



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP

I, ~~XXXXXXXXXXXX~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

WELLS FARGO COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **5th** day of **April** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **5th** day of **April** 19 **66**, a designation of **Homer E. Martin** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **April**, A.D. 19 **66**.

Secretary of State.

State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "WELLS FARGO COMPANY", as received
and filed in this office the second day of March, A.D. 1966, at 9
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first day
of March in the year of our Lord
one thousand nine hundred and sixty-six.

Elisha C. Dukes

Secretary of State

L. L. Louns

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

WELLS FARGO COMPANY

FIRST: The name of the corporation is WELLS FARGO COMPANY.

SECOND: Its principal office in the State of Delaware is located at No. 129 South State Street, in the City of Dover, County of Kent. The name and address of its resident agent is United States Corporation Company, 129 South State Street, Dover, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on for pecuniary profit are to do any and all things herein mentioned as principal or agent and in any part of the world, to wit:

1. To engage in all kinds of express and other transportation activities including, without limitation, (a) to pack, pickup, load, carry (whether by land, air or marine transportation instrumentalities), assemble, consolidate, store, break-bulk, distribute, deliver, unload and unpack personal property; (b) to acquire, hold and dispose of trucks, vans, armored cars, buses and other motor vehicles of whatever nature, railroad rolling stock, vessels, airplanes and generally any kind of transportation instrumentality;

(c) to acquire, hold and dispose of containers of all kinds for use in the transportation of personal property; (d) to forward personal property by arranging with shippers and with carriers for the transportation of such property; (e) to prepare, issue, certify and process documentation for the transportation of personal property; (f) to provide customs brokerage services; and (g) to provide services incident to any of the foregoing.

2. To engage in all kinds of money and credit transfer activities including, without limitation, (a) drawing, issuing, accepting, endorsing, guaranteeing, buying, discounting, selling, negotiating, receiving, cashing, paying, exchanging, collecting and presenting for payment securities; (b) receiving coin, money, silver and gold, in any form, and any kind of valuables on deposit at its offices and making orders for the payment or delivery of the same or an equivalent at any other place whatsoever, and transmitting money by cable, mail or otherwise; (c) buying, selling and disposing of gold or silver coin and bullion, gold dust, money, and securities for money; (d) preparing, transporting and distributing payroll checks and envelopes; and (e) issuing, selling and servicing credit cards.

3. To engage in all kinds of coin processing activities including, without limitation, sorting, accounting, auditing, cleaning, wrapping, packaging and distributing coins of all denominations and whether foreign or domestic.

4. To engage in the business of courier and messenger service.

5. To engage in the business of manufacturing and selling vaults, safes, safekeeping units and protection services of all types and designs, and to provide security and protection systems by means of guards, electronic devices or other methods, including, without limitation, burglar detection and protection service and fire detection and protection service, and to provide any service incident to the foregoing.

6. To engage in all kinds of travel service activities and business as principal or agent, including, without limitation, (a) acting as agent for transportation companies (whether airline, steamship, railroad, bus or other mode of transportation companies and whether domestic or foreign) in the sale of tickets or otherwise; (b) owning, operating and selling accommodations for resorts, hotels, motels and other establishments for lodging and sightseeing attractions; (c) creating, planning, selling and operating tours; and (d) providing services incident to any of the foregoing.

7. To engage in the business of owning and operating restaurants.

8. To carry on the business of warehousing and storage including, without limitation, issuing to persons warehouse receipts, inventory receipts, certificates, statements and warrants, negotiable or non-negotiable, relating to property warehoused with or in the custody or under the control of the corporation.

9. To act as an insurance agent or broker.

10. To acquire, hold and dispose of personal property.

11. To acquire, hold and dispose of land, buildings, structures, factories, offices, warehouse facilities and real property of all kinds,

and to build, erect or construct, or to cause the building, erection, or construction of any of the foregoing.

12. To produce, acquire, develop, hold and dispose of manufactured articles of every kind and to engage in a general manufacturing and mercantile business.

