

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "JPMORGAN CHASE & CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1968, AT 10 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF FEBRUARY, A.D. 1969, AT 11 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF APRIL, A.D. 1969, AT 10 O`CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF MARCH, A.D. 1972, AT 3:30 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF AUGUST, A.D. 1977, AT 8:30 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF MAY, A.D. 1979, AT 10 O`CLOCK A.M.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

691011 8310

SR# 20210935528

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202750619

Date: 03-17-21

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AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE
AFORESAID CERTIFICATE OF AMENDMENT IS THE EIGHTH DAY OF MAY, A.D.
1979.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF
NOVEMBER, A.D. 1980, AT 12 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTEENTH DAY OF MAY,
A.D. 1982, AT 3 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTEENTH DAY OF
AUGUST, A.D. 1982, AT 10 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF APRIL,
A.D. 1983, AT 10 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE NINTH DAY OF AUGUST, A.D.
1983, AT 10 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF MAY, A.D.
1985, AT 10 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF APRIL,
A.D. 1987, AT 1:10 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF APRIL,
A.D. 1987, AT 2:59 O`CLOCK P.M.



A handwritten signature in black ink, reading "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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*CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF APRIL,
A.D. 1987, AT 3 O`CLOCK P.M.*

*CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CHEMICAL NEW
YORK CORPORATION" TO "CHEMICAL BANKING CORPORATION", FILED THE
TWENTY-NINTH DAY OF APRIL, A.D. 1988, AT 10 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
NOVEMBER, A.D. 1988, AT 10 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE FOURTEENTH DAY OF APRIL,
A.D. 1989, AT 11:45 O`CLOCK A.M.*

*CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF JUNE,
A.D. 1990, AT 12 O`CLOCK P.M.*

*CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF MAY, A.D.
1991, AT 10 O`CLOCK A.M.*

*CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF DECEMBER,
A.D. 1991, AT 8:30 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 1991, AT 8:31 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 1991, AT 8:32 O`CLOCK A.M.*

A handwritten signature in black ink, reading "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 1991, AT 8:33 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 1991, AT 8:34 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 1991, AT 10 O`CLOCK A.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER,
A.D. 1991, AT 10:05 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-EIGHTH DAY OF MAY,
A.D. 1992, AT 8:30 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SIXTEENTH DAY OF
SEPTEMBER, A.D. 1992, AT 1 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
MARCH, A.D. 1993, AT 12:30 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF MAY,
A.D. 1993, AT 9 O`CLOCK A.M.*

*CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF MAY,
A.D. 1993, AT 10 O`CLOCK A.M.*




Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF
MARCH, A.D. 1994, AT 2 O`CLOCK P.M.*

*CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF
MARCH, A.D. 1994, AT 2:01 O`CLOCK P.M.*

*CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF
MARCH, A.D. 1994, AT 2:02 O`CLOCK P.M.*

*CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF
MARCH, A.D. 1994, AT 2:03 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
MARCH, A.D. 1994, AT 2:04 O`CLOCK P.M.*

*RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF MARCH,
A.D. 1994, AT 2:05 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF JUNE, A.D.
1994, AT 9 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10 O`CLOCK A.M.*

*CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF MARCH,
A.D. 1996, AT 10:01 O`CLOCK A.M.*

A handwritten signature in black ink, appearing to read "JBullock".

Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:02 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:03 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:04 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:05 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:06 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:07 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:08 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
MARCH, A.D. 1996, AT 10:09 O`CLOCK A.M.*

*CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "CHEMICAL BANKING
CORPORATION" TO "THE CHASE MANHATTAN CORPORATION", FILED THE
TWENTY-NINTH DAY OF MARCH, A.D. 1996, AT 10:10 O`CLOCK A.M.*




Jeffrey W. Bullock, Secretary of State

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AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 1996.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF APRIL, A.D. 1996, AT 8:30 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF MAY, A.D. 1998, AT 8:30 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF MAY, A.D. 1998, AT 9 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF MAY, A.D. 2000, AT 8:30 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9:10 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9:10 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9:10 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9:10 O`CLOCK A.M.



A handwritten signature in black ink, reading "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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*CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "THE CHASE
MANHATTAN CORPORATION" TO "J.P. MORGAN CHASE & CO.", FILED THE
TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 11:10 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE
AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2000.*

*RESTATED CERTIFICATE, FILED THE SECOND DAY OF JANUARY, A.D.
2001, AT 5:15 O`CLOCK P.M.*

*CERTIFICATE OF CORRECTION, FILED THE TWENTY-FOURTH DAY OF JUNE,
A.D. 2004, AT 1:04 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF
JUNE, A.D. 2004, AT 1:05 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED 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.*

*RESTATED CERTIFICATE, FILED THE FIRST DAY OF JULY, A.D. 2004,
AT 10:03 O`CLOCK A.M.*



A handwritten signature in black ink, reading "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "J.P. MORGAN CHASE & CO." TO "JPMORGAN CHASE & CO.", FILED THE TWENTIETH DAY OF JULY, A.D. 2004, AT 2:14 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTIETH DAY OF JULY, A.D. 2004, AT 2:15 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2005, AT 2:17 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2005, AT 2:18 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF APRIL, A.D. 2006, AT 11:40 O`CLOCK A.M.

