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# Delaware

The First State

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JESSE WHITE  
SECRETARY OF STATE

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PAGE 1

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\$100.00

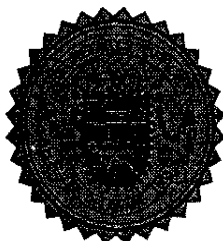
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "BANK ONE CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 12:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.

206-9



Doc#: 0428127058  
Eugene "Gene" Moore Fee: \$30.00  
Cook County Recorder of Deeds  
Date: 10/07/2004 11:11 AM Pg: 1 of 4



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

RECORDING DESK  
BOX 170

2878740 8100

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AUTHENTICATION: 3370019

DATE: 09-23-04

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:46 PM 06/30/2004  
FILED 12:41 PM 06/30/2004  
SRV 040483267 - 0691011 FILE

CERTIFICATE OF MERGER OF

BANK ONE CORPORATION <sup>6015</sup>  
WITH AND INTO <sup>4317</sup>

J.P. MORGAN CHASE & CO.

UNDER SECTION 251 OF THE

GENERAL CORPORATION LAW

OF THE STATE OF DELAWARE

Property of Cook County Clerk's Office

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, J.P. Morgan Chase & Co., a Delaware corporation ("JPMorgan Chase"), hereby certifies the following information relating to the merger of Bank One Corporation, a Delaware corporation ("Bank One"), with and into JPMorgan Chase (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

<u>Name</u>	<u>State</u>
J.P. Morgan Chase & Co.	Delaware
Bank One Corporation	Delaware

SECOND: The Agreement and Plan of Merger, dated as of January 14, 2004 (the "Merger Agreement"), between JPMorgan Chase and Bank One, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

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THIRD: The name of the surviving corporation in the Merger is J.P. Morgan Chase & Co. (the "Surviving Corporation").

FOURTH: The certificate of incorporation of JPMorgan Chase shall be the certificate of incorporation of the Surviving Corporation, except that the first paragraph of Article FOURTH is hereby amended to read in its entirety as follows:

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is NINE BILLION TWO HUNDRED MILLION, of which TWO HUNDRED MILLION shares shall be shares of preferred stock of the par value of \$1 per share (hereinafter called "Preferred Stock") and NINE BILLION shares shall be shares of common stock of the par value of \$1 per share (hereinafter called "Common Stock").

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation located at 270 Park Avenue, New York, New York 10017.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 12:01 a.m. on July 1, 2004.

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IN WITNESS WHEREOF, this Certificate of Merger has been executed on this  
30th day of June, 2004.

J.P. MORGAN CHASE & CO.

By: /s/ Anthony J. Horan  
Anthony J. Horan  
Secretary

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