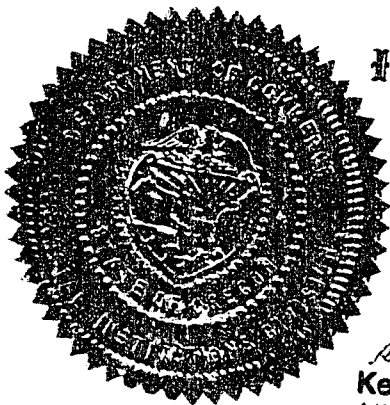


## Department of Commerce Financial Institutions Division

### CERTIFICATE OF MERGER

I, Fred A. Morgan, as Supervisor, Banking Section, of the State of Oregon, hereby certify that a Merger Agreement, dated March 11, 1986 and Plan of Merger, dated November 7, 1986 of: PACIFIC WESTERN BANK, an Oregon banking corporation at Portland, Multnomah County, Oregon; HOOD RIVER COUNTY BANK, an Oregon banking corporation at Hood River, Hood River County, Oregon; FIRST NATIONAL BANK OF MCMINNVILLE, a national banking corporation at McMinnville, Yamhill County, Oregon with and into KEY BANK OF OREGON, an Oregon banking corporation, with its head office at Portland, Multnomah County, Oregon, duly signed 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 such Supervisor, Banking Section, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of PACIFIC WESTERN BANK, HOOD RIVER COUNTY BANK, an Oregon banking corporations, FIRST NATIONAL BANK OF MCMINNVILLE, a national banking corporation, with and into KEY BANK OF OREGON, an Oregon banking corporation which is the surviving corporation. Such merger is effective as of the 7th day of November, 1986.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Financial Institutions Division of the Department of Commerce of the State of Oregon this 7th day of November, 1986.

*At:*  
**Key Bank of Oregon**  
A KeyCorp Bank

1211 S.W. Fifth Avenue • Suite 300  
Portland, Oregon 97204

*Fred A. Morgan*  
Supervisor, Banking Section

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of \_\_\_\_\_  
of December \_\_\_\_\_ A.D., 19 86 at 12:15 o'clock \_\_\_\_\_ P. M., and duly recorded in Vol. M86  
of Mortgages \_\_\_\_\_ on Page 22328

FEE \$5.00

Evelyn Biehn,  
By \_\_\_\_\_

County Clerk