RESTATED CERTIFICATE, FILED THE FIFTH DAY OF APRIL, A.D. 2006, AT 11:41 O`CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 1:36 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF APRIL, A.D. 2008, AT 7:51 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF JULY, A.D. 2008, AT 9:24 O`CLOCK A.M.

A handwritten signature in black ink, reading "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF JULY, A.D.
2008, AT 9:25 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF JULY, A.D.
2008, AT 9:26 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF
AUGUST, A.D. 2008, AT 9:12 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SEVENTH DAY OF
OCTOBER, A.D. 2008, AT 5:26 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF JANUARY,
A.D. 2011, AT 1:04 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SEVENTH DAY OF
AUGUST, A.D. 2012, AT 9:03 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF FEBRUARY,
A.D. 2013, AT 11:35 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
APRIL, A.D. 2013, AT 10:33 O`CLOCK A.M.*

*CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF JUNE, A.D.
2013, AT 4:25 O`CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF JULY,
A.D. 2013, AT 8:06 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
OCTOBER, A.D. 2013, AT 11:59 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF
JANUARY, A.D. 2014, AT 1:52 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
JANUARY, A.D. 2014, AT 2:25 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF MARCH,
A.D. 2014, AT 11:16 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SIXTH DAY OF JUNE, A.D.
2014, AT 12:37 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF JUNE,
A.D. 2014, AT 8 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
SEPTEMBER, A.D. 2014, AT 11:14 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF FEBRUARY,
A.D. 2015, AT 4:42 O`CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF APRIL,
A.D. 2015, AT 10:58 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF JUNE, A.D.
2015, AT 12:15 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-EIGHTH DAY OF
JULY, A.D. 2015, AT 11:27 O`CLOCK A.M.*

*CERTIFICATE OF MERGER, FILED THE FOURTEENTH DAY OF DECEMBER,
A.D. 2016, AT 4:13 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE
AFORESAID CERTIFICATE OF MERGER IS THE NINETEENTH DAY OF DECEMBER,
A.D. 2016.*

*CERTIFICATE OF VALIDATION, FILED THE SECOND DAY OF MAY, A.D.
2017, AT 8:15 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE NINETEENTH DAY OF
OCTOBER, A.D. 2017, AT 8:01 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWELFTH DAY OF DECEMBER,
A.D. 2017, AT 9:24 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF
SEPTEMBER, A.D. 2018, AT 5:30 O`CLOCK P.M.*



A handwritten signature in black ink, reading "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF
JANUARY, A.D. 2019, AT 5 O`CLOCK P.M.*

*CERTIFICATE OF CORRECTION, FILED THE TWENTY-FOURTH DAY OF
JANUARY, A.D. 2019, AT 10:29 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF MARCH,
A.D. 2019, AT 8:33 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF JULY,
A.D. 2019, AT 5 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SIXTEENTH DAY OF
SEPTEMBER, A.D. 2019, AT 10:30 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SIXTH DAY OF NOVEMBER,
A.D. 2019, AT 5 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF DECEMBER,
A.D. 2019, AT 12:13 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
JANUARY, A.D. 2020, AT 4:45 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF
FEBRUARY, A.D. 2020, AT 5 O`CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF MARCH, A.D.
2020, AT 9:35 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SIXTEENTH DAY OF MARCH,
A.D. 2021, AT 5 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "JPMORGAN CHASE & CO.".*

*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.*



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Authentication: 202750619

Date: 03-17-21

RESTATED CERTIFICATE OF INCORPORATION
of
JPMORGAN CHASE & CO.

Under Section 245
of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co. (the "Corporation"), does hereby certify under the seal of the Corporation as follows:

First: The name of the Corporation is JPMorgan Chase & Co.; the Corporation was originally incorporated as Chemical New York Corporation.

Second: The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware in Dover, Delaware, on the 28th day of October, 1968.

Third: This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the General Corporation Law of Delaware and only restates and integrates and does not further amend the provisions of the Corporation's Restated Certificate of Incorporation as heretofore restated, amended and supplemented. There is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

Fourth: The text of the Restated Certificate of Incorporation of the Corporation, as amended, is hereby restated to read in full, as follows:

FIRST. The name of the Corporation is JPMorgan Chase & Co.

