





DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/27/1998	199829900311	MER MERGER/DOMESTIC	50.00	10.00	0.00	0.00	0.00
<b>TOTAL</b>			<b>50.00</b>	<b>10.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Return To:**  
**GREG DZIAK**  
**88 E BROAD ST STE 1500**  
**COLUMBUS, OH 43215-0000**

cut along the dotted line



*The State of Ohio*  
 *Certificate* 

*Secretary of State - Bob Taft*

**276604**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for KEYCORP and that said business records show the filing and recording of:*

Document(s)  
 MERGER/DOMESTIC

Document No(s):  
 199829900311

United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the Secretary  
 of State at Columbus, Ohio, This 23rd day of  
 October, A.D. 1998



*Bob Taft*

Bob Taft  
 Secretary of State



Prescribed by  
 Bob Taft, Secretary of State  
 30 East Broad Street, 14th Floor  
 Columbus, Ohio 43266-0418  
 Form MER (July 1994)

Approved \_\_\_\_\_  
 Date \_\_\_\_\_  
 Fee \_\_\_\_\_

### CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

**RECEIVED**

**I. SURVIVING ENTITY**

OCT 23 1998

A. The name of the entity surviving the merger is:

**BOB TAFT  
 SECRETARY OF STATE**

KeyCorp

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: \_\_\_\_\_

(complete)

only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of \_\_\_\_\_ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number \_\_\_\_\_

- [ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio, under registration number \_\_\_\_\_
- [ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

**II. Merging Entities**

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>McDonald &amp; Company Investments, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**III. Merger Agreement on File**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Assistant Secretary, KeyCorp</u>	<u>127 Public Square</u> (street and number)
	<u>Cleveland, Ohio 44114-1306</u> (city, village or township) (state) (zip code)

**IV. Effective Date of Merger**

This merger is to be effective:

On \_\_\_\_\_ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

**V. Merger Authorized**

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

**VI. Statutory Agent**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

**Name**

**Address**

	<small>(complete street address)</small>	
	<small>(city, village or township)</small>	<small>(zip code)</small>

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)*

**Acceptance of Agent**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

\_\_\_\_\_  
Signature of Agent

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)*

**VII. Statement of Merger**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VIII. Amendments**

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

*(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)*

**IX. Qualification or Licensure of Foreign Surviving Entity**

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) ( street and number)  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) ( zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

- I. Foreign Qualifying Limited Liability Company  
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
  - a. The name of the limited liability company in its state of organization/registration is \_\_\_\_\_  
\_\_\_\_\_
  - b. The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_
  - c. The limited liability company was organized or registered on \_\_\_\_\_ under the laws of the state/country of \_\_\_\_\_  
month day year
  - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: \_\_\_\_\_  
\_\_\_\_\_



The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

KeyCorp  
exact name of entity  
By: STP  
Its: Assistant Secretary

McDonald & Company Investments, Inc.  
exact name of entity  
By: Thomas J. McKee  
Its: Secretary

Date: October 23, 1998

Date: October 23, 1998

exact name of entity

exact name of entity

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

exact name of entity

exact name of entity

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

exact name of entity

exact name of entity

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

exact name of entity

exact name of entity

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signature)

(OHIO - 1507)