

State of Idaho

Office of the Secretary of State

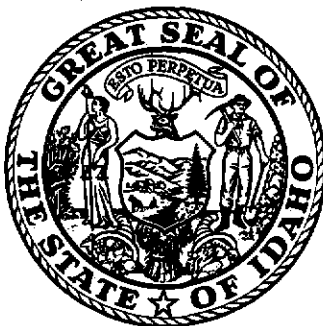
**CERTIFICATE OF AUTHORITY
OF
BNY MELLON CAPITAL MARKETS, LLC**

File Number W 112565

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 Uniform Limited Liability 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: March 29, 2012



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

12 MAR 29 PM 3:57
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

BNY Mellon Capital Markets, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office is:

32 Old Slip, 15th Floor, New York, NY 10286

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

SEE ATTACHMENT

8. The mailing address for future correspondence:

BNY Mellon Center, 500 Grant Street, Pittsburgh, Pa 15258

Suite 4826

9. Signature of a manager, member or authorized person

Signature

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
03/29/2012 05:00
CK: 26504 CT: 20168 BH: 1317519
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BNY Mellon Capital Markets, LLC

7.

Board of Managers:

Paul F. Casey
32 Old Slip, 15th Floor
New York, NY 10286

Daniel C. de Menocal
32 Old Slip, 15th Floor
New York, NY 10286

Stephen P. Ford
500 Grant Street, 4th Floor
Pittsburgh, PA 15258

C. Delaney Gardiner
32 Old Slip, 15th Floor
New York, NY 10286

John M. Gavin, Jr.
32 Old Slip, 15th Floor
New York, NY 10286

Jeffrey S. Gearhart
500 Grant Street, 4th Floor
Pittsburgh, PA 15258

Daniel Klinger
32 Old Slip, 15th Floor
New York, NY 10286

Warren J. Share
32 Old Slip, 15th Floor
New York, NY 10286

Harold Skirlis
32 Old Slip, 15th Floor
New York, NY 10286

Gary M. Strumeyer
32 Old Slip, 15th Floor
New York, NY 10286

Fred S. Yosca
32 Old Slip, 15th Floor
New York, NY 10286

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BNY MELLON CAPITAL MARKETS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9464269

DATE: 03-28-12