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limiting in any manner the scope and generality of the foregoing, the Corporation shall have the following purposes and powers:

(1) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any and all securities, as such term is hereinafter defined, issued or created by any corporation, firm, organization, association or other entity, public or private, whether formed under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, dependency, possession or municipality thereof, or issued or created by the United States of America or any state or commonwealth thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality of any of the foregoing, and as owner thereof to possess and exercise all

the rights, powers and privileges of ownership, including the right to execute consents and vote thereon;

(2) to make, establish and maintain investments in securities, and to supervise and manage such investments;

(3) to cause to be organized under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, dependency, possession or municipality thereof, one or more corporations, firms, organizations, associations or other entities and to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

(4) to acquire by purchase or exchange, or by transfer to or by merger or consolidation with the Corporation or any corporation, firm, organization, association or other entity owned or controlled, directly or indirectly, by the Corporation, or to otherwise acquire, the whole or any part of the business, good will, rights or other assets of any corporation, firm, organization, association or other entity, and to undertake or assume in connection therewith the whole or any part of the liabilities and obligations thereof, to effect any such acquisition in whole or in part by delivery of cash or other property, including securities issued by the Corporation, or by any other lawful means;

(5) to make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith;

(6) to aid by loan, subsidy, guaranty or in any other lawful manner any corporation, firm, organization, association or other entity of which any securities are in any manner directly or indirectly held by the Corporation or in which the Corporation or any such corporation, firm, organization, association or entity may be or become otherwise interested; to guarantee the payment of dividends on any stock issued by any such corporation, firm, organization, association or entity; to guarantee or, with or without recourse against any such corporation, firm, organization, association or entity, to assume the payment of the principal of, or the interest on, any obligations issued or incurred by such corporation, firm, organization, association or entity; to do any and all other acts and things for the enhancement, protection or preservation of any securities which are in any manner, directly or indirectly, held, guaranteed or assumed by the Corporation, and to do any and all acts and things designed to accomplish any such purpose;

(7) to borrow money for any business, object or purpose of the Corporation from time to time, without limit as to amount; to issue any kind of evidence of indebtedness, whether or not in connection with borrowing money, including evidences of indebtedness convertible into stock of the Corporation, to secure the payment of any evidence of indebtedness by the creation of any interest in any of the property or rights of the Corporation, whether at that time owned or thereafter acquired;

(8) to render service, assistance, counsel and advice to, and to act as representative or agent in any capacity (whether managing, operating, financial, purchasing, selling, advertising or otherwise) of, any corporation, firm, organization, association or other entity; and

(9) to engage in any commercial, financial, mercantile, industrial, manufacturing, marine, exploration, mining, agricultural, research, licensing, servicing, or agency business not prohibited by law, and any, some or all of the foregoing.

The term "securities" as used in this Certificate of Incorporation shall mean any and all notes, stocks, treasury stocks, bonds, debentures, evidences of indebtedness, certificates of interest or participation in any profit-sharing agreement, collateral-trust certificates, preorganization certificates or subscriptions, transferable shares, investment contracts, voting trust certificates, certificates of deposit for a security, fractional undivided interests in oil, gas, or other mineral rights, or, in general, any interests or instruments commonly known as "securities", or any and all certificates of interest or participation in, temporary or interim certificates for, receipts for, guaranties of, or warrants or rights to subscribe to or purchase, any of the foregoing.

The purposes and powers specified in the foregoing paragraphs shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other paragraph in this Certificate of Incorporation, but the purposes and powers specified in each of the foregoing paragraphs of this Article THIRD shall be regarded as independent purposes and powers.

The Corporation shall possess and may exercise all powers and privileges necessary or convenient to effect any or all of the foregoing purposes, or to further any or all of the foregoing powers, and the enumeration herein of any specific purposes or powers shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of Delaware.

FOURTH. 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").

Any amendment to this Certificate of Incorporation which shall increase or decrease the authorized capital stock of the Corporation may be adopted by the affirmative vote of the holders of capital stock representing not less than a majority of the voting power represented by the outstanding shares of capital stock of the Corporation entitled to vote.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

(1) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited but not to exceed one vote per share, or without

voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

- (a) the designation of such series;
 - (b) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock, and whether such dividends shall be cumulative or non-cumulative;
 - (c) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
 - (d) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
 - (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;
 - (f) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of the directors or otherwise; provided, however, that in no event shall any holder of any series of Preferred Stock be entitled to more than one vote for each share of such Preferred Stock held by him;
 - (g) the restrictions, if any, on the issue or reissue of any additional Preferred Stock;
 - (h) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.
- (2) Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board of Directors creating any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever.

FIFTH. The by-laws may be made, altered, amended or repealed by the Board of Directors. The books of the Corporation (subject to the provisions of the laws of the

State of Delaware) may be kept outside of the State of Delaware at such places as from time to time may be designated by the Board of Directors.

SIXTH. (1) To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(2) The Corporation shall have the power to indemnify any director, officer, employee or agent of the Corporation or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) to the fullest extent permitted by the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors and administrators of such a person.

(3) By action of its Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, to protect any director, officer, employee or agent of the Corporation or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended, and whether or not the Corporation would have the power or would be required to indemnify any such person under the terms of any agreement or by-law or the General Corporation Law of the State of Delaware. For purposes of this paragraph (3), "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan.

SEVENTH. (1) Any action required or permitted to be taken by the holders of Common Stock of the Corporation must be effected at a duly called annual or special meeting of the stockholders of the Corporation and may not be effected by any consent in writing.

