

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

NORTH RIVER SECURITIES CO., INC.

a corporation duly organized and existing under the laws of **New York** 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 **11th** day of **October** 19 **57**, a properly authenticated copy of its articles of incorporation, and on the **11th** day of **October** 19**57**, a designation of **Ralph R. Breshears** 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 **11th** day of **October**, A.D. 19 **57**.

Secretary of State.

CERTIFICATE OF INCORPORATION
Of
NORTH RIVER SECURITIES CO., INC.

Pursuant to Article Two of the
Stock Corporation Law.

We, the undersigned, desiring to form a stock corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe, acknowledge and file this Certificate of Incorporation for that purpose as follows:

FIRST: The name of the proposed corporation (hereinafter called the "Corporation") is "NORTH RIVER SECURITIES CO., INC."

SECOND: The purposes for which the corporation is formed are as follows, to wit:

To purchase or otherwise acquire, underwrite, hold, pledge, turn to account in any manner, sell or otherwise dispose of, and generally to deal in, securities created or issued by any persons, firms, corporations or other business organizations, or governments or subdivisions thereof, and any other property, real or personal, and to exercise, as owner or holder of any securities or other property, all rights, powers and privileges in respect thereof. As used herein, the term "securities" shall include any stocks, bonds and other evidences of indebtedness, and any certificates, receipts or other instruments representing rights to receive or purchase the same or representing any other rights or interests therein or in any property or assets;

To purchase, acquire, hold, own, manufacture, produce, deal in, sell and otherwise dispose of either as principal or agent, every kind of goods, wares, merchandise, commodities and personal property, including patents and patent rights, chattels, easements, privileges and franchises which may lawfully be purchased, sold, produced or dealt in by corporations formed under Article Two of the Stock Corporation Law of the State of New York and advise regarding the value and quality thereof;

To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop the same and to construct, maintain, alter, manage

and control directly or through ownership of stock in any other corporation any and all kinds of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation;

To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein;

To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of any corporation, association, partnership or individual engaged in any business which corporations organized under said Stock Corporation Law may conduct, and to continue any business so acquired, in its own name or otherwise, provided that said business is of the same general nature as the business of this corporation;

To the extent that a corporation organized under said Stock Corporation Law may lawfully do so, to lend its uninvested funds from time to time to such extent, to such persons, firms, corporations or other business organizations, or governments or subdivisions thereof, and on such terms and such security, if any, as the board of directors of the corporation (hereinafter called the Board of Directors) may determine;

To borrow money for its corporate purposes from time to time, and without limit as to amount, to draw, make, accept, endorse, execute and issue bonds, notes, bills of exchange and other obligations and, for the purpose of securing any money so borrowed or any other obligations, to mortgage, pledge and hypothecate any securities and any other property at any time held by the corporation;

To do and perform all and every thing which may be necessary, advisable or suitable and proper for the conduct of the business of said corporation, and for the purpose of carrying out the objects heretofore expressed and to exercise all implied powers and rights in the conduct of the business which the corporation may possess;

To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of said state, territory or foreign country and to have and maintain in any said state, territory or foreign country a business office, plant or store.

The purposes and powers specified in the clauses contained in this Article "SECOND" shall, except when otherwise expressed in this Article "SECOND", be in no wise

limited or restricted by reference to or inference from the terms of any other clause of this or of any other article of this certificate; but the purposes and powers specified in each of the clauses of this Article "SECOND" shall be regarded as independent purposes and powers, and the specification herein contained of particular powers of the corporation is not intended to be, and is not, in limitation of, but is in furtherance of, the powers granted to corporations under the laws of the State of New York under and in pursuance of the provisions of which the corporation is formed; but nothing herein contained shall be construed as authorizing the business of banking or as including the business purposes of a monied corporation or a corporation provided for by the Banking Law, the Insurance Law, the Railroad Law or the Transportation Corporations Law or as authorizing or intending to authorize the performance at any time of any act or acts then unlawful.

THIRD: The amount of the capital stock shall be One Million (\$1,000,000.00) Dollars, all of which shall be common stock. The said capital stock shall consist of one million (1,000,000) shares of the par value of One (\$1.00) Dollar each.

FOURTH: The office of the Corporation is to be located in the Borough of Manhattan, City, County and State of New York. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is No. 176 Broadway, Borough of Manhattan, City of New York.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The number of the directors shall not be less than five nor more than nine. The directors need not be stockholders.

SEVENTH: The names and post office addresses of the directors until the first annual meeting of the stockholders are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
HELEN M. GILROY	309 Hicks Street Brooklyn 2, N. Y.
SUZANNE SMYTHE	622 Morningside Avenue Linden, N. J.
EDYTHE M. CASE	268 West 73rd Street New York, N. Y.
MARGARET DALY	2043 Coyle Street Brooklyn, N. Y.
JOHN J. LYNCH	3945 51st Street Woodside, Long Island, N. Y.

EIGHTH: The names and post office addresses of each subscriber of this Certificate of Incorporation and a statement of the number of shares of stock which each agrees to take in the Corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
HELEN M. GILROY	309 Hicks Street Brooklyn 2, N. Y.	1
SUZANNE SMYTHE	622 Morningside Avenue Linden, N.J.	1
EDYTHE M. CASE	268 West 73rd Street New York, N.Y.	1
MARGARET DALY	2043 Coyle Street Brooklyn, N.Y.	1
JOHN J. LYNCH	3945 51st Street Woodside, L.I., N.Y.	1

NINTH: All of the subscribers of this Certificate of Incorporation are of full age; at least two-thirds of them are citizens of the United States; at least one of them

is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TENTH: The Secretary of State is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 8th day of January 1952.

