

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF REGISTRATION

OF

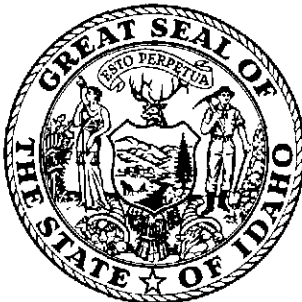
ZIONS FIRST NATIONAL BANK

File Number C 207750

I, LAWERENCE DENNEY, Secretary of the State, hereby certify that an Application for Amended Foreign Registration 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 Amended Certificate of Foreign Registration to reflect the name change from ZIONS FIRST NATIONAL BANK to **ZB, NATIONAL ASSOCIATION** and attach hereto a duplicate of the application for such amended certificate.

Dated: February 16, 2016



Lawrence Denney
SECRETARY OF STATE

By *Donna Pittenger*



AMENDMENT OF FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

2016 FEB 16 PM 2:57

SECRETARY OF STATE
STATE OF IDAHO

1. Entity name: Zions First National Bank

2. The entity name is amended to: ZB, National Association

a. If the new name is not available or permissible in Idaho, the name to be used in Idaho is:

3. The entity type is amended to:

- | | |
|--|--|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> General Partnership |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> General Cooperative Association |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Limited Partnership (including a limited liability limited partnership) |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Statutory Trust, Business Trust, or Common-law Business Trust |
| <input type="checkbox"/> Other: _____
(Provide unlisted foreign entity type here) | |

4. The entity's jurisdiction is amended to: _____

5. The street and mailing address(es) of its principal office is amended to:

(Street Address)

(Mailing Address, if different)

6. The name, capacity, and mailing address of the governor(s) is amended to:

(Name) (Capacity) (Address)

(Name) (Capacity) (Address)

Typed Name: Paul Tyler

Signature: Paul Tyler

Capacity: VP and Senior Counsel

Secretary of State use only

IDAHO SECRETARY OF STATE

02/16/2016 05:00

CK: PREPAID CT: 272665 BH: 1513753

1@ 30.00 = 30.00 AMD FOR RE #2

1@ 20.00 = 20.00 EXPEDITE C #3

C207750



CERTIFICATE OF CORPORATE EXISTENCE

I, Thomas J. Curry, Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.

2. "ZB, National Association," Salt Lake City, Utah (Charter No. 4341), is a national banking association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this certificate.

IN TESTIMONY WHEREOF, today,

February 2, 2016, I have hereunto

subscribed my name and caused my seal

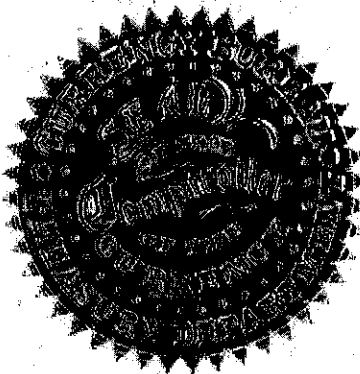
of office to be affixed to these presents at

the U.S. Department of the Treasury, in

the City of Washington, District of

Columbia.

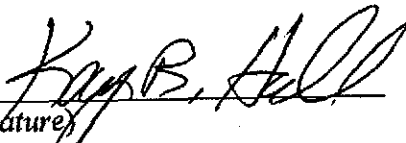
Comptroller of the Currency



Secretary's Certificate of Shareholders' Approval of Amendment to Articles

(Corporate Resolution)

1. I certify that I am the Secretary of Zions First National Bank (the "Bank") located in Salt Lake City, UT, and that I have been appointed and am presently serving in that capacity in accordance with the Bylaws of the Bank.
2. I further certify that the action by written consent attached hereto as Exhibit A was adopted by a majority of the shareholders of the Bank.
3. Such written consent is presently in full force and effect and has not been revoked or rescinded as of this date.


(Signature)

By: Kay B. Hall
Title: Secretary
Date: 12-17-15

EXHIBIT A

[SHAREHOLDERS' CONSENT]

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
ZIONS FIRST NATIONAL BANK**

(Hereafter ZB, National Association)

Pursuant to 12 U.S.C. 21a, Zions First National Bank does hereby certify that:

FIRST: The title of the Association is Zions First National Bank.

SECOND: That paragraph FIRST of the Amended and Restated Articles of Association of the Association is amended and replaced in its entirety with the following:

"FIRST. The title of this Association shall be ZB, National Association."

THIRD: A majority of the Association's shareholders approved the change of the name of the Association by written consent on July 16, 2015.

These Articles of Amendment will be effective January 1, 2016 at 12:01 a.m. Central Standard Time.

ATTEST:


Secretary