(2) Whenever the vote of holders of shares of any class or series other than Common Stock at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of the State of Delaware, the meeting and vote of such stockholders may be dispensed with if such action is taken with the written consent of such holders representing not less than a majority of the voting power of all the capital stock of such class or series entitled to be voted upon such action if a meeting were held; provided that in no case shall the written consent be by such holders having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given in writing to all such

stockholders entitled to vote thereon of the taking of corporate action without a meeting and by less than unanimous written consent.

(3) Election of directors need not be by ballot unless the by-laws so provide.

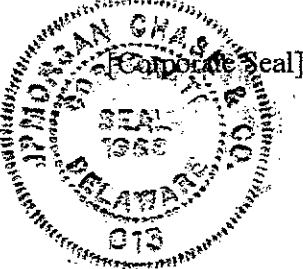
EIGHTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer and caused the corporate seal of the Corporation to be hereunto affixed this 3rd day of April 2006.

By



Anthony J. Horan
Corporate Secretary



CERTIFICATE OF OWNERSHIP

MERGING

HAMBRECHT & QUIST GROUP

INTO

JPMORGAN CHASE & CO.

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

JPMorgan Chase & Co., a corporation incorporated on the 28th day of October, 1968, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That this corporation owns 100% of the capital stock of Hambrecht & Quist Group, a corporation incorporated on the 6th day of June, 1996 A.D., pursuant to the provisions of the General Corporation Laws of Delaware and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 16th day of October 16, 2007 A.D., determined to and did merge into itself said Hambrecht & Quist Group, which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Hambrecht & Quist Group, a corporation organized and existing under the laws of the State of Delaware, and


WHEREAS this corporation desires to merge into itself the said Hambrecht & Quist Group, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Hambrecht & Quist Group and assumes all of its obligations, and

FURTHER RESOLVED, that the appropriate officer of this corporation be, and each hereby is authorized to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Hambrecht & Quist Group and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the appropriate officers of this corporation be, and each hereby is authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 26th day of December, 2007.

By: 
Name: Anthony Horan
Title: Secretary and Senior Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:51 AM 04/23/2008
FILED 07:51 AM 04/23/2008
SRV 080459164 - 0691011 FILE

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PERPETUAL PREFERRED
STOCK, SERIES I
(\$10,000.00 initial liquidation preference per share)**

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors of the Corporation by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated thereto by the Board of Directors of the Corporation:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$6,000,000,000 on the following terms, with the following designations, powers, preferences and rights:

1. Designation and Amount: Fractional Shares. The series of preferred stock shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I" (the "Series I Preferred Stock"). The Series I Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of Series I Preferred Stock shall be \$6,000,000,000 (600,000) shares. The Series I Preferred Stock is issuable in whole shares only.

2. Dividends.

(a) Holders of Series I Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, but only out of assets legally available therefor, non-cumulative cash dividends on the liquidation preference of \$10,000 per share of Series I Preferred Stock, and no more, payable (x) for the Fixed Rate Period (as defined below), semi-annually in arrears on each April 30 and October 30 and (y) for the Floating Rate Period (as defined below), quarterly in arrears on each January 30, April 30, July 30 and October 30 (each such day on which dividends are payable a "Dividend Payment Date"). In the event that any Dividend Payment Date during the Fixed Rate Period would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a

Business Day and no additional dividends will accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period would otherwise fall on a day that is not a Business Day, the Dividend Payment Date will be postponed to the next day that is a Business Day and dividends will accrue to but excluding the date dividends are paid. However, if during the Floating Rate Period the postponement would cause the day to fall in the next calendar month, the Dividend Payment Date will instead be brought forward to the immediately preceding Business Day. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series I Preferred Stock to but excluding the next Dividend Payment Date. Dividends on each share of Series I Preferred Stock will accrue on the liquidation preference of \$10,000 per share at a rate per annum equal to (1) 7.90%, for each Dividend Period from the issue date to, but excluding, April 30, 2018 (the "*Fixed Rate Period*"), and (2) Three-Month LIBOR (as defined below) plus a spread of 3.47%, for each Dividend Period from April 30, 2018 to the date of redemption of the Series I Preferred Stock, if any (the "*Floating Rate Period*").

Each such dividend shall be paid to the holders of record of shares of Series I Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors of the Corporation. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

"*Three-Month LIBOR*" means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Reuters Screen Page "LIBOR01", Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than \$1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Corporation, at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major

banks in New York City selected by the Corporation, at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than \$1,000,000. However, if fewer than three banks selected by the Corporation to provide quotations are not quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series I Preferred Stock upon request and will be final and binding in the absence of manifest error.

"London Banking Day" shall mean any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"Calculation Agent" shall mean such bank or entity as may be appointed by the Corporation to act as calculation agent for the Series I Preferred Stock during the Floating Rate Period.

(b) Dividends on shares of Series I Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series I Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series I Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series I Preferred Stock.

