

CERTIFICATE OF INCORPORATION
OF
CORPORATION TRUST COMPANY OF AMERICA.

FIRST. The name of this corporation is
CORPORATION TRUST COMPANY OF AMERICA.

SECOND. The location of its principal office in
the State of Delaware is in the City of Wilmington, County of
New Castle. The name of the Agent therein and in charge
thereof and upon whom legal process against this corporation
may be served is the Delaware Trust Company.

THIRD. The objects and purposes for which and for
any of which this corporation is formed are, to do any or all
of the things herein set forth to the same extent as natural
persons might or could do, viz:—

To the same extent and in the same manner as a
natural person being an actual resident of the State of Dela-
ware right now or could hereafter do, to act as the agent of
and to represent in Delaware and elsewhere domestic and
foreign corporations, and especially to act as the agent upon
the process against all such corporations and all noticers,
officials or otherwise, may be served.

For and in behalf of foreign corporations to apply
for, to obtain and procure, to be issued by the Secretary of
State of Delaware, in accordance with the laws of this State
as they now are or hereafter may be, certificates or certifi-

to authorize such foreign corporation to transact business in this State, and this corporation to be the duly accredited agent in Delaware of such foreign corporations.

To provide, to keep, to maintain, for and in behalf of and as the agent of corporations (both domestic and foreign), whether organized under the laws of the State of Delaware or elsewhere, offices, principal or otherwise, and therein to keep the stock, transfer and other books and documents, records and property of every sort and kind of such corporations, for all purposes, including the transfer of stock.

And for the aforesaid or any other purpose or purposes, this corporation shall have full power and authority the same as a natural person, being an actual resident of the State of Delaware, to act as the agent of and to represent in Delaware foreign and domestic corporations, and as such agent and in behalf of all such corporations to do each and everything which is now or may be hereafter required of or in behalf of such corporations by the laws of the State of Delaware.

To keep and maintain safe deposit vaults and boxes and to take and receive upon deposit for safe keeping and storage stocks, bonds, securities, papers, books and documentary records and personal property of every sort or kind, and to let out vaults, safes and other receptacles.

To promote, reorganize or otherwise assist and afford facilities to any company or companies organized or to be organized under the laws of the State of Delaware or elsewhere and desiring to do business in the State of Delaware and elsewhere, and to act as the agent, trustee or otherwise for and in behalf of such corporation.

To act as the fiscal or transfer agent of any State,

municipality, body politic or corporation; and in such capacity to receive and disburse money, and transfer, register and countersign certificates of stock, bonds or other evidences of indebtedness.

To act as the trustee for the holders of or otherwise in relation to any bonds, stocks or debentures issued or to be issued by any corporation.

To act as trustee under any mortgage or bond issued by any municipality, body politic or corporation, and accept and execute any other municipal or corporate trust not inconsistent with the laws of this State.

Generally to undertake and execute any trusts, the undertaking whereof may seem calculated directly or indirectly to benefit this company.

To act as the registrar of stocks, bonds and debentures and the transfer agent thereof for corporations and others.

To take, accept and execute any and all such trusts and powers of whatever nature or description as may be conferred upon or entrusted or committed to it by any person or persons, or any body politic, corporation or other authority, by grant, assignment, transfer, devise, bequest or otherwise, or which may be entrusted or committed or transferred to it or vested in it by order of any court of record, and to receive and take and hold any property or estate, real or personal, which may be the subject of any such trust.

To enter into, make, perfect and carry on contracts of every kind, with any person, firm, association or corporation.

To purchase or otherwise acquire, to hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise

dispose of, and to guarantee, underwrite, register and trade for bonds, mortgages, debentures, obligations or shares of the capital stock of any corporation and to exercise while the owner thereof all the rights, powers and privileges, including the right to vote thereon, which natural persons being the owners of such stock and property, might, could or would exercise.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of, without limit as to amount, within or without the State of Delaware, real and personal property of every class and description.

