

## CERTIFICATE

The undersigned member of the Board of Directors of Bank of America, National Association (“BANA”), a national banking association duly organized under the laws of the United States of America, hereby verifies that the Bylaws of BANA, dated as of September 12, 2019 and which are attached to this Certificate, were approved by the BANA Board of Directors on September 12, 2019.



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Brian Moynihan

Member of the Board of Directors of Bank of America, National Association

Date: October 25, 2019

# Bank of America, National Association

BYLAWS

OF

BANK OF AMERICA, NATIONAL ASSOCIATION

As amended by the Board of Directors on September 12, 2019  
Effective September 12, 2019

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**AMENDED AND RESTATED BYLAWS  
OF  
BANK OF AMERICA, NATIONAL ASSOCIATION  
As of September 12, 2019**

**ARTICLE I**

**SHAREHOLDERS**

**Section 1.1. Shareholders' Meetings.** The regular annual meeting of the shareholders of Bank of America, National Association (the "Association") for the election of directors and the transaction of whatever other business may properly come before the meeting shall be held at the main office of the Association or any other convenient place the Board of Directors may designate, on such date as may be designated by the Board of Directors, unless all actions required to be taken at such annual meeting are handled by consent pursuant to Section 1.2 below. Special meetings of the shareholders may be called by the Chairman of the Board, the Chief Executive Officer, the President, or the Secretary, and may be held at such time and place as set out in a notice of meeting.

**Section 1.2. Consent in Lieu of Meeting of Shareholders.** Except as otherwise required by applicable laws and regulations, any action that may be taken at the annual meeting or any special meeting of the shareholders may also be taken without a meeting if a written consent to the action is signed by all of the persons who would be entitled to vote thereon and is filed with the Secretary of the Association as part of the corporate records.

**ARTICLE II**

**DIRECTORS**

**Section 2.1. General Powers.** The Board of Directors shall oversee the business and affairs of the Association.

**Section 2.2. Number.** The Board of Directors shall consist of not less than five or more than eighteen directors, the exact number within such minimum and maximum limits to be determined from time to time by resolution of a majority of the Directors then in office or by resolution of the shareholders.

**Section 2.3. Qualifications.** Each director of the Association, unless otherwise permitted under the laws of the United States, must be a citizen of the United States during the director's entire term of service. Each director must own, in the director's own right and throughout the term of office, capital stock in the Association or in a company that has control of the Association, in such amounts as required by applicable statute or regulation.

**Section 2.4. Nominations.** Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the Association entitled to vote for the election of directors.

**Section 2.5. Oath and Tenure.** Each director of the Association must take the oath of such office in the form prescribed by the Comptroller of the Currency when initially appointed or elected as a director. No person elected or appointed a director of the Association shall exercise the functions of such office until that person has taken such oath. Each director of the Association shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation, disqualification or removal.

**Section 2.6. Regular Meetings.** As soon after each annual election by the shareholders as practicable, the directors shall meet for the purposes of taking their oath of office, organizing the new Board of Directors and transacting such other business as may come before the meeting. The Board of Directors may hold regular meetings at such time and place as the Board may from time to time determine. Regular meetings may be held without notice.

**Section 2.7. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, or the President or by the Secretary acting upon instructions from the Chairman of the Board, the Chief Executive Officer or the President, or upon the call of any three (3) or more directors. Unless waived, each member of the Board of Directors shall be given notice in person; by telephone, facsimile, or other electronic transmission; or by overnight delivery; stating the time and place of each special meeting.

**Section 2.8. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If at the time fixed for the meeting, including the meeting to organize the new Board of Directors following the annual meeting of shareholders, a quorum is not present, the directors in attendance may adjourn the meeting from time to time until a quorum is obtained. Except as otherwise provided in these Bylaws or by applicable law, a majority of those directors present and voting at any meeting of the Board of Directors at which a quorum is present shall decide each matter considered.

**Section 2.9. Vacancies.** Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled by action of the shareholders or by the affirmative vote of a majority of the remaining directors.

**Section 2.10. Consent in Lieu of Meeting of Directors.** Except as otherwise required by applicable laws and regulations or these Bylaws, any action that may be taken at a meeting of the Board of Directors may also be taken without a meeting if the action is taken by all members of the Board of Directors. The actions must be evidenced by one or more consents in writing or by electronic transmission describing the action taken. After such action is taken, the consent or consents shall be filed with the records of the Board, in the same paper or electronic form as the minutes are maintained.