(c) No full dividends shall be declared or paid or set apart for payment on the preferred stock of any series ranking, as to dividends, on a parity with or junior to the Series I Preferred Stock for any period unless full dividends on the shares of the Series I Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set apart for such payment). When dividends are not paid in full, as aforesaid, upon the shares of the Series I Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series I Preferred Stock, all dividends declared and paid upon shares of the Series I Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series I Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividend payments due on shares of Series I Preferred Stock and the aggregate of the current and accrued dividends due on any series of preferred stock ranking on a parity as to dividends with the Series I Preferred Stock. The Corporation shall not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series I Preferred Stock.

(d) So long as any shares of the Series I Preferred Stock are outstanding, no dividend (other than a dividend in common stock or in any other stock ranking junior to the Series I Preferred Stock as to dividends and upon liquidation, dissolution or winding up and other than as provided in the paragraph directly above) shall be declared or paid or set aside for payment or other distribution declared or made upon the common stock or upon any other stock ranking junior to or on a parity with the Series I Preferred Stock as to dividends or upon liquidation, dissolution or winding up, nor shall any common stock or any other stock of the Corporation ranking junior to or on a parity with the Series I Preferred Stock as to dividends or upon liquidation, dissolution or winding up be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to the Series I Preferred Stock as to dividends and upon liquidation, dissolution or winding up), unless, in each case, full dividends on all outstanding shares of the Series I Preferred Stock shall have been paid or declared and set aside for payment in respect of the most recently completed Dividend Period.

3. Liquidation Preference. (a) Upon the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the holders of the shares of the Series I Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other class of stock ranking junior to the Series I Preferred Stock upon liquidation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series I Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series I Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, the amounts payable with respect to the shares of the Series I Preferred Stock and any other shares of stock of the Corporation ranking as to any such distribution on a parity with the shares of the Series I Preferred Stock are not paid in full, the holders of the shares of the Series I Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 3.

4. Preemption and Conversion. The holders of Series I Preferred Stock shall not have any rights of preemption or rights to convert such Series I Preferred Stock into property or shares of any other class or series of capital stock of the Corporation.

5. Voting Rights.

(a) The Series I Preferred Stock, except as provided herein or as otherwise from time to time required by law, shall have no voting rights. Whenever, at any time or times, dividends payable on the shares of Series I Preferred Stock have not been paid for an aggregate of three semi-annual or six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series I Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Parity Preferred Stock (as defined in Section 8) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series I Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to reversioning in the event of each and every subsequent default of the character above mentioned. Upon any termination of the right of the holders of shares of Series I Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled only by the affirmative vote of the holders of shares of Series I Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(b) So long as any shares of any Series I Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series I Preferred Stock and any Voting Parity Stock, voting together as a class, (i) authorize, create or issue any capital stock of the Corporation ranking, as to dividends or upon liquidation, dissolution or winding up, prior to such Series I Preferred Stock, or reclassify any authorized capital stock of the Corporation into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock, or (ii) amend, alter or repeal the certificate of designations for such Series I Preferred Stock, or the Certificate of Incorporation of the Corporation, whether by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of such Series I Preferred Stock. Any increase in the amount of authorized common stock or other authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock or the authorization, creation and issuance of other classes or series of stock, in each case ranking on a parity with or junior to the shares of Series I Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights.

(c) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of Series I Preferred Stock shall be entitled to one vote (the holders of shares of any other class or series of Voting

Parity Stock being entitled to such number of votes, if any, for each share of such stock held as may be granted to them).

(d) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of Series I Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of Series I Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefor, in whole or in part, the shares of Series I Preferred Stock at the time outstanding, at any time on any Dividend Payment Date on or after the Dividend Payment Date on April 30, 2018, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series I Preferred Stock shall be \$10,000 per share plus an amount equal to any dividends that have been declared but not paid on the shares of Series I Preferred Stock called for redemption.

(b) Notice of every redemption of shares of Series I Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series I Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series I Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series I Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series I Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted by The Depository Trust Company.

(c) In case of any redemption of only part of the shares of Series I Preferred Stock at the time outstanding, the shares of Series I Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series I Preferred Stock in proportion to the number of Series I Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series I Preferred Stock shall be redeemed from time to time.

(d) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors (the "*Depository Company*") in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(e) Shares of Series I Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series I Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any stock of any class or classes or series of the Corporation shall be deemed to rank:

(a) prior to shares of the Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Series I Preferred Stock;

(b) on a parity with shares of the Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of

the Series I Preferred Stock, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributed upon liquidation, dissolution or winding up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of Series I Preferred Stock (the term "*Parity Preferred Stock*" being used to refer to any stock on a parity with the shares of Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, as the content may require); and

(c) junior to shares of the Series I Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if such class or classes or series shall be common stock or if the holders of the Series I Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of stock of such class or classes or series.

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IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand this 23rd day of April, 2008.

JPMORGAN CHASE & CO.

By: 

Name: Anthony J. Horan

Title: Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:24 AM 07/10/2008
FILED 09:24 AM 07/10/2008
SRV 080767687 - 0691011 FILE

**CERTIFICATE OF DESIGNATIONS
6.15% CUMULATIVE PREFERRED STOCK, SERIES E**

OF

JPMORGAN CHASE & CO.

