
Certificate of Amendment

OF

Certificate of Incorporation

OF

BANKERS TRUST COMPANY

Pursuant to Section Thirty-Six of the Stock
Corporation Law.

WHITE & CASE
14 WALL STREET
NEW YORK 5, N. Y.

Original filed in the Office of the Superintendent of Banks at 3 P.M., E.S.T., February 1, 1960.
Duplicate original filed in the Office of the Clerk of New York County at 3:30 P.M., E.S.T.,
February 1, 1960.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BANKERS TRUST COMPANY

Pursuant to Section Thirty-Six of the Stock Corporation Law.

We, ALEX H. ARDREY and ROBERT H. BROME, being respectively the President and the Secretary of BANKERS TRUST COMPANY, do hereby certify:

1. The name of the corporation is BANKERS TRUST COMPANY.
2. The organization certificate of said corporation was filed in the office of the Superintendent of Banks on the 5th day of March, 1903, and in the office of the County Clerk of New York County on the 5th day of March, 1903.
3. The organization certificate as heretofore amended is hereby amended to effect the following changes authorized in subdivision two of section thirty-five of the Stock Corporation Law, to wit: (1) to authorize new shares, and (2) to increase the amount of the capital stock in conformity with the change of the number of the authorized shares.
4. The provisions of the organization certificate as heretofore amended with reference to the capital stock and the shares which the corporation is authorized to have and which provide that the amount of its capital stock shall be Forty Million Two Hundred Ninety-nine Thousand Five Hundred Dollars (\$40,299,500), consisting of four million twenty-nine thousand nine hundred fifty (4,029,950) shares of the par value of Ten Dollars (\$10) per share, are hereby amended to read as follows:

"The amount of capital stock which the corporation is hereafter to have is Eighty Million Five Hundred Ninety-nine Thousand Dol-

lars (\$80,599,000). The total number of shares, including those previously authorized, which the corporation shall henceforth have is eight million fifty-nine thousand nine hundred (8,059,900), all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each."

IN WITNESS WHEREOF, we have made and subscribed this certificate this 27th day of January, 1960.

ALEX H. ARDREY

President

ROBERT H. BROME

Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 27th day of January, 1960, before me personally came ALEX H. ARDREY and ROBERT H. BROME, to me known and known to me to be the persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

HERBERT G. SCHOEBEL

HERBERT G. SCHOEBEL
NOTARY PUBLIC, State of New York
No. 03-8836900
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1960

(NOTARIAL SEAL)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

ALEX H. ARDREY and ROBERT H. BROME, being severally duly sworn, do depose and say and each for himself deposes and says: that he, the said ALEX H. ARDREY, is President, and he, the said ROBERT H. BROME, is Secretary, of BANKERS TRUST COMPANY; that they have been authorized to execute and file the foregoing Certificate of Amendment of Certificate of Incorporation of said corporation by the votes, cast in person or by proxy, of the holders of record of a majority of all of the outstanding shares of capital stock of said corporation entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in such certificate; that such votes were cast at the annual meeting of stockholders of said corporation held at No. 16 Wall Street in the City of New York, New York, on the 27th day of January, 1960, upon notice pursuant to section forty-five of the Stock Corporation Law; and that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes.

ALEX H. ARDREY

ROBERT H. BROME

Subscribed and sworn to before me
this 27th day of January, 1960.

HERBERT G. SCHOEBEL

HERBERT G. SCHOEBEL
NOTARY PUBLIC, State of New York
No. 03-8836900
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1960

(NOTARIAL SEAL)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

ROBERT H. BROME, being duly sworn, deposes and says that he is Secretary of BANKERS TRUST COMPANY; that the number of additional shares of capital stock not resulting from a change of shares which said corporation is authorized by the foregoing Certificate of Amendment of Certificate of Incorporation to issue is 4,029,950 shares of the par value of \$10 per share; that the number of shares changed as provided in subparagraph five of paragraph (C) of subdivision two of section thirty-five of the Stock Corporation Law is none; and that the number of shares not resulting from a change of shares of which the par value has been increased is none.

ROBERT H. BROME

Subscribed and sworn to before me
this 27th day of January, 1960.

HERBERT G. SCHOEDEL

HERBERT G. SCHOEDEL
NOTARY PUBLIC, State of New York
No. 03-8836900
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1960

(NOTARIAL SEAL)

STATE OF NEW YORK,
BANKING DEPARTMENT.

I, G. RUSSELL CLARK, Superintendent of Banks of the State of New York, DO HEREBY APPROVE the annexed certificate entitled "Certificate of Amendment of Certificate of Incorporation of BANKERS TRUST COMPANY pursuant to Section Thirty-six of the Stock Corporation Law" dated January 27, 1960, providing for increase of capital stock from \$40,299,500 to \$80,599,000 filed in this office at 3:00 P. M. on February 1, 1960.

WITNESS my hand and official seal of the Banking Department at the City of Albany, this 1st day of February in the Year of our Lord one thousand nine hundred and sixty.

G. RUSSELL CLARK
Superintendent of Banks.

(SEAL)