

ORGANIZATION CERTIFICATE

OF

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We, the undersigned, all being of full age, of us being citizens of the United States and of us being residents of the State of New York, having associated ourselves together for the purpose of forming an investment company under and pursuant to the Banking Law of the State of New York, do hereby certify the following:

First. The name by which the corporation is to be known is

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Second. The place where its principal office is to be located is

.....

Third. The amount of its capital stock is to be..... Dollars (\$.....), and the number of shares into which such capital stock is to be divided is with a par value of \$ each.

Fourth. The shares to be classified as preferred and common.
(are or are not)

If the shares are to be so classified,

(a) The number and par value of shares to be included in each class are as follows:

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(b) All the designations, preferences, privileges and voting powers of the shares of each class, and the restrictions or qualifications thereof are as follows:

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State of.....}

ss.:

County of}

On this day of, personally appeared before me

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to me known to be the persons described in and who executed the foregoing certificate, and severally acknowledged that they executed the same.

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