**Pursuant to Section 151 of the General Corporation Law
of the State of Delaware**

JPMorgan Chase & Co., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that on July 1, 2008, the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors"), pursuant to authority conferred upon it by the Board of Directors, by the provisions of the Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the Corporation and by Section 151 of the General Corporation Law of the State of Delaware has adopted the following resolutions creating a series of preferred stock, \$1.00 par value, of the Corporation, designated as 6.15% Cumulative Preferred Stock, Series E (the "Preferred Stock"):

RESOLVED, that a series of the class of authorized Preferred Stock, \$1.00 par value, of the Corporation be, and it hereby is, hereby created, and that the designation and amount thereof and the preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restriction thereof are as follows:

Section 1. *Designation and Amount.* The shares of such series shall be designated as the "6.15% Cumulative Preferred Stock, Series E" (the "Series E Preferred Stock") and the number of shares constituting such series shall be 1,250,000, which number may be increased or decreased by the Board of Directors or a committee so authorized by the Board of Directors without a vote of stockholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series E Preferred Stock.

Section 2. *Dividends and Distribution.*

(a) The holders of shares of Series E Preferred Stock, in preference to the holders of shares of the common stock, par value \$1.00 per share (the "Common Stock"), of the Corporation and of any other capital stock of the Corporation ranking junior to the Series E Preferred Stock as to payment of dividends, shall be entitled to receive, when and as declared by the Board of Directors out of net profits or net assets of the Corporation legally available for the payment of dividends, cumulative cash dividends in the amount of \$12.30 per share per annum, and no more, in equal quarterly payments on January 15, April 15, July 15 and October 15 in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on October 15, 2008 (for the period from July 15, 2008 through October 14, 2008).

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin to accrue and be cumulative from July 15, 2008. The amount of dividends so payable

shall be determined on the basis of twelve 30-day months and a 360-day year. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series E Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The record date for the determination of holders of shares of Series E Preferred Stock entitled to receive payment of a dividend declared thereon shall be such date, not less than 15 nor more than 60 days prior to the date fixed for the payment thereof, as may be determined by the Board of Directors or a duly authorized committee thereof; provided, however, that the record date for the first Quarterly Dividend Payment Date shall be September 30, 2008.

Section 3. *Certain Restrictions.*

(a) Whenever quarterly dividends payable on shares of Series E Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued but unpaid dividends, whether or not declared, on the outstanding shares of Series E Preferred Stock shall have been paid in full or declared and set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of Common Stock or other capital stock ranking junior (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) to the Series E Preferred Stock ("Junior Stock"), other than dividends or distributions payable in Junior Stock; (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) with the Series E Preferred Stock ("Parity Stock"), other than dividends or distributions payable in Junior Stock, except dividends paid ratably on the Series E Preferred Stock and all Parity Stock on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are then entitled; (iii) redeem or purchase or otherwise acquire for consideration any shares of Junior Stock; provided, that the Corporation may at any time redeem, purchase or otherwise acquire any shares of Junior Stock in exchange for shares of Junior Stock; or (iv) redeem or purchase or otherwise acquire for consideration any shares of Series E Preferred Stock or Parity Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (a) of this Section 3, purchase or otherwise acquire such shares at such time and in such manner.

Section 4. *Redemption.*

(a) The shares of Series E Preferred Stock shall not be redeemed by the Corporation prior to January 15, 2008. The Corporation, at its option, may redeem shares

of Series E Preferred Stock, as a whole or in part, at any time or from time to time on or after January 15, 2008, at a price of \$200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date fixed for redemption (hereinafter called the "redemption price"). The Corporation's election to redeem shares of Series E Preferred Stock shall be expressed by resolution of the Board of Directors. Any such redemption shall be made upon not less than 30, nor more than 60 days' previous notice to holders of record of the shares of Series E Preferred Stock to be redeemed, given as hereinafter provided.

(b) If less than all shares of Series E Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot, in such manner as may be prescribed by resolution of the Board of Directors.

(c) Notice of any redemption of shares of Series E Preferred Stock shall be given by publication in a newspaper of general circulation in the Borough of Manhattan, The City of New York, such publication to be made not less than 30 nor more than 60 days prior to the redemption date fixed by the Board of Directors and specified therein. A similar notice shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to such redemption date, addressed to the respective holders of record of shares of Series E Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation, but the mailing of such notice shall not be a condition of such redemption. In order to facilitate the redemption of shares of Series E Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series E Preferred Stock to be redeemed, not more than 60 days nor less than 30 days prior to the date fixed for such redemption.

(d) Notice having been given pursuant to paragraph (c) of this Section 4, from and after the date specified therein as the date of redemption, unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Series E Preferred Stock thereby called for redemption shall cease to accrue, and from and after the date of redemption so specified, unless default shall be made by the Corporation as aforesaid, or from and after the date (if prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$10,000,000, provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date prior to the date of redemption so specified in such notice, all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price (but without interest), shall cease. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Series E Preferred Stock at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company to, the Corporation.

