

# STATE OF CALIFORNIA



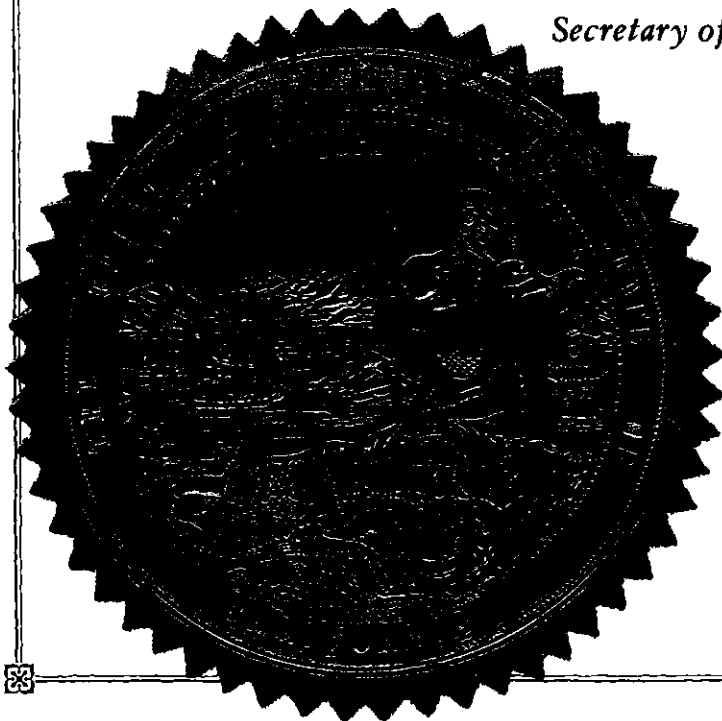
## DEPARTMENT OF STATE

*To all whom these presents shall come, Greetings:*

*I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:*

*That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.*

*In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, DEC 31 1965 this \_\_\_\_\_*



*Frank M. Jordan*  
Secretary of State

By *Walter C. Butler*  
Assistant Secretary of State

CONSENT TO USE OF NAME

MUTUAL FUND ASSOCIATES INCORPORATED, a corporation organized under the Laws of California and is in the process of withdrawing from doing business in the State of Idaho hereby consents to the change of name of MFA INCORPORATING COMPANY, a California corporation, foreign in Idaho, to MUTUAL FUND ASSOCIATES INCORPORATED in the State of Idaho.

IN WITNESS WHEREOF, the said MUTUAL FUND ASSOCIATES INCORPORATED has caused this consent to be executed by its president and attested to under its corporate seal by its secretary, this 31st day of December, 1965.

MUTUAL FUND ASSOCIATES INCORPORATED

By *W. J. F. Ferguson*  
President

Attest:

*H. Herbert Mermel*  
Secretary

(SEAL)

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
MFA INCORPORATING COMPANY

ENDORSED  
FILED  
In the office of the Secretary  
of the State of California  
DEC 31 1965  
FRANK M. JORDAN, Secretary of State  
By F. C. VOGEL  
Deputy

The undersigned hereby certify that:

1. They constitute at least two-thirds of the members of the Board of Directors of MFA Incorporating Company, a California corporation;

2. That at a meeting of said Board of Directors held at San Francisco, California, at 3:30 o'clock p.m. on December 2, 1965, the following resolution was duly adopted by the vote of at least two-thirds of said Board of Directors:

"WHEREAS it is aimed to be in the best interest of the corporation that its Articles of Incorporation be amended as hereinafter provided;

"NOW, THEREFORE, RESOLVED that Article One of the Articles of Incorporation of this corporation be amended to read as follows:

"One. The name of this corporation is:  
Mutual Fund Associates Incorporated."

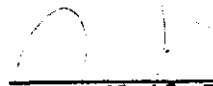
"FURTHER RESOLVED that Article Five of the Articles of Incorporation of this corporation be amended to read as follows:


"Five. The number of the corporation's directors is eleven (11) and the names and addresses of the persons who are appointed to act as the first directors are as follows:

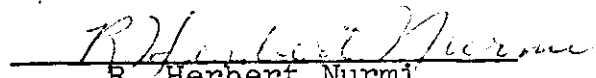
<u>Name</u>	<u>Address</u>
Jack H. Olive	260 California Street San Francisco, California
Miss Joanne M. Garvey	260 California Street San Francisco, California
James A. Carter	260 California Street San Francisco, California."

3. That said corporation has issued no shares and has no subscription to shares outstanding.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of the Articles of Incorporation this 20 day of December, 1965.

  
\_\_\_\_\_  
Neil T. Ferguson

  
\_\_\_\_\_  
Ray E. Hummel

  
\_\_\_\_\_  
R. Herbert Nurmi

STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO } ss

NEIL T. FERGUSON, RAY E. HUMMEL, and R. HERBERT NURMI, being first duly sworn, each for himself, deposes and says:

That each is one of the directors of MFA INCORPORATING COMPANY, the California corporation mentioned in the foregoing Certificate of Amendment; that each has read said certificate and that the matters set forth therein are true of his own knowledge; and that the signatures purporting to be the signatures of the directors thereto are the genuine signatures of said directors.

Neil T. Ferguson

Ray E. Hummel

R. Herbert Nurmi

Subscribed and sworn to before

me this 3 day of December, 1965.

Notary Public  
NOTARY PUBLIC, State of California  
Principal Office: City and County  
of San Francisco

My Commission Expires: July 28, 1968

