JAN. 31, 1980 1:56 P.M.

AFTER RECORDING, RETURN TO:

National Title Service
Title Insurance & Trust Co.
P.O. Box 3828
San Francisco, Ca. 94119
N 25 14392

# CERTIFICATE OF MERGER OF IDS REALTY TRUST INTO BOOTHE FINANCIAL CORPORATION

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The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the name and state of domicile or organization of each of the constituent entities of the merger are as follows:

| Name | State of Domicile or Organization |
|---|---|
| IDS Realty Trust ..... | Massachusetts |
| Boothe Financial Corporation ..... | Delaware |

SECOND: That an Agreement and Plan of Merger among the parties to the merger and certain other parties has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of subsection (d) of Section 254 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Boothe Financial Corporation.

FOURTH: That the Certificate of Incorporation of Boothe Financial Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of

F.81847

IDENTIFICATION REFERENCE

MAR 24 2 37 PM '80

FELIX A. WILSON JR. REGISTER
DAVIDSON COUNTY, TENN.

business of the surviving corporation is Boothe Financial Corporation, 555 California Street, San Francisco, California 94104.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent entity.

SEVENTH: That the merger shall become effective at 8:00 p.m. San Francisco, California time on January 31, 1980, unless either of the constituent entities shall have theretofore withdrawn this Certificate.

IN WITNESS WHEREOF, Boothe Financial Corporation has caused this Certificate to be executed by its officers thereunto duly authorized this 30th day of January, 1980.

BOOTHE FINANCIAL CORPORATION, a Delaware corporation

By: Robert G. Sharpe
Robert Sharpe
Senior Vice President

[CORPORATE SEAL]

Attest:

John M. Price
Secretary

mc

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# State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Merger of the "IDS Realty Trust", a business trust organized and existing under the laws of the Commonwealth of Massachusetts, merging with and into the "Boothe Financial Corporation", a corporation organized and existing under the laws of the State of Delaware, under the name of "Boothe Financial Corporation", as received and filed in this office the thirty-first day of January, A.D. 1980, at 1:56 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* third *day of* March *in the year of our Lord one thousand nine hundred and* eighty.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

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