYLAWS

The board of directors of the corporation is expressly authorized to make, amend or repeal bylaws of the corporation, but the shareholders may make additional bylaws and may amend or repeal any bylaw whether adopted by them or otherwise.

ARTICLE VII – LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

Section 7.1 Limitation Generally. Except as provided in this article, to the fullest extent permitted by law, no current or former director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages resulting from any act or failure to act while serving in an official capacity as a director or officer of the corporation.

Section 7.2 Exceptions. The limitation on liability provided in this Article shall not apply to (a) conduct for which liability may not be limited under a law, rule, or regulation applicable at the time such conduct occurred; (b) the amount of any financial benefit the recipient is not entitled to receive; (c) a violation of Section 16-10a-842 of the Utah Revised Business Corporation Act or any successor statute relating to improper distributions to shareholders; (d) conduct the director or officer did not believe in good faith to be in or not opposed to the best interests of the corporation and its shareholders at the time the conduct occurred; (e) conduct the director or officer knew was unlawful; (f) a claim by the corporation for subrogation; and (g) a payment to a third party to settle a claim or satisfy, in whole or in part, a judgment resulting from conduct of a director or officer that was not within that director's or officer's official capacity.

Section 7.3 Effect of Amendment or Repeal. No amendment or repeal of this Article VII, nor the adoption of any provision in these Articles of Incorporation inconsistent with this article, shall eliminate or diminish the effect of this article with regard to any conduct occurring, or any cause of action, suit or claim which, but for this article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, FIDUCIARIES AND AGENTS**

Section 8.1 Indemnification to be Provided. The board of directors shall adopt bylaws providing for (a) indemnification of the corporation's former and current directors and officers, and each employee, representative or agent the corporation expressly chooses to indemnify, including any such person who may have served at the request of the corporation as a director, officer, trustee or agent of another corporation, partnership, limited liability company, limited liability partnership, trust, employee benefit plan, or other legal entity in which it owns an interest or of which it is a trustee, creditor or employer participant, and their heirs, administrators, successors and assigns, from and against any claim based upon any actual or alleged act or failure to act by such person in his or her official capacity as a director, officer, employee, representative, or agent of the corporation, and (b) periodic payment of costs and expenses necessarily and actually incurred in responding to any such claim. Costs and expenses shall include, without limitation, attorney's fees, expert witness fees, amounts paid in settlement before or after suit is commenced if such settlement is approved by the board of directors or the shareholders of the corporation, amounts paid upon judgments, penalties and fines.

Section 8.2 Exceptions. No indemnification shall be provided under this article, or any bylaw adopted pursuant to it, unless the director, officer, employee, fiduciary or agent acted in good faith and believed his or her conduct was in or not opposed to the best interests of the corporation and its shareholders, and did not engage in conduct that the person knew was unlawful.

Section 8.3 Effect of Amendment or Repeal. No amendment or repeal of this article, or the adoption of a provision in these Articles of Incorporation inconsistent with this article or any bylaw adopted pursuant to it, shall eliminate or diminish any right to be indemnified and held harmless with regard to any conduct occurring, or any cause of action, suit or claim, that arose or could be claimed, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 8.4 Other Coverage and Recovery of Costs. No indemnification shall be provided pursuant to this article to the extent any covered costs, expenses, payments in settlement of a claim, and liability, if any, are separately covered and actually paid by insurance, bond, surety or other contractual obligation of another party to pay such amounts, or recovered by judgment or other award of a court, or by settlement. If separate coverage is claimed but disputed in whole or in part, the corporation may indemnify the person under a reservation of rights if the corporation is entitled to recover all amounts it has paid that are separately covered, or paid by another party in settlement of a claim of separate coverage, or otherwise recovered by the person indemnified.

Section 8.5 Declaration of Intent. If the corporation is placed into the control of a receiver, conservator, or trustee, it is the corporation's intent that former directors, officers, employees, fiduciaries and agents shall continue to be indemnified and held harmless, as

provided in bylaws adopted in accordance with this Article, to the extent permitted by applicable laws, rules and regulations.

Section 8.6 Rights Not Exclusive. The right to indemnification and advancement of expenses provided by or granted pursuant to this article shall not be exclusive of any other rights to which any director, officer, employee, representative, or agent may be entitled under any articles of incorporation, bylaws, resolution, agreement or otherwise.

ARTICLE IX – ELECTION OF DIRECTORS

Election of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

ARTICLE X – DURATION

The corporation shall have perpetual existence.

ARTICLE XI – INCORPORATOR

The name and address of the incorporator is Alan Whitchurch, 201 South Main Street, Suite 600, Salt Lake City, Utah 84111-2221.

DATED this 22nd day of April, 2005.

Alan Whitchurch, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the Utah Revised Business Corporation Act, the undersigned hereby accept appointment as registered agent for Wal-Mart Bank, a Utah corporation.

DATED _____, 2005.

