

State of Idaho

Office of the Secretary of State

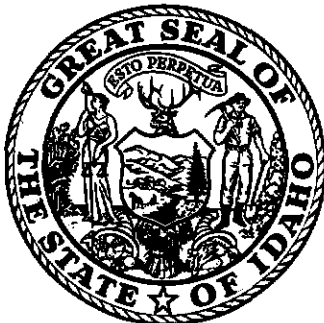
**CERTIFICATE OF AUTHORITY
OF
WESTCHESTER GROUP INVESTMENT MANAGEMENT, INC.**

File Number C 190163

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: February 23, 2011



Ben Yursa

SECRETARY OF STATE

By *Sheryl DeWitt*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 FEB 23 PM 1:22

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Westchester Group Investment Management, Inc.
2. The name which it shall use in Idaho is: Same
3. It is incorporated under the laws of: Illinois
4. Its date of incorporation is: 8/25/2010
5. The address of its principal office is:
2004 Fox Drive, Suite L, Champaign, IL 61820
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 12550 W. Explorer Drive, Suite 100, Boise, ID
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
See attached list		

Dated: _____
 Signature: Todd T. Welu
 Typed Name: Todd T. Welu
 Capacity: CFO
 [The signer must be a director or an officer of the corporation.]

Customer Acct. #:

(if using pre-paid account)

Secretary of State use only

Q:\Forms\corp
form\appforauthority_prof.pdf
Revised 02/2005

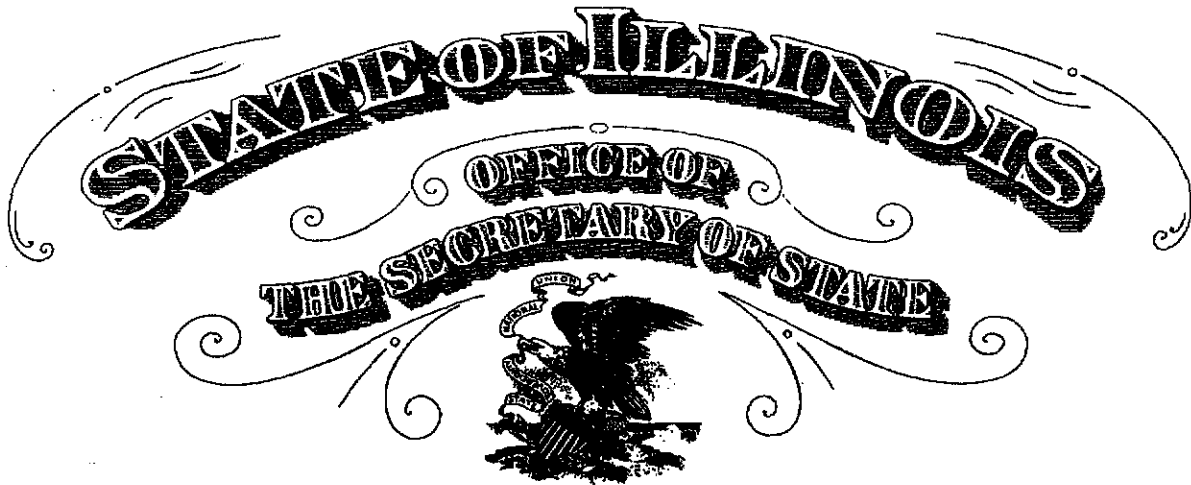
Web Form

IDAHO SECRETARY OF STATE
 02/23/2011 05:00
 CK: NONE CT: 1157 BH: 1261247
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C190163

Officers and Directors of Westchester Group Investment Management, Inc.

Name:	Office	Address:
Minaya, Jose M.	Director & Chairman	2004 Fox Drive, Suite L, Champaign, IL 61820
Pope, Randall E.	Director, President, & CEO	2004 Fox Drive, Suite L, Champaign, IL 61820
Bhatta, Kamal	Director	2004 Fox Drive, Suite L, Champaign, IL 61820
Davis, Heather	Director	2004 Fox Drive, Suite L, Champaign, IL 61820
Forglone, William J.	Director	2004 Fox Drive, Suite L, Champaign, IL 61820
Mussa, Ricardo Dell Aquila	Director	2004 Fox Drive, Suite L, Champaign, IL 61820
Wise, Murray R.	Director	2004 Fox Drive, Suite L, Champaign, IL 61820
Weill, Todd T.	CFO	2004 Fox Drive, Suite L, Champaign, IL 61820
Hewes, J. Collins	Executive Vice President	2004 Fox Drive, Suite L, Champaign, IL 61820
Robertson, Roderick R.	Executive Vice President	2004 Fox Drive, Suite L, Champaign, IL 61820
Eckert, Kathleen	Vice President, Tax	2004 Fox Drive, Suite L, Champaign, IL 61820
Campisano, Mark	Vice President	2004 Fox Drive, Suite L, Champaign, IL 61820
Gutierrez, Jorge	Treasurer	2004 Fox Drive, Suite L, Champaign, IL 61820
Sisom, Jennifer	Assistant Treasurer	2004 Fox Drive, Suite L, Champaign, IL 61820
Pierre-Meritt, Marjorie	Secretary	2004 Fox Drive, Suite L, Champaign, IL 61820
Acosta, Janet	Assistant Secretary	2004 Fox Drive, Suite L, Champaign, IL 61820
Black, Glenn	Assistant Secretary	2004 Fox Drive, Suite L, Champaign, IL 61820
Hayn, Robert	Assistant Secretary	2004 Fox Drive, Suite L, Champaign, IL 61820
Medeiros, Ann	Assistant Secretary	2004 Fox Drive, Suite L, Champaign, IL 61820
Schum, Rebek	Assistant Secretary	2004 Fox Drive, Suite L, Champaign, IL 61820



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

WESTCHESTER GROUP INVESTMENT MANAGEMENT, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON OCTOBER 18, 2010, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 1105400836

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 23TH
day of FEBRUARY A.D. 2011 .

Jesse White

SECRETARY OF STATE