

CERTIFICATE OF DECREASE OF NUMBER OF  
DIRECTORS OF IRVING TRUST COMPANY  
PURSUANT TO SECTION THIRTY-FIVE  
OF THE STOCK CORPORATION LAW.

We, the undersigned, President and Secretary, respectively,  
of IRVING TRUST COMPANY, do hereby certify and state as follows:

1. The name of the corporation is "Irving Trust Company".  
The name under which it was originally incorporated is "Mutual Benefit  
Life Policy, Loan and Trust Company of New York".
2. The corporation is created by special law and has no  
certificate of incorporation. The chapter number of such law is Chapter  
No. 616, and the year of passage of such law is 1871.

3. The number of directors previously authorized is thirty-  
five (35), and the number as reduced is twenty-five (25).

IN WITNESS WHEREOF, we, the President and Secretary of said  
IRVING TRUST COMPANY have subscribed and acknowledged this certificate  
in duplicate this 17th day of January, 1934.

(Seal)

HARRY E. WARD  
President

BHK

HAYWARD S. KIRBY  
Secretary

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

On the 17th day of January, 1934, before me personally appear-  
ed HARRY E. WARD and HAYWARD S. KIRBY, to me known and known to me to be  
the individuals described in and who executed the foregoing instrument, and  
they severally acknowledged to me that they executed the same as President  
and Secretary, respectively, of IRVING TRUST COMPANY.

(Seal)

M. PAUL

M. PAUL, Notary Public  
Kings Co. Clks. No. 5, Reg. No. 4004  
Certificate filed in New York Co.  
Clerks No. 10, Reg. No. 4-P-11  
Certificate filed in Queens Co.  
Clerks No. 1808, Reg. No. 6987  
Certificate filed in Bronx Co.  
Clerks No. 41, Reg. No. 120-P-34  
Certificate filed in Westchester Co.  
Commission expires March 30, 1934

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

HARRY E. WARD and HAYWARD S. KIRBY, being severally duly sworn, each for himself deposes and says: That he, HARRY E. WARD, is the President, and he, HAYWARD S. KIRBY, is the Secretary, of IRVING TRUST COMPANY, the corporation mentioned in the foregoing certificate; that they have been authorized to execute and file the foregoing certificate by the votes cast in person or by proxy of the holders of record of a majority of the outstanding shares of said corporation entitled to vote thereon, and that such votes were cast at a stockholders' meeting called for that purpose and held on a date specified, to-wit: on the 17th day of January, 1934, upon notice pursuant to Section Forty-five of the Stock Corporation Law.

HARRY E. WARD

HAYWARD S. KIRBY

Severally sworn to and subscribed  
before me this 17th day of January,  
1934.

**M. PAUL**

M. PAUL, Notary Public  
Kings Co. Clks. No. 6, Reg. No. 4004  
Certificate filed in New York Co.  
Clerks No. 19, Reg. No. 4-P-11  
Certificate filed in Queens Co.  
Clerks No. 1838, Reg. No. 6937  
Certificate filed in Bronx Co.  
Clerks No. 41, Reg. No. 120-P-34  
Certificate filed in Westchester Co.  
Commission expires March 30, 1934

SGK

(Seal)

STATE OF NEW YORK,  
BANKING DEPARTMENT.

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\*  
In the Matter of proposed decrease in \*  
the number of directors \*  
\*  
- of - \*  
\*  
IRVING TRUST COMPANY \*  
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I, CHARLES H. SCHOCH, Deputy Superintendent of Banks of the State of New York, DO HEREBY APPROVE of the reduction in number of directors of IRVING TRUST COMPANY, located at No. 1 Wall Street, in the Borough of Manhattan, City of New York, from thirty-five (35), the present number, to twenty-five (25), in accordance with the provisions of Section 55 of the Stock Corporation Law.

WITNESS, my hand and official seal at the City of Albany, this Seventeenth day of January in the Year of our Lord one thousand nine hundred and thirty-four.

(Seal)

Charles H. Schoch  
Deputy Superintendent of Banks