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KeyBank National Association 127 Public Square Cleveland, OH 44114-1306

CERTIFICATION

- I, Steven N. Bulloch, hereby certify that I am currently an Assistant Secretary of KeyBank National Association, Cleveland, Ohio and I further certify that:
- effective January 13, 1997, Key Bank of Oregon, converted to a nationally chartered bank under the title of KeyBank National Association and located in Portland, Oregon;
- 2) effective June 30, 1997, KeyBank National Association, Portland, Oregon merged with and into KeyBank National Association, Salt Lake City, Utah; and
- 3) effective June 30, 1997, KeyBank National Association, Salt Lake City, Utah was merged with and into KeyBank National Association, Cleveland, Ohio, with KeyBank National Association, Cleveland, Ohio as the surviving entity.

I further certify that I have in my possession the corporate records regarding the constituent banks and that attached hereto is a true and correct copy of the official certification of the Office of the Comptroller of the Currency approving the mergers of the banks as of such dates.

{SEAL}

Steven N. Bulloch, Assistant Secretary

OF THE UNITED STATES Minimital of the Current

Washington, A. C.,

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Nota, theretore, *Thereby cordify frat the above numed association is suithorized* In sommence the business of Fambring us it rational Banking Sasociation AURGON/HOUMING KEYBANK NATIONAL ASSOCIATION

effechiose JANUARY 13, 1997.

In testimony whereof, *southesd myspigmedure,andsseof of*

Charter No. 23275

DEPUTY Complication of Commency

Fourtoire Charles, BARBARA C. HEALEY



Comptroller of the Currency Administrator of National Banks

Washington, D.C. 20219

Comptroller of the Currency Treasury Department of the United States Washington, D.C.

Whereas, KeyBank National Association, located in Portland, Oregon, being a national banking association, organized under the statutes of the United States, has made application for authority to act as a fiduciary;

And whereas, applicable provisions of the statutes of the United States authorize the grant of such authority;

Now therefore, I hereby certify that the above-named association is authorized to act in all fiduciary capacities permitted by such statutes, effective January 13, 1997.

In testimony whereof, witness my signature and seal of Office this 13th day of January, 1997.

Barbara C. Healey
Deputy Comptroller

Charter No. 23275



Comptroller of the Currency Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

June 30, 1997

Mr. Scott D. Miller
Senior Vice President and
Senior Managing Counsel
KeyCorp Management Company
127 Public Square
Cleveland, Ohio 44114

Re: OCC Control No. 97-CE-02-019

Dear Mr. Miller:

This letter is the official certification of the Comptroller of the Currency (OCC) for the merger of KeyBank National Association, Anchorage, Alaska, Charter No. 23280, KeyBank National Association, Fort Collins, Colorado, Charter No. 23274, KeyBank National Association, Boise, Idaho, Charter No. 23282, KeyBank National Association, Portland, Maine, Charter No. 23281, KeyBank National Association, Albany, New York, Charter No. 23279, KeyBank National Association, Portland, Oregon, Charter No. 23275, KeyBank National Association, Burlington, Vermont, Charter No. 23277, KeyBank National Association, Tacoma, Washington (fka Key Bank of Washington), Charter No. 23347, and KeyBank National Association, Tacoma, Washinton (fka Key Savings Bank), Charter No. 23278, with and into KeyBank National Association, Salt Lake City, Utah, Charter No. 23276, under the charter and title of the latter. It is understood that the effective date of the merger is June 30, 1997.

This letter is also the official authorization of the Comptroller of the Currency allowing the receiving institution to operate the main office of the target banks as branches of the receiving institution. The location and branch certificate number are detailed on the following page. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Finally, this letter constitutes the official OCC certification of approval for KeyBank National Association to increase its common stock from \$2,625,000 to \$108,800,000 as part of the merger effective June 30, 1997.

The shareholders' meetings of the respective banks may be finally adjourned.

Sincerely,

David J. Rogers

National Bank Examiner

Charter No. 23276

BRANCH CERTIFICATIONS

BRANCH NO.

107301A

POPULAR NAME:

Alaska Main Office Branch

LOCATION:

101 West Benson Boulevard, Anchorage, Anchorage Borough County

Alaska 99503

BRANCH NO.

107919A

POPULAR NAME:

Colorado Main Office Branch

LOCATION:

300 West Oak Street, Fort Collins, Larimer County

Colorado 80521

BRANCH NO.

107920A

POPULAR NAME: LOCATION:

Idzho Main Office Branch

702 West Idaho Street, Boise, Ada County

Idaho 83702

BRANCH NO.

107921A

POPULAR NAME:

Maine Main Office Branch

LOCATION:

One Canal Plaza, Portland, Cumberland County

Maine 04112

BRANCH NO.

107923A

POPULAR NAME:

New York Main Office Branch

LOCATION:

66 South Pearl Street, Albany, Albany County

New York 12207

BRANCH NO.

107926A

POPULAR NAME:

Oregon Main Office Branch

LOCATION:

1211 S.W. Fifth Avenue, Suite 300, Portland, Multnomen County

Oregon 97204

BRANCH NO.

107924A

POPULAR NAME:

Verroont Main Office Branch

LOCATION:

149 Bank Street, Burlington, Chittenden County

Vermont 05401

BRANCH NO.

107927A

POPULAR NAME:

Washington (KSB) Main Office Branch

LOCATION:

1119 Pacific Avenue, Tacoma, Pierce County

Washington 98402

BRANCH NO.

107925A

POPULAR NAME:

Washington Main Office Branch

LOCATION:

1119 Pacific Avenue, Tacoma, Pierce County

Washington 98402



Comptrailer of the Currency Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

June 30, 1997

Mr. Scott D. Miller
Senior Vice President and
Senior Managing Counsel
KeyCorp Management Company
127 Public Square
Cleveland, Obio 44114

Dear Mr. Miller:

Re: OCC Control No. 97-CE-02-020

This letter is the official certification of the Comptroller of the Currency (OCC) for the merger of KeyBank National Association, Salt Lake City, Utah, Charter No. 23276, with and into KeyBank National Association, Cleveland, Ohio, Charter No. 14761, under the charter and title of the latter. It is understood that the effective date of the merger is June 30, 1997.

This letter is also the official authorization of the Comptroller of the Currency allowing the receiving institution to operate the main office of the target bank as a branch of the receiving institution. The location and branch certificate number are detailed on the following page. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Finally, this letter constitutes the official OCC certification of approval for KeyBank National Association to increase its common stock from \$233,065,000 to \$341,865,000 as part of the merger effective June 30, 1997.

The shareholders' meetings of the respective banks may be finally adjourned.

Sincerely,

David J. Rogers

National Bank Examiner

Charter No. 14761

37845

BRANCH CERTIFICATION

4

BRANCH NO.

107302A

POPULAR NAME:

Utah Main Office Branch

LOCATION:

50 South Main Street, Salt Lake City, Salt Lake County

Utah 84114 :

State of Oregon, County of Klamath Recorded 9/23/99, at 11:29 A m. In Vol. M99 Page 37838 Linda Smith,

County Clerk Fee\$ 40.00

WILLIAM L. SISEMORE
Attorney at Law
110 N. 6th
Klameth Falls, OR 97601