13. To borrow or raise money and to issue its securities which may be secured or unsecured.

14. To acquire, hold and dispose of all or any part of or any interest in the rights, assets, securities, business, good will and properties, and to assume or otherwise provide for all of any part of the liabilities or obligations, of any person, and to carry on the business so acquired.

15. To acquire, develop, hold and dispose of inventions, devices, discoveries, formulae, processes, improvements, patents, applications for patents, patent rights, franchises, concessions, licenses, copyrights, trademarks, service marks, trade names and symbols of all kinds.

16. Except as prohibited or limited by law, to lend its funds, money, credit, securities or other properties to any person on such terms and on such security, if any, as the Board of Directors of the corporation may determine, and to endorse, guarantee, undertake, or assume the whole or any part of the obligations of any person, and in any lawful manner to promote, finance, aid and assist financially, or otherwise, any other person.

17. To acquire, hold and dispose of its own capital stock and securities, to the extent permitted by law, provided that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

18. To enter into, make, perform and carry out contracts of every kind with any person; to act as general or special representative in any capacity whatsoever for local or foreign enterprises of any nature whatsoever whether individuals, partnerships, corporations, associations, foreign or domestic governments, states or other public or private bodies; and to register, qualify, open and operate an office or offices anywhere in the world for the objects and purposes stated herein.

19. To have and exercise all powers now or hereafter conferred or permitted by the General Corporation Law of Delaware, as amended.

As used in this Article THIRD (unless the context otherwise requires):

The term "Personal Property" shall include coin, currency, gold bullion, silver, securities, works of art, jewelry, precious stones, industrial diamonds, freight, cargo, goods, merchandise and all other objects capable of being transported.

The term "Acquire" shall include acquire, purchase, buy, receive, subscribe for, own, lease, charter, obtain the right to use or possession of, acquire a mortgage or other security interest in, or in any lawful manner obtain any property interest in the object referred to.

The term "Hold" shall include hold, own, possess, operate, manage, improve, use, deal in and with, maintain, store, or exercise any powers, privileges or rights incident to ownership or possession of the object referred to.

The term "Dispose of" shall include sell, assign, transfer, subdivide, trade, distribute, exchange, lease, grant, grant licenses with

respect to, mortgage, pledge or convey in any lawful manner any property in the object referred to.

The term "Person" shall include any corporation, public or private, association, joint stock company, partnership, firm, trustee, syndicate, individual, combination, organization or other activity or government or subdivision thereof.

The term "Securities" shall include notes, debentures, bonds, drafts, checks, bills of exchange (inland or foreign), travelers cheques, money orders, options, warrants, stock, certificates of indebtedness, certificates of interest, foreign currency, evidences of debt or property and evidences of obligations to pay money or rights to participate in earnings and distributions of any person.

The term "Produce" shall include produce, make, manufacture, fabricate, create, construct, devise, equip, process, treat, alter, repair, renovate, assemble, package or otherwise prepare for shipment the object referred to.

The term "Develop" shall include develop, create, devise, plan, formulate, revise, assemble, carry on research with respect to, investigate, study, experiment with, design or improve in any manner the object referred to.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1,000 shares of stock each of which shall have the par value of \$1 per share, and all such shares shall be Common Stock of one class.

Unless otherwise determined by the Board of Directors, no holder of stock of the Corporation shall, as such holder, have any

right to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issue thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the Corporation, as such holder, have any right to purchase, to subscribe for, or to receive any warrant or other instruments that shall confer upon the holder or holders thereof the right to subscribe for or to purchase from the Corporation any shares of its capital stock of any class or classes; nor, unless otherwise determined by the Board of Directors, shall any holder or any shares of the capital stock of the Corporation, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of the Corporation of any class or classes, or to which shall be attached or appurtenant any warrants or other instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock of any class or classes.

FIFTH: The minimum amount of capital with which the Corporation will commence business is \$1,000.

