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THE BANK OF NEW YORK

NEW YORK'S FIRST BANK - FOUNDED 1784 BY ALEXANDER HAMILTON

48 WALL STREET, NEW YORK, N. Y. 10286

CERTIFICATION

I, KATHERINE C. HASTINGS, certify that I am Deputy Secretary of The Bank of New York (formerly named Irving Trust Company, the name change effective as of the close of business on October 6, 1989) (the "Bank") and that as such I am duly authorized to execute and deliver this Certificate on behalf of the Bank and further certify that attached hereto, is a true and correct list of the names, nationalities, address and occupation of the members of the Board of Directors of the Bank appointed effective as of the close of business on October 6, 1989.

IN WITNESS WHEREOF, I have hereunto set my hand as Deputy Secretary of said Company and caused the corporate seal to be affixed hereto on this 24th day of October, 1989.

(Company Seal)

Katherine C. Hastings
Katherine Hastings
Deputy Secretary

STATE OF NEW YORK)
) s.s.:
COUNTY OF NEW YORK)

Sworn and subscribed to
before me this 24th day
of October, 1989.

Judy M. Pruessen
Notary Public

JUDY M. PRUESSEN
NOTARY PUBLIC, State of New York
No. 41 - 4638958
Qualified in Queens County
Commission Expires March 30, 1990
NY County
April



Irving Trust

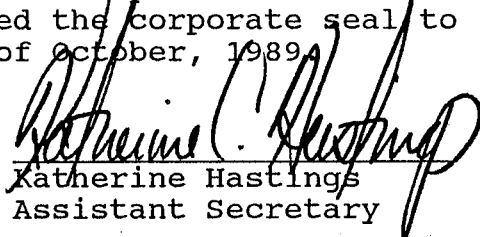
Irving Trust Company
One Wall Street
New York, NY 10015

CERTIFICATION

I, KATHERINE C. HASTINGS, hereby certify that I am an Assistant Secretary, of Irving Trust Company (the "Company"), and, as such, I am duly authorized to execute and deliver this Certificate, and do hereby certify that the attached is a true and correct copy of resolutions and Agreement and Plan of Merger passed by the Board of Directors of the Company on May 8, 1989 relating to the Merger between the Company and The Bank of New York, and that such have not been amended or repealed as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary of said Company and caused the corporate seal to be affixed hereto on this 5th day of October, 1989.

(Company Seal)


Katherine Hastings
Assistant Secretary

STATE OF NEW YORK)
) s.s.:
COUNTY OF NEW YORK)

On this 5th day of October, 1989, before me personally came KATHERINE HASTINGS, to me known and known to me to be the individual described in and who executed the foregoing instrument, and she, thereupon acknowledged to me that she executed the same.


Notary Public

JUDY M. PRUESSEN
NOTARY PUBLIC, State of New York
No. 41 - 4638958
Qualified in Queens County 117th County
Commission Expires March 30, 1990
April

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter called this "Agreement"), dated May 1, 1989, between Irving Trust Company, a New York banking corporation (the "Trust Company"), and The Bank of New York, a New York banking corporation (the "Bank").

ARTICLE I

1.1 Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in Section 1.2) the Bank shall be merged with and into the Trust Company and the separate corporate existence of the Bank shall thereupon cease (the "Merger"). The Trust Company shall be the receiving corporation in the Merger, and the Merger shall have the effects specified in the New York State Banking Law (the "NYSBL").

1.2 Effective Time. The Merger shall become effective on the date on which this Agreement and the other documents specified in Section 601-b(2) of the NYSBL have been filed by the office of the New York State Superintendent of Banks, and such time is hereinafter referred to as the "Effective Time".

1.3 Name. The name of the Trust Company from and after the Effective Time shall be "The Bank of New York" (hereinafter referred to as the "Continuing Corporation").

1.4 Offices. The principal office of the Continuing Corporation shall be 48 Wall Street, New York, New York. The Continuing Corporation will maintain all of the Bank's other present places of business as branch offices until such time as it takes action to the contrary in accordance with the NYSBL. The officially designated address of each of the Bank's places of business is set forth in Exhibit A hereto.

ARTICLE II

2.1 Organization Certificate. Except as provided in Section 1.3 of this Agreement, the Organization Certificate of the Trust Company in effect at the Effective Time shall be the Organization Certificate of the Continuing Corporation, until duly amended in accordance with the terms thereof and the NYSBL.

2.2 By-Laws. The By-Laws of the Bank in effect at the Effective Time shall be the By-Laws of the Continuing Corporation, until duly amended in accordance with the

terms thereof and the NYSBL.

ARTICLE III

3.1 Directors. The directors of the Bank at the Effective Time shall, from and after the Effective Time, constitute the Board of Directors of the Continuing Corporation, each such director to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with the Continuing Corporation's Organization Certificate and By-Laws.

3.2 Officers. The officers of the Trust Company and the Bank at the Effective Time shall, from and after the Effective Time, be the officers of the Continuing Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Continuing Corporation's Organization Certificate and By-Laws.