Section 5. *Reacquired Shares.* Any shares of Series E Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever

shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, \$1.00 par value, of the Corporation and may be reissued as part of another series of Preferred Stock, \$1.00 par value, of the Corporation subject to the conditions or restrictions on issuance set forth herein, in the Certificate of Incorporation, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. *Liquidation, Dissolution or Winding Up.*

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of Junior Stock, unless, prior thereto, the holders of shares of Series E Preferred Stock shall have received \$200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date of such payment or (ii) to the holders of shares of Parity Stock, except distributions made ratably on the Series E Preferred Stock and all such Parity Stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7. *Voting Rights.* The holder of shares of each series of Preferred Stock which are authorized for issuance by the Board of Directors shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the Certificate of Incorporation of the Corporation or the laws of the State of Delaware, and except for the following:

(a) Whenever, at any time or times, dividends payable on the shares of any series of Preferred Stock or any other class or series of stock ranking on a parity with the Preferred Stock with respect to the payment of dividends shall be in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters or more, the holders of the outstanding shares of that series of Preferred Stock (voting together as a class with all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) (collectively, the "Defaulted Preferred Stock") shall have the right (the "Special Election Right") to elect two members of the Board of Directors. The Special Election Right may be exercised at any annual meeting or at any special meeting called for that purpose as hereinafter provided or at any adjournment thereof, or by the written consent, delivered to the Secretary of the Corporation, of the holders of a majority of all outstanding shares of Defaulted Preferred Stock, until dividends in default on the outstanding shares of Defaulted Preferred Stock shall have been paid in full (or such dividends shall have been declared and funds sufficient therefor set apart for payment), at which time the term of office of the two directors so elected shall terminate automatically.

So long as the Special Election Right continues (and unless the Special Election Right shall have previously been exercised by written consent of the holders of a majority of the outstanding shares of Defaulted Preferred Stock) the Secretary of the Corporation may call, and within 30 days after delivery to the Secretary addressed to him at the principal office of the Corporation of the written request from the holders of record of a majority of the outstanding shares of Defaulted Preferred Stock will be required to call, a special meeting of the holders of those shares for the Special Election Right. Such meeting shall be held within 30 days after delivery of such request to the Secretary, at the place and upon the notice provided by law and in the By-laws of the Corporation for the holding of meetings of stockholders. No such special meeting or adjournment thereof shall be held on a date less than 30 days before an annual meeting of stockholders or any special meeting in lieu thereof. If at any annual or special meeting or any adjournment thereof the holders of a majority of the then outstanding shares of Defaulted Preferred Stock entitled to vote shall be present or represented by proxy, or if the holders of a majority of the outstanding shares of Defaulted Preferred Stock shall have acted by written consent in lieu of a meeting with respect thereto, then the authorized number of directors shall be increased by two, and the holders of the Defaulted Preferred Stock shall be entitled to elect the two additional directors. Directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, unless the term of office of the person so elected as directors shall have terminated as described above.

In case of any vacancy occurring between the directors elected by the holders of the Defaulted Preferred Stock as a class, the remaining director who shall have been so elected may appoint a successor to hold office for the unexpired term of the director whose place shall be vacant. If both directors so elected by the holders of Defaulted Preferred Stock as a class shall cease to serve as directors before their terms shall expire, the holders of the Defaulted Preferred Stock then outstanding and entitled to vote for such directors may, by written consent as hereinabove provided, or at a special meeting of holders of Defaulted Preferred Stock called as provided above, elect successors to hold office for the unexpired terms of the directors whose place shall be vacant.

Whenever shares of Defaulted Preferred Stock become entitled to vote, each holder shall have one vote for each share held.

(b) So long as any shares of Preferred Stock remain outstanding, the consent of the holders of at least two-thirds of the shares of Preferred Stock outstanding at the time and all other classes or series of preferred stock upon which like voting rights have been conferred and are exercisable (voting together as a class) given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the issuance or increase of the authorized amount of any class or series of shares if the holders of stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Preferred Stock; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Certificate of Incorporation that would materially and adversely affect any power, preference or special right of the shares of Preferred Stock or of the holders thereof;

provided, however, that any increase in the amount of authorized Common Stock or authorized Preferred Stock or any increase or decrease in the number of shares of any series of Preferred Stock or the creation and issuance of other series of Common Stock or Preferred Stock, in each case ranking on a parity with or junior to the shares of Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such powers, preferences or special rights.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Section 8. *Definitions.* For the purposes of the Certificate of Designations of the Series E Preferred Stock which embodies this resolution:

"Persons" shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

"Subsidiary" of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

Section 9. *Rank.* The Series E Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, equally with all shares of the Cumulative Preferred Stock, Series F, the Cumulative Preferred Stock, Series G and the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I of the Corporation.

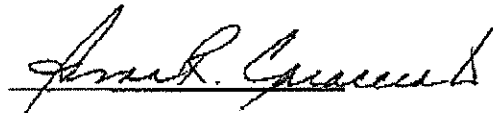
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations of 6.15% Cumulative Preferred Stock, Series E to be duly executed by its Corporate Secretary and attested to by an Assistant Corporate Secretary and has caused its corporate seal to be affixed hereto, this 1st day of July, 2008.