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William H. Hagendorn	120 East 81st Street New York, New York
Michael J. Fennimore	217 Fairview Avenue Bogota, New Jersey
Nicholas J. Cooney	265 Hollywood Avenue Bronx, New York

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payments of debts of the Corporation to any extent whatever.

NINTH: The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

1. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal by-laws of the Corporation, except as such power may be expressly limited by any one or more by-laws of the Corporation made by the stockholders or incorporators;

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

(c) Without the assent or vote of the stockholders, to authorize and issue obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole

discretion, may determine;

(d) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

(e) To cause the Corporation to pay any expenses, including stock transfer taxes, incident to the creation or continuance of any voting trust which a majority of the whole Board of Directors of the Corporation shall determine to be of benefit to the Corporation or any expenses incident to the dissolution of any voting trust;

(f) To establish bonus, profit-sharing, pension or other types of incentive, compensation or benefit plans for the employees (including officers and directors) of the Corporation and to fix the terms thereof and to determine the persons to participate in any such plans and the amounts of their respective participations, if any;

(g) By resolution or resolutions passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution by the Board of Directors; and

(h) To exercise all of the powers of the Corporation except

those which by law or this Certificate of Incorporation expressly require the consent of the stockholders.

2. Election of directors need not be by ballot.

3. The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and stockholders and with any other person in which they are or may be or become interested as directors, officers, shareholders, members, trustees, beneficiaries or otherwise as freely as though such adverse interest did not exist even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the Corporation upon such contract or transaction; and no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the Corporation or to any creditor or stockholder of the Corporation for any profit or benefit realized by him through any such contract or transaction, by reason of such adverse interest nor by reason of any fiduciary relationship of such director, officer or stockholder to the Corporation arising out of such office or stock ownership; provided (in the case of directors or officers but not in the case of any stockholder who is not a director or officer of the Corporation) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be known by or disclosed to the directors.

Ownership or beneficial interest in a minority of the stock or securities of another person shall not be deemed to constitute an interest adverse to this Corporation in such other person and need

not be disclosed. A general notice that a director or officer of the Corporation is interested in any other person shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with that person. In any event, the authorizing or ratifying vote by the holders of a majority of the voting stock of the Corporation issued and outstanding given at a stockholders' meeting duly called for that purpose shall validate to the fullest extent permitted by law any such contract or transaction as against all stockholders of the Corporation, whether of record or not at the time of such vote, and as against all creditors and other claimants of the Corporation.

4. Any vote or votes authorizing liquidation of the Corporation or proceedings for its dissolution may provide, subject to the rights of creditors and preferred stockholders, if any, for the distribution pro rata among the stockholders of the Corporation of the assets of the Corporation, wholly or in part in kind whether such assets be in cash or other property, and any such vote or votes may authorize the Board of Directors of the Corporation to determine the valuation of the different assets of the Corporation for the purpose of such liquidation and may divide or authorize the Board of Directors to divide such assets or any part thereof among the stockholders of the Corporation, in such manner that every stockholder will receive a proportionate amount in value (determined as aforesaid) of cash and/or property of the Corporation upon such liquidation or dissolution even though each stockholder may not receive a strictly proportionate part of each such asset.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this Certificate hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set our hands and seals this 28th day of February, 1966.

William H. Hagendorn (L.S.)

Michael J. Fennimore (L.S.)

Nicholas J. Cooney (L.S.)

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

BE IT REMEMBERED that on the 28th day of February,
1966, personally came before me, a notary public for the State
of New York, WILLIAM H. HAGENDORN, MICHAEL J. FENNIMORE and
NICHOLAS J. COONEY, all of the parties to the foregoing
Certificate of Incorporation, known to me personally to be
such, and severally acknowledged the said Certificate to be
the act and deed of the signers respectively and that the facts
therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

S. Arnold Smith
Notary Public

(~~Notarial~~
~~Seal~~)

S. Arnold Smith
Notary Public
State of New York

S. ARNOLD SMITH
NOTARY PUBLIC, STATE OF NEW YORK
No. 24-3743800
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1967