

Capital Calculations Wal-Mart Bank				
	Start	End of Year 1	End of Year 2	End of Year 3
TIER 1 CAPITAL				
1 Total Equity Capital	12,000,000	13,532,298	18,081,601	25,547,116
2 LESS: Net Unrealized Gain (Loss) on AFS Sec	-	-	-	-
3 LESS: Net Unrealized Gain (Loss) on AFS Equity Sec	-	-	-	-
4 LESS: Accumulated Net Gains (Loss) on Cash Flow Hedges	-	-	-	-
5 LESS: Non Qualifying Perpetual Preferred Stock	-	-	-	-
6 Qualifying Minority Interests in Consolidated Subsidiaries	-	-	-	-
7 LESS: Disallowed Goodwill and Other Intangibles	-	-	-	-
8 Subtotal	12,000,000	13,532,298	18,081,601	25,547,116
9a LESS: Disallowed Servicing Assets and Purchased Credit Card Relationships	-	-	-	-
9b LESS: Disallowed Deferred Tax Assets	-	-	-	-
10 Other Additions to Tier 1 Capital	-	-	-	-
11 Tier 1 Capital	12,000,000	13,532,298	18,081,601	25,547,116
TIER 2 CAPITAL				
12 Qualifying Subordinated Debt and Redeemable Preferred Stock	-	-	-	-
13 Cumulative Perpetual Preferred Stock	-	-	-	-
14 Allowance for Loan and Lease Losses Includable	-	-	-	-
15 Unrealized Gains on AFS Equity Securities	-	-	-	-
16 Other Tier 2 Capital Components	-	-	-	-
17 Tier 2 Capital (Sum of Items 12 through 16)	-	-	-	-
18 Allowable Tier 2 Capital (Lesser of item 11 or 17)	-	-	-	-
19 Tier 3 Capital Allocated for Market Risk	-	-	-	-
20 LESS: Deductions for Total Risk-Based Capital	-	-	-	-
21 Total Risk Based Capital (sum of items 11,18,and 19 less item 20)	12,000,000	13,532,298	18,081,601	25,547,116
TOTAL ASSETS FOR LEVERAGE RATIO				
22 Average Total Assets	-	15,700,881	19,680,783	25,797,616
23 LESS: Disallowed Goodwill and Other Intangibles	-	-	-	-
24 LESS: Disallowed Servicing Assets and Purchased Credit Card Relationships	-	-	-	-
25 LESS: Disallowed Deferred Tax Assets	-	-	-	-
26 LESS: Other Deductions From Assets for Leverage Capital Purposes	-	-	-	-
27 Average Total Assets for Leverage Capital Purposes (items 22 less items 23 through 26)	-	15,700,881	19,680,783	25,797,616
ADJUSTMENTS FOR FINANCIAL SUBSIDIARIES				
28a Adjustments to Tier 1 Capital Reported in item 11	-	-	-	-
28b Adjustments to Total Risk-Based Capital Reported in item 21	-	-	-	-
29 Adjustments to Risk-Weighted Assets Reported in item 62	-	-	-	-
30 Adjustments to Average Total Assets Reported in item 27	-	-	-	-
CAPITAL RATIOS				
31 Tier 1 Leverage Ratio	N/A	86.19%	91.87%	99.03%
32 Tier 1 Risk-Based Capital Ratio	N/A	222.81%	233.03%	244.08%
33 Total Risk-Based Capital Ratio	N/A	222.81%	233.03%	244.08%
62 Total Risk-Weighted Assets	-	6,073,533	7,759,448	10,466,732
Adjustment for Disallowed Loan Loss Reserve	-	-	-	-
Adjusted Risk Weighted Assets	-	6,073,533	7,759,448	10,466,732
Total End of Period Assets	13,000,000	17,301,048	21,888,898	29,394,948
Average Period Assets	13,000,000	15,700,881	19,680,783	25,797,616
Provision for Loan Loss Actual	-	-	-	-
Allowable Loan Loss Reserve	-	75,919	96,993	130,834
	-	(75,919)	(96,993)	(130,834)
Risk Weighted Assets	0%	-	-	-
	20%	9,078,857	11,311,116	15,002,474
	50%	7,928,857	10,161,116	13,852,474
	100%	293,333	416,667	540,000
Total Assets		17,301,048	21,888,898	29,394,948

**ARTICLES OF INCORPORATION
OF
BROADSTREET FINANCIAL CORPORATION**

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 Broadstreet Financial Corporation.

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ARTICLE II – PURPOSES

UT. DIV. of CORP. & COMM. CODE

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.

Date: 04/22/2005

Receipt Number: 1436162

Amount Paid: \$52.00

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 Braodstreet Financial Corporation, a Utah corporation.

DATED 22nd April, 2005.



Jerold G. Oldroyd, Initial Registered Agent



Russell Skousen
Executive Director
Department of Commerce

Jon M. Huntsman, Jr.
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

JEROLD G OLDROYD
BROADSTREET FINANCIAL CORPORATION
201 S MAIN STREET STE 600
SALT LAKE CITY UT 84111-2221



State of Utah
Department of Commerce
Division of Corporations & Commercial Code

CERTIFICATE OF REGISTRATION
CORPORATION - DOMESTIC - PROFIT

This certifies that **BROADSTREET FINANCIAL CORPORATION** has been filed and approved on **4/22/2005** and has been issued the registration number **5890934-0142** in the office of the Division and hereby issues this Certification thereof.

Kathy Berg

KATHY BERG
Division Director

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BROADSTREET FINANCIAL CORPORATION**

Broadstreet Financial Corporation, a Utah corporation, duly organized and existing under the laws of the State of Utah (the "Corporation"), does hereby amend its Articles of Incorporation in accordance with Section 1006 of the Utah Revised Business Corporation Act ("the Act"), as follows:

FIRST. The name of the Corporation prior to the effectiveness of the filing of these Articles of Amendment was "Broadstreet Financial Corporation."

SECOND. Article I of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

ARTICLE I – NAME

The name of the corporation is Wal-Mart Bank.

THIRD. The amendment to the Articles of Incorporation set forth above was adopted by the Board of Directors effective on _____, 2005 in accordance with the requirements of the Act.

FOURTH. No shares have been issued; therefore, no shareholder action is required to amend to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation are hereby executed, effective as of the ____ day of _____, 2005.

BROADSTREET FINANCIAL CORPORATION

Alan Whitchurch, Director

Jane Thompson, Director

Lyndon J. Godfrey, Director

Richard Nelson, Director

David B. Winder, Director