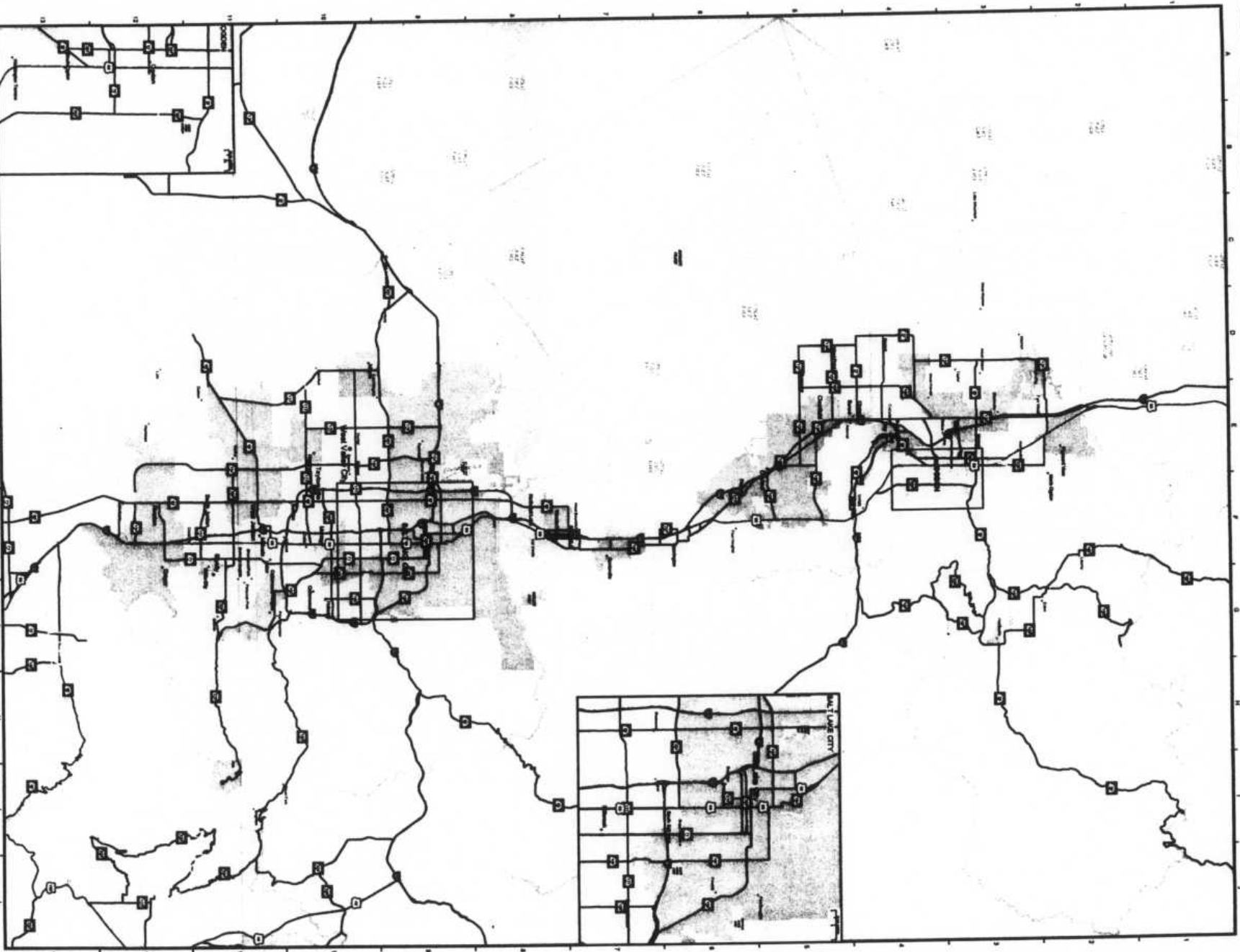
Jerold G. Oldroyd, Initial Registered Agent

SALT LAKE CITY-OGDEN, UT METRO AREA

2003 City Year-Asap



Legend	
	Interstate
	State Road
	County Road
	City Street
	City
	County
	State
	Nation
	Water
	Green
	Brown
	Purple
	Yellow
	Red
	Orange
	Green
	Blue
	Purple
	Yellow
	Red
	Orange



Legend	
	Interstate
	State Road
	County Road
	City Street
	City
	County
	State
	Nation
	Water
	Green
	Brown
	Purple
	Yellow
	Red
	Orange

LAW OFFICES

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

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JEROLD G. OLDROYD
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OLDROYDJ@BALLARDSPAHR.COM

May 31, 2005

BY HAND DELIVERY

Mr. Chris Hansen
Preservation Planner
State of Utah
Department of Community and Economic Development
Utah State Historical Society
300 South Rio Grande Street
Salt Lake City, Utah 84101

Re: HK Tower Building

Dear Mr. Hansen:

The purpose of the letter is to request a written statement indicating if whether leasing office space to a financial institution in the HK Tower Building located at 515 East 100 South, Salt Lake City, Utah will affect any district, site, building, structure or object listed in, or eligible for listing in the National Register of Historic Places. The written statement is needed for purposes of filing an Interagency Charter and Federal Deposit Insurance Application with the Federal Deposit Insurance Corporation.

I appreciate your assistance in this matter. Please telephone me if you have any questions.

Sincerely,


Jerold G. Oldroyd

JGO/dk



State of Utah

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

Department of Community and Culture

YVETTE DONOSSO DIAZ
Executive Director

Division of State History / Utah State Historical Society

PHILIP F. NOTARIANNI
Division Director

June 1, 2005

Jerold G. Oldroyd
Ballard Spahr Andrews & Ingersoll, LLP
One Utah Center, Suite 600
201 South Main
Salt Lake City UT 84111-2221

RE: HK Tower Building - 515 East 100 South, Salt Lake City

In Reply Please Refer to Case No. 05-0682

Dear Mr. Oldroyd:

We concur with a determination of No Historic Properties Affected because the structure was constructed within the last fifty years, and is not eligible to qualify for the National Register of Historic Places under the exception criteria (§36CFR60.4).

This information is provided to assist with Section 106 responsibilities as specified in §36CFR800. If you have questions, please contact me at (801) 533-3561. My email address is: christopherhansen@utah.gov

Sincerely,

Chris Hansen
Preservation Planner

CH:05-0682 OFR/NPA