William M. Galvey (L.S.)

Suzanne Smythe (L.S.)

John P. Case (L.S.)

Margaret Daly (L.S.)

John J. Lynch (L.S.)

8154-11-5

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

On this 8th day of January, 1952, before me personally came MARGARET DALY, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and she thereupon duly acknowledged to me that she executed the same.

Robert A. Perkins

ROBERT A. PERKINS
Notary Public, State of New York
No. 41-232790
County of Orange, New York
City of New York, State of New York &
County of Albany, New York
Term Expires March 30, 1952

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

On this 8th day of January, 1952, before me personally came JOHN J. LYNCH, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and he thereupon duly acknowledged to me that he executed the same.

Robert A. Perkins

ROBERT A. PERKINS
Notary Public, State of New York
No. 41-232790
County of Orange, New York
City of New York, State of New York &
County of Albany, New York
Term Expires March 30, 1952

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CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
NORTH RIVER SECURITIES CO., INC.

(Pursuant to Section 31 of the Stock Corporation Law)

We, the undersigned, being respectively the Vice-President and an Assistant Secretary of NORTH RIVER SECURITIES CO., INC. (hereinafter called the "Corporation") certify that:

FIRST: The name of the Corporation is NORTH RIVER SECURITIES CO., INC.

SECOND: The date of filing the Certificate of Incorporation of the Corporation in the office of the Secretary of State is January 10, 1922.

THIRD: The Certificate of Incorporation is hereby amended, as authorized in subdivision 2 of Section 35 of the Stock Corporation Law, so as to provide that the number of directors of the Corporation shall not be less than three nor more than nine.

FOURTH: To effect the amendment set forth in Article "THIRD" of this Certificate of Amendment, the Certificate of Incorporation is hereby amended by striking out Article "SIXTH" of said Certificate of Incorporation in its entirety, said Article relating to the number of directors of the Corporation, and by substituting in lieu

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thereof a new Article to read as hereinbelow set forth
in full:

"SIXTH. The number of the directors
shall not be less than three nor more than
nine. The directors need not be stockholders."

IN WITNESS WHEREOF we have made, subscribed
and acknowledged this Certificate this 25th day of April
1927.

John J. Mc Dermott

John J. Mc Dermott

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

On this 25th day of April, 1907, before me personally came H. JAMES CAHR and JOHN J. McDERMOTT, to me known to be the persons described in and who executed the foregoing Certificate of Amendment, and they thereupon severally duly acknowledged to me that they executed the same.

Notary Public

CERTIFICATE OF CHANGE OF ADDRESS of

NORTH RIVER SECURITIES CO., INC.
(Exact name of Corporation)

The undersigned business corporation, having heretofore designated the Secretary of State of the State of New York as its agent upon whom process in any action or proceeding against it may be served within the State of New York, hereby certifies pursuant to section 24 of the Stock Corporation Law:

That the address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law after the filing of this certificate, is

15 Broad Street

(Street and Number)

New York

(City, Village or Town)

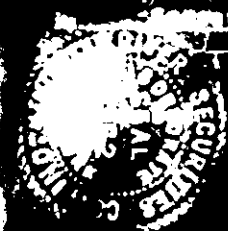
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New York

(State)

In Witness Whereof, such corporation has caused this certificate to be executed in its corporate name and under its corporate seal, by HARRY L. PICARD

(Name of officer)



SECRETARY

(Here insert title of office; either president, vice-president, secretary or treasurer)

NORTH RIVER SECURITIES CO., INC.

(Here exact corporate name typed here)

By Harry L. Picard

Secretary (Signature of officer)

STATE OF NEW YORK

COUNTY OF NEW YORK

} ss.

On the 5 day of August, 19 57, before me personally appeared

HARRY L. PICARD

to me personally known and known to me to be the person described in and who executed the foregoing certificate, and he thereupon acknowledged to me that he executed the same for the uses and purposes therein mentioned.

Bernard Ellis
Notary Public

Notary Public

BERNARD ELLIS

Notary Public, State of New York
Qualified in Queens Co. No. 412367500
City Filed in N. Y. Co. City, OIL
Term Expires March 30, 1962

County of

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the Notary Public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.

This certificate is to be forwarded to the Corporation Division, Department of State, Albany, N. Y., accompanied by \$2.00 in payment of the filing fee.

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State of New York }
DEPARTMENT OF STATE } ss.:

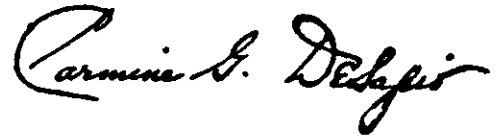
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I CERTIFY That I have compared the preceding copy with the original
Certificate of Incorporation of

"NORTH RIVER SECURITIES CO., INC.",

filed in this department on the 10th day of January, 1952, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this fourth day
of October, one thousand nine hundred
fifty-seven.



Secretary of State.

By Samuel London
Deputy Secretary of State.