To procure the company to be registered or recognized, and to carry on its operations and business and to have and maintain one or more offices, and to hold, purchase, mortgage and convey real and personal property out of the State of Delaware and in any State or Territory of the United States, and in any foreign country or place.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of the company, and in general to engage in any and all lawful business whatever, necessary or convenient.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH. The total authorized capital stock of this corporation is Ten Thousand Dollars (\$20000.00), divided into twenty (20) shares of One Hundred Dollars (\$100.00) each. The amount of capital stock with which this corporation will commence business is the sum of One Thousand Dollars (\$1000), being ten (10) shares of One Hundred Dollars (\$100.00) each.

FIFTH. The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:—

NAME	RESIDENCE	NUMBER OF SHARES.
Harry T. Davis,	Wilmington, Delaware,	8
F. K. Shive,	Wilmington, Delaware,	1
S. E. Robinson,	Wilmington, Delaware,	$\frac{1}{10}$

SIXTH. This corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:—

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital, to mortgage and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what time and places and under what conditions and regulations, the accounts and books of this corporation,

(other than the stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or book or document of this corporation except as conferred by statute or authorized by the Directors, or by a resolution of the stockholders.

If the By-Laws so provide, to designate two or more of their number to constitute an Executive Committee, which Committee shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in Delaware, and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may be from time to time designated by them.

This corporation may in its By-Laws confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by the statute.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

WE THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law," (approved March 10th, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this twenty-sixth day of March, A. D., 1907.

In presence of

Raymond V. Manning (SEAL)

F M Shive (SEAL)

J. C. Robinson (SEAL)

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SO.

BE IT REMEMBERED that on this twenty-sixth day of March, A. D., 1907, personally came before me Clifford V. Mannering, a Notary Public for the State of Delaware, Harry W. Davis, F. W. Shive and S. E. Roberson, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Clifford V. Mannering
Notary Public.



CORPORATION TRUST COMPANY OF AMERICA

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION.

CORPORATION TRUST COMPANY OF AMERICA, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on March 27, 1907 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on March 28, 1907, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said CORPORATION TRUST COMPANY OF AMERICA duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

That the certificate of incorporation of said CORPORATION TRUST COMPANY OF AMERICA be amended by striking out Article First thereof and by inserting in lieu thereof the following:

"FIRST: The name of this corporation is THE CORPORATION TRUST COMPANY."

and declaring said amendment advisable and calling a meeting

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of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said CORPORATION TRUST COMPANY OF AMERICA was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of Wilmington, State of Delaware, on the 14th day of April, 1930 at 11.00 o'clock in the forenoon, at which meeting stockholders representing more than a majority of the voting stock of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by

L.H. Herman and H.H. Snow two judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted pursuant to Section 28 of the General Corporation Law of Delaware as amended, the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation voting for said proposed amendment to wit: ten (10) shares out of the total issue of ten (10) shares were voted for said proposed amendment and no shares were voted against the same, as appears by the certificate made by said Judges.

IN WITNESS WHEREOF, said CORPORATION TRUST COMPANY OF AMERICA has caused its corporate seal to be hereunto affixed and this certificate to be signed by KENNETH K. McLAREN, its President and HORACE B. GOULD, its Assistant Secretary, this 14th day of April, 1930.



By Kenneth K. McLaren President.
By Horace B. Gould Assistant Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

NOT

BE IT REMEMBERED that on this 15th day of April, A. D. 1930, personally came before me JOHN J. RANIGAN, a Notary Public in and for the County and State aforesaid, KENNETH K. McLAREN, President of CORPORATION TRUST COMPANY OF AMERICA, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said KENNETH K. McLAREN as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Assistant Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

John J. Ranigan

 Notary Public.

Notary Public, No. 16

New York County, N. Y.

Created New York Co. No. 2202

My Commission Expires March 24, 1932