**Section 2.11. Chairman of the Board.** The Board of Directors may designate one of its members to be Chairman of the Board. The Chairman of the Board shall supervise the carrying out of the policies adopted or approved by the Board of Directors and shall have general executive powers, as well as the specific powers conferred by these Bylaws, and shall perform such other duties as may be conferred or assigned by the Board of Directors. The Board of Directors, by the affirmative vote of a majority of its members, may remove the Chairman of the Board.

### ARTICLE III

#### COMMITTEES OF THE BOARD

**Section 3.1. Committees.** The Board of Directors may from time to time create or eliminate one or more committees, including but not limited to Audit, Compensation and Benefits, Corporate Governance, and Enterprise Risk committees, and appoint members of the Board of Directors to serve on them. Each committee must have one or more members, and the members shall serve at the pleasure of the Board of Directors, and the Board of Directors shall periodically review, and approve any changes to, a charter describing the duties of each committee. In accordance with Section 5.7, the provisions of the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended (the "DGCL"), and these Bylaws that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. Each committee may exercise the authority of the Board of Directors to the fullest extent permitted by the DGCL and applicable law. Nothing contained in this Section shall preclude the Board of Directors from establishing and appointing any committee, whether of directors or otherwise, not having or exercising the authority of the Board of Directors.

**Section 3.2. Notice.** Unless a committee shall provide otherwise, it shall not be necessary to give notice of any of its regular meetings. Special meetings may be held on call of the Chairman of the Board, the President, or the chairman of the committee in such manner as provided in these Bylaws for calling special meetings of the Board of Directors.

**Section 3.3. Consent in Lieu of Meeting of Committees.** Except as otherwise required by applicable laws and regulations, any action that may be taken at a meeting of a committee of the Board of Directors may be also be taken without a meeting in accordance with the procedures applicable to actions taken by the full Board of Directors.

### ARTICLE IV

#### OFFICERS AND EMPLOYEES

**Section 4.1. Officers.** The officers of the Association may include a Chief Executive Officer, a President, one or more Vice Chairmen, one or more individuals designated by the Board of Directors as a "Regulation O officer" for purposes of Regulation O promulgated by the Board of Governors of the Federal Reserve System (the "Executive Officers"), one or more Managing

Directors (including the officer title of Director), one or more Principals, one or more Vice Presidents (including Executive Vice Presidents, Senior Vice Presidents and Assistant Vice Presidents) , a Secretary, a Treasurer, and such other officers, assistant or deputy officers and agents, as may be elected from time to time by or under the authority of the Board of Directors (collectively, with the Chief Executive Officer, the President, the Vice Chairmen, the Executive Officers, the Managing Directors, the Vice Presidents, the Secretary, the Treasurer, and the Chief Audit Executive, the "Officers"). The Officers shall have such duties and authorities as may be prescribed by these Bylaws, the Board of Directors, the Chief Executive Officer or by the Officer to whom such Officer reports.

**Section 4.2. Election of Officers.** Officers of the Association may be elected or appointed by the Board of Directors at the annual meeting of the shareholders or at such other times as may be appropriate by or under authority of the Board of Directors. Once elected, each Officer shall hold office until his or her death, resignation, retirement, removal or disqualification or until such officer's successor is elected and qualified. All Officers shall serve at the pleasure of the Board of Directors, and the Board of Directors may remove any officer at any time with or without cause.

**Section 4.3. Chief Executive Officer.** The Board of Directors may elect a Chief Executive Officer. The Chief Executive officer shall, subject to the direction and control of the Board of Directors, supervise and control the business and affairs of the Association. In general the Chief Executive Officer shall perform all duties incident to the position of chief executive officer or as may be prescribed by the Board of Directors or these Bylaws from time to time.

**Section 4.4. President.** The Board of Directors may elect a President. The President shall perform the duties and exercise the powers of that office, and shall perform such other duties and shall have such other authority as the Board of Directors shall prescribe. In general the President shall perform all duties incident to the position of president or as may be prescribed by the Board of Directors or these Bylaws from time to time.

**Section 4.5. Secretary.** The Secretary of the Association shall be Secretary of the Board of Directors and shall be responsible for the minute books of the Association. The Secretary shall be custodian of the corporate seal, records, documents and papers of the Association; shall provide for the keeping of reports of the Board of Directors and committees of the Association; may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary or imposed by these Bylaws; and shall also perform such other duties as may conferred or assigned from time to time by the Board of Directors.

**Section 4.6. Treasurer.** The Treasurer shall have charge and custody of all funds and securities of the Association, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by these Bylaws or assigned to the Treasurer by the Chief Executive Officer, the Board of Directors or a committee created by the Board of Directors.



