

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF
BANK OF AMERICA CORPORATION
File Number C 129794

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: July 26, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kerri Brosch*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is BANK OF AMERICA CORPORATION
2. The name which it shall use in Idaho is BANK OF AMERICA CORPORATION
3. It is incorporated under the laws of DELAWARE
4. Its date of incorporation is 07/31/1998
5. The address of its principal office is 100 NORTH TRYON STREET
CHARLOTTE, NORTH CAROLINA 28255
6. The address to which correspondence should be addressed, if different from item 5, is C/O CORPORATE SECRETARY, NC1-007-58-03, 100 N. TRYON ST., CHARLOTTE, NC 28255
7. The street address of its registered office in Idaho is 300 NORTH 6TH STREET, BOISE, ID 83702
, and its registered agent in Idaho at that address is CT CORPORATION SYSTEM
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
SEE EXHIBIT A ATTACHED HERETO		

Dated: JUNE 8, 1999

BANK OF AMERICA CORPORATION

(Corporation name)

By

JAMES W. KISER

Its

SECRETARY

(specify capacity of signer)

Customer Acct # :

(if using pre-printed form)

IDAHO SECRETARY OF STATE

0772871999 09100
CK: 18183658 CT: 69776 BH: 236639

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

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SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

JUN 26 11 04 AM '99

FILED

EXHIBIT A

**BANK OF AMERICA CORPORATION
OFFICERS**

Hugh L. McColl Jr.,
Chairman and Chief Executive Officer
100 North Tryon Street
Charlotte, NC 28255

James H. Hance Jr.,
Vice Chairman and Chief Financial Officer
100 North Tryon Street
Charlotte, NC 28255

Kenneth D. Lewis, President
100 North Tryon Street
Charlotte, NC 28255

Michael J. Murray, President
Global Corporate & Investment Banking
100 North Tryon Street
Charlotte, NC 28255

F. William Vandiver, Jr.,
Corporate Risk Management Executive
100 North Tryon Street
Charlotte, NC 28255

James W. Kiser
Corporate Secretary
100 North Tryon Street
Charlotte, NC 28255

**BANK OF AMERICA CORPORATION
BOARD OF DIRECTORS**

Charles W. Coker
Chairman
Sonoco Products Company
100 North Tryon Street
Charlotte, NC 28255

C. Ray Holman
Chairman and CEO
Mallinckrodt Inc.
100 North Tryon Street
Charlotte, NC 28255

Timm F. Crull
Retired Chairman and CEO
Nestle, USA
100 North Tryon Street
Charlotte, NC 28255

W. W. Johnson
Chairman, Executive Committee
Bank of America Corporation
100 North Tryon Street
Charlotte, NC 28255

Alan T. Dickson
Chairman
Ruddick Corporation
100 North Tryon Street
Charlotte, NC 28255

Walter E. Massey
President
Morehouse College
100 North Tryon Street
Charlotte, NC 28255

Kathleen Feldstein
President
Economic Studies, Inc.
100 North Tryon Street
Charlotte, NC 28255

Hugh L. McColl, Jr.
Chairman and CEO
Bank of America Corporation
100 North Tryon Street
Charlotte, NC 28255

Bank of America
Board of Directors
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Paul Fulton
Chairman and CEO
Bassett Furniture Industries, Inc.
100 North Tryon Street
Charlotte, NC 28255

Richard M. Rosenberg
Retired Chairman and CEO
Bank of America Corporation
100 North Tryon Street
Charlotte, NC 28255

Donald E. Guinn
Chairman Emeritus
Pacific Telesis
100 North Tryon Street
Charlotte, NC 28255

O. Temple Sloan, Jr.
Chairman and CEO
General Parts Inc.
100 North Tryon Street
Charlotte, NC 28255

Meredith R. Spangler
Trustee and Board Member
100 North Tryon Street
Charlotte, NC 28255

Virgil R. Williams
Chairman and CEO
Williams Group International, Inc.
100 North Tryon Street
Charlotte, NC 28255

A. Michael Spence
Dean of the Graduate School
of Business
Stanford University
100 North Tryon Street
Charlotte, NC 28255

Shirley Young
Vice President
General Motors Corporation
100 North Tryon Street
Charlotte, NC 28255

Ronald Townsend
Communications Consultant
100 North Tryon Street
Charlotte, NC 28255

Solomon D. Trujillo
President and CEO
U S WEST
100 North Tryon Street
Charlotte, NC 28255

Jackie M. Ward
President and CEO
Computer Generation Incorporated
100 North Tryon Street
Charlotte, NC 28255

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANK OF AMERICA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9792140

DATE: 06-08-99

JUL 26 1999 09:05 PM LEHL M&R/SEC

784 387 0108 TO CT CORP-ALTMAN P.02/02

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DIRK KEMPTHORNE
GOVERNOR

Jul 26 11 03 AM '99

GAVIN M. GEE
DIRECTOR

STATE OF IDAHO SECRETARY OF STATE
DEPARTMENT OF FINANCE STATE OF IDAHO
700 W. STATE STREET, 2ND FLOOR
P. O. BOX 83720
BOISE ID 83728-0031
<http://www2.state.id.us/finance/dof.htm>
July 22, 1999

Bank of America Corporation
Legal Department
Attn: Michael W. Briggs
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Re Use of "bank" in holding company name

Dear Mr. Briggs:

This is in response to your correspondence of July 15, 1999, asking whether Bank of America Corporation may use the word "bank" in its name in Idaho. Bank of America Corporation is a registered bank holding company.

Although we are taking no action to either approve or disapprove of the use of the name Bank of America Corporation, you should be aware that there is a regulatory implication.

Idaho Code §26-1202 makes it a felony for any person, other than a national bank, not authorized to operate as a bank under the Idaho Bank Act, to advertise or use as part of its corporate name the word "bank" or "banker" or any other word of similar import. While the Department of Finance does not have the authority to prosecute under this statute, another agency could conceivably do so. The Department is therefore not in a position to specifically approve such use.

It is our belief that the use of the term "bank" under the circumstances you have described is not misleading to the general public. We are therefore recommending to the Director that the Department take a "no action" position on your use of the word "bank".

Please let me know if you have any additional questions on this matter.

Sincerely,

Kelly P. Robison
Bureau Chief, Financial Institutions

KPR/SBM/mc

Banks and S&L's
Credit Unions
Money Transmitters
Supporting Services

(208) 332-8005
(208) 332-8003
(208) 332-8003
(208) 332-8001

PHONE: (208) 332-8000
FAX: (208) 332-8008
Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8099

Securities (208) 332-8004
Mortgage Companies (208) 332-8004
Financial Companies (208) 332-8002
Collection Agencies (208) 332-8002

EQUAL OPPORTUNITY EMPLOYER

** TOTAL PAGE 02 **

Workstation 25: # 2 / 9

CT CORPORATION- : 7-26-99 : 10:43AM :

SENT BY: ATLANTA