

CERTIFICATE

UNITED STATES OF AMERICA |

STATE OF NEW YORK |

by Michael F. Walsh, Secretary of State and Custodian of the Great Seal Thereof.

It is hereby certified, that Gerald R. Dorman, was, on the day of the date of the annexed certificate Deputy Superintendent of Banks of the State of New York, and duly authorized to grant the same; that the same is in due form and executed by the proper officer; that the seal affixed to said certificate is the seal of the Banking Department of the State of New York; that the signature thereto of the said Deputy Superintendent of Banks is in his proper handwriting and is genuine; and that full faith and credit may and ought to be given to his official acts.



In Testimony whereof, the Great Seal of the State is hereunto affixed.

Witness my hand at the City of Albany, the twenty-fifth day of June in the year of our Lord one thousand nine hundred and forty.

James M Kelly, Deputy Secretary of State

STATE OF NEW YORK, BANKING DEPARTMENT.

I, Gerald R. Dorman, Deputy Superintendent of Banks of the State of New York, do hereby certify:

That, an original Merger Agreement, bearing date March 1, 1918, made and entered into between the respective Boards of Directors of Central Trust Company of New York and Union Trust Company of New York, together with Approval of such Agreement by the Superintendent of Banks of the State of New York, dated March 7, 1918, thereto annexed, and sworn copies of proceedings of special meetings of the stockholders of said Central Trust Company of New York and Union Trust Company of New York, held on April 11, 1918, for the purpose of considering and acting upon said Merger Agreement, were filed in the office of the Superintendent of Banks of the State of New York on June 18, 1918; and

I do further certify that said Merger Agreement provides for the merger of the said Union Trust Company of New York into said Central Trust Company of New York, the name of the resulting corporation to be "Central Union Trust Company of New York" and that such merger has been recognized by this Department as valid and effective as of June 18, 1918, the date of such filing.

Witness, my hand and official seal at the City of Albany, this twenty-fifth day of June in the Year of our Lord one thousand nine hundred and forty.

Gerald R. Dorman, Deputy Superintendent of Banks

Filed in this office July 2, 1940 at 8 am and recorded in Deed Record 108 at page 541 and examined.

L. C. Walker, Judge of Probate