**Section 4.7. Salaries.** The salaries of the Officers shall be fixed from time to time by the Board of Directors or under delegated authority of the Board, and no Officer shall be prevented from receiving such salary by reason of the fact that the Officer is also a director of the Association.

**Section 4.8. Employees Other Than Officers.** The Board of Directors may delegate others to appoint agents and employees other than officers, define their duties, fix their compensation and dismiss them.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

**Section 5.1. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 5.2. Execution of Instruments.** All indentures, mortgages, deeds, conveyances, contracts, notes, loan documents, letters of credit, master agreements, swap agreements, guarantees, discharges, releases, satisfactions, settlements, affidavits, bonds, undertakings, powers of attorney, and other instruments or contracts may be signed, executed, acknowledged, verified, attested, delivered or accepted on behalf of the Association by an Officer (as such term is defined in Article IV, Section 4.1), or any individual who is listed on the Association's personnel records in a position equal to any of the Officers, or such other officers, employees or agents as the Board of Directors, the Chief Executive Officer or any Officer reporting directly to the Chief Executive Officer may direct in a written delegation kept in the minute book of the Association. The provisions of this Section 5.2 are supplementary to any other provision of these Bylaws and shall not be construed to authorize execution of instruments otherwise dictated by law.

**Section 5.3. Shares of Other Corporations.** The Chairman of the Board, the Chief Executive Officer, the President, any Vice Chairman, any Executive Officer, the Secretary or such other officers, employees or agents as the Board of Directors or such designated officers may direct, are authorized to vote, represent and exercise on behalf of the Association all rights incident to any and all shares of stock or other ownership interests in any other corporations, associations, limited liability companies, partnerships, or other entities standing in the name of the Association. The authority herein granted to vote or represent on behalf of the Association any and all ownership interests held by the Association may be exercised either by the individuals in person or by any duly executed proxy or power of attorney.

**Section 5.4. Electronic Meetings.** Subject to the provisions required or permitted by these Bylaws or the Articles of Association of the Association for notice of meetings, members of the Board of Directors, or members of any committee designated by such Board, may participate in and hold a meeting of such Board of Directors, or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other. The Board of Directors, in its sole discretion, may determine that the meetings of shareholders shall be held by remote communication in accordance with the provisions of the DGCL. Participation in such a meeting shall constitute presence in person

at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 5.5. Waiver of Notice.** Unless otherwise provided by the laws of the United States, any meeting of the shareholders, Board of Directors, or any committee designated by the Board of Directors may be held at any time and without notice if the shareholders, directors, or committee members shall waive notice of the time and place of any such meeting. Attendance at a meeting shall constitute a waiver of notice, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 5.6. Seal and Attestation.** Any officer of the Association is empowered to affix the corporate seal on all documents, and may attest the signature of any person executing an instrument on behalf of the Association. In the execution on behalf of the Association of any instrument, document, writing, notice or paper, it shall not be necessary to affix the corporate seal of the Association thereon, and any such instrument, document, writing, notice or paper when executed without the seal shall be of the same force and effect and as binding on the Association as if the corporate seal had been affixed thereon in each instance.

**Section 5.7. Governing Law.** To the extent not inconsistent with applicable Federal banking statutes and regulations, or bank safety and soundness, the Association shall follow the DGCL for its corporate governance procedures.

## ARTICLE VI

### BYLAWS

**Section 6.1. Inspection.** A copy of the Bylaws, with all amendments thereto, shall at all times be kept in a convenient place at the main office of the Association and shall be open for inspection during bank hours to its sole shareholder.

**Section 6.2. Amendments.** These Bylaws may be amended upon vote of a majority of the Directors then in office at any meeting of the Board or by vote of a majority of the Association's shareholders. No amendment may be made unless the Bylaws, as amended, are consistent with the requirement of the laws of the United States and of the Articles of Association of the Association.

## ARTICLE VII

### CAPITAL STOCK

**Section 7.1. Shares.** Shares of stock of the Association may but need not be represented by certificates. When shares are represented by certificates, the certificates shall be

signed by, or shall bear the facsimile signature of, the Chairman of the Board or the President, and the Secretary or an Assistant Secretary of the Association.

**Section 7.2. Transfers.** The Association shall keep a set of records containing the number and class or series of shares held by its sole shareholder.

Adopted June 13, 2005

Amended December 8, 2009

Amended February 24, 2011

Amended August 22, 2013

Amended September 12, 2019