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Bank of America Oregon
Legal Department
Dept. #5797
PO Box 6400
Portland, Oregon 97228-6400

JUL 20 11 57 AM '92

GARY H. OLSON

**CERTIFICATION OF MERGER
OF
SECURITY PACIFIC BANK OREGON
WITH AND INTO
BANK OF AMERICA OREGON**

Registered	f
Indexed, Dir	f
Indirect	f
Filed	7/28/92
Mailed	

I, Craig E. Gass, hereby certify that I am the Assistant Secretary of Bank of America Oregon, an Oregon state chartered commercial bank (the "Bank") with its head office located in the City of Portland, County of Multnomah, State of Oregon, and that I have been appointed and am presently serving in that capacity in accordance with the bylaws of the Bank.

I further certify that the merger of Security Pacific Bank Oregon ("Security Pacific") with and into the Bank, pursuant to the Agreement to Merge was consummated on June 1, 1992, and Bank has become the Resulting Bank upon merger with Security Pacific and successor in interest to every type of property (real, personal, and mixed) of Security Pacific as reflected in the official records for all counties within the State of Washington pursuant to ORS 711.030 and 711.040.

I further certify that attached hereto is a true and correct copy of the official Certification of Merger issued by the Department of Insurance and Finance, Division of Finance and Corporate Securities ("Department").

I further certify that the Bank is duly organized, validly exists and is in good standing under the laws of the State of Oregon on the date hereof.

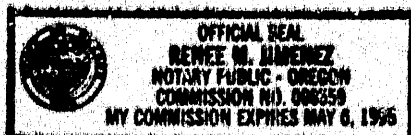
IN WITNESS WHEREOF, I have set my hand this 14th day of July, 1992.

Craig E. Gass
Craig E. Gass
Assistant Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

On July 14, 1992, before me, the undersigned, a Notary Public in and for the County of Multnomah, personally appeared Craig E. Gass, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument as the free and voluntary act and deed of said entity.

WITNESS my official seal and signature this day and year aforesaid.



Renee M. Jimenez
Notary Public for the State of Oregon
My Commission Expires 5-6-95

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DEPARTMENT OF INSURANCE AND FINANCE
DIVISION OF FINANCE AND CORPORATE SECURITIES
Finance Section

CERTIFICATE OF MERGER

I, Cecil R. Monroe, as Administrator, Division of Finance and Corporate Securities, of the State of Oregon, hereby certify that an Agreement to Merge, dated March 11, 1992 of SECURITY PACIFIC BANK OREGON, an Oregon banking corporation at Portland, Oregon, with and into BANK OF AMERICA OREGON, an Oregon banking corporation, with its head office at Portland, Oregon, duly signed and verified pursuant to the provisions of Oregon Revised Statutes, Chapter 711, has been filed in this office together with the documents required under ORS 711.030, and has been found to conform to law.

ACCORDINGLY, the undersigned, as Administrator, Division of Finance and Corporate Securities, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of SECURITY PACIFIC BANK OREGON, with and into BANK OF AMERICA OREGON, an Oregon banking corporation which is the surviving corporation. Such merger is effective as of 12:01 am the first day of June, 1992.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Insurance and Finance of the State of Oregon this 28th day of May, 1992.



Cecil R. Monroe
Administrator