ARTICLE IV

4.1 Cancellation of Common Stock of the Bank. At the Effective Time, each share of the Common Stock of the Bank issued and outstanding immediately prior to the Effective Time and each share of such Common Stock issued and held in the Bank's treasury immediately prior to the Effective Time, shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding, shall be cancelled and retired without payment of any consideration therefor and shall cease to exist.

4.2 Treatment of Common Stock of the Trust Company. At the Effective Time, each share of the Common Stock of the Trust Company issued and outstanding immediately prior to the Effective Time shall remain outstanding, and each certificate therefor shall continue to evidence one share of Common Stock of the Continuing Corporation.

4.3 Treatment of Preferred Stock of the Trust Company. At the Effective Time, each share of the Cumulative Convertible and Cumulative Adjustable Rate Preferred Stock of the Trust Company issued and outstanding immediately prior to the Effective Time shall remain outstanding, and each respective certificate

therefor shall continue to evidence one share of Cumulative Convertible or Cumulative Adjustable Rate Preferred Stock, as the case may be, of the Continuing Corporation.

ARTICLE V

5.1 Modification or Amendment. Subject to the applicable provisions of the laws of the State of New York, at any time prior to the Effective Time the parties hereto may modify or amend this Agreement by written agreement executed and delivered by duly authorized officers of the respective parties.

5.2 Counterparts. For the convenience of the parties hereto, this Agreement may be executed in counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

5.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

5.4 Entire Agreement. This Agreement constitutes the entire agreement, and supersedes all other prior agreements, understandings, representations and warranties, both written and oral, among the parties, with respect to the subject matter hereof.

5.5 Captions. The Section captions herein are for convenience of reference only, do not constitute part of this Agreement and shall not be deemed to limit or otherwise affect any of the provisions hereof.

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first above written.

IRVING TRUST COMPANY

By 

THE BANK OF NEW YORK

By 

MINUTES OF MEETING
BOARD OF DIRECTORS OF IRVING TRUST COMPANY

May 8, 1989

A regular meeting of the Board of Directors of Irving Trust Company was held at 60 Wall Street, New York, at 4:45 PM on May 8, 1989.

Present: Directors: Bacot, Chevalier, Field, Grimaldi,
Herrick, Mace, Renyi.

Also Present: Directors: Merrill, Papageorge.

Also

Present: Meses. Hastings, McSwiggan.

Mr. Bacot presided at the Meeting.

The Minutes of the Board Meeting held on April 17, 1989, were approved.

The Company's securities transactions and credit offerings and loan transactions for the period April 1 through April 30, 1989 were presented to the Directors.

The Chairman noted the acceptance of the annual report of the Administrative and Investment Committees of the Deferred Supplementary Compensation Plan of Irving Trust Company and Affiliates.

The Company's consolidated statement of income for the month of April and the year to date comparing 1989 results with those of 1988 was reviewed.

Following discussion, and upon motion duly made and seconded, it was resolved that

WHEREAS, Irving Trust Company (the "Bank") contemplates entering into an Agreement and Plan of Merger (the "Merger Agreement") with The Bank of New York ("BNY") providing for the merger of BNY with and into the Bank; and

WHEREAS, the Bank desires to ratify and approve certain actions heretofore taken and to authorize and approve certain actions to be taken by the Bank and its officers in connection with and in furtherance of the Merger Agreement and the transactions contemplated thereby.

NOW THEREFORE, BE IT:

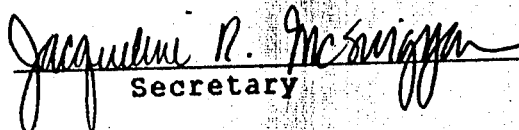
RESOLVED, that this Board of Directors authorize, and it does hereby authorize, the consummation by the Bank of the transactions contemplated by the Merger Agreement, and that the Chairman, any Vice Chairman, the President, any Executive Vice President, any Senior Vice President and any Vice President (the "Authorized Officers") of the Bank be, and each of them hereby is, authorized and directed to execute and deliver the Merger Agreement, in the form presented to this meeting, with such changes as the officer executing the same shall approve, such execution thereof to be conclusive evidence of such officer's approval.

RESOLVED, that the Authorized Officers, or any one of them, be, and each of them hereby is, authorized to execute and file in the name and on behalf of the Bank, any and all applications, filings and notices with appropriate federal and state regulatory authorities as are required or advisable in connection with the Merger Agreement and the consummation of the transactions contemplated thereby, all in such form as the officer signing each such application, filing or notice shall approve, such approval to be conclusively evidenced by such officer's execution thereof.

RESOLVED, that the Authorized Officers, or any one of them, be, and each of them hereby is, authorized and directed to take any and all appropriate action, to execute and deliver any and all documents, agreements and instruments and to take any and all proper steps deemed by them necessary or desirable to carry out the purpose and intent of the foregoing resolutions and to consummate the transactions contemplated by the Merger Agreement.

RESOLVED, that all actions heretofore taken by any officer or director of the Bank in connection with, or with respect to, the matters referred to in the foregoing resolutions be, and they hereby are, confirmed, ratified and approved in all respects.

There being no further business, the meeting was adjourned.


Secretary