JPMORGAN CHASE & CO.

By: 

Name: Anthony J. Horan
Title: Corporate Secretary

ATTEST:



Name: Irma R. Caracciolo
Title: Assistant Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:24 AM 07/10/2008
FILED 09:25 AM 07/10/2008
SRV 080767704 - 0691011 FILE

**CERTIFICATE OF DESIGNATIONS
5.72% CUMULATIVE PREFERRED STOCK, SERIES F**

OF

JPMORGAN CHASE & CO.

**Pursuant to Section 151 of the General Corporation Law
of the State of Delaware**

JPMorgan Chase & Co., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that on July 1, 2008, the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors"), pursuant to authority conferred upon it by the Board of Directors, by the provisions of the Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the Corporation and by Section 151 of the General Corporation Law of the State of Delaware has adopted the following resolutions creating a series of preferred stock, \$1.00 par value, of the Corporation, designated as 5.72% Cumulative Preferred Stock, Series F (the "Preferred Stock"):

RESOLVED, that a series of the class of authorized Preferred Stock, \$1.00 par value, of the Corporation be, and it hereby is, hereby created, and that the designation and amount thereof and the preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restriction thereof are as follows:

Section 1. *Designation and Amount.* The shares of such series shall be designated as the "5.72% Cumulative Preferred Stock, Series F" (the "Series F Preferred Stock") and the number of shares constituting such series shall be 1,000,000, which number may be increased or decreased by the Board of Directors or a committee so authorized by the Board of Directors without a vote of stockholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series F Preferred Stock.

Section 2. *Dividends and Distribution.*

(a) The holders of shares of Series F Preferred Stock, in preference to the holders of shares of the common stock, par value \$1.00 per share (the "Common Stock"), of the Corporation and of any other capital stock of the Corporation ranking junior to the Series F Preferred Stock as to payment of dividends, shall be entitled to receive, when and as declared by the Board of Directors out of net profits or net assets of the Corporation legally available for the payment of dividends, cumulative cash dividends in the amount of \$11.44 per share per annum, and no more, in equal quarterly payments on January 15, April 15, July 15 and October 15 in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on October 15, 2008 (for the period from July 15, 2008 through October 14, 2008).

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin to accrue and be cumulative from July 15, 2008. The amount of dividends so payable

shall be determined on the basis of twelve 30-day months and a 360-day year. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series F Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The record date for the determination of holders of shares of Series F Preferred Stock entitled to receive payment of a dividend declared thereon shall be such date, not less than 15 nor more than 60 days prior to the date fixed for the payment thereof, as may be determined by the Board of Directors or a duly authorized committee thereof; provided, however, that the record date for the first Quarterly Dividend Payment Date shall be September 30, 2008.

Section 3. *Certain Restrictions.*

(a) Whenever quarterly dividends payable on shares of Series F Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends, whether or not declared, on the outstanding shares of Series F Preferred Stock shall have been paid in full or declared and set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of Common Stock or other capital stock ranking junior (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) to the Series F Preferred Stock ("Junior Stock"), other than dividends or distributions payable in Junior Stock; (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) with the Series F Preferred Stock ("Parity Stock"), other than dividends or distributions payable in Junior Stock, except dividends paid ratably on the Series F Preferred Stock and all Parity Stock on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are then entitled; (iii) redeem or purchase or otherwise acquire for consideration any shares of Junior Stock; provided, that the Corporation may at any time redeem, purchase or otherwise acquire any shares of Junior Stock in exchange for shares of Junior Stock; or (iv) redeem or purchase or otherwise acquire for consideration any shares of Series F Preferred Stock or Parity Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (a) of this Section 3, purchase or otherwise acquire such shares at such time and in such manner.

Section 4. *Redemption.*

(a) The shares of Series F Preferred Stock shall not be redeemed by the Corporation prior to April 15, 2008. The Corporation, at its option, may redeem shares

of Series F Preferred Stock, as a whole or in part, at any time or from time to time on or after April 15, 2008, at a price of \$200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date fixed for redemption (hereinafter called the "redemption price"). The Corporation's election to redeem shares of Series F Preferred Stock shall be expressed by resolution of the Board of Directors. Any such redemption shall be made upon not less than 30, nor more than 60 days' previous notice to holders of record of the shares of Series F Preferred Stock to be redeemed, given as hereinafter provided.

(b) If less than all shares of Series F Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot, in such manner as may be prescribed by resolution of the Board of Directors.

(c) Notice of any redemption of shares of Series F Preferred Stock shall be given by publication in a newspaper of general circulation in the Borough of Manhattan, The City of New York, such publication to be made not less than 30 nor more than 60 days prior to the redemption date fixed by the Board of Directors and specified therein. A similar notice shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to such redemption date, addressed to the respective holders of record of shares of Series F Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation, but the mailing of such notice shall not be a condition of such redemption. In order to facilitate the redemption of shares of Series F Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series F Preferred Stock to be redeemed, not more than 60 days nor less than 30 days prior to the date fixed for such redemption.

(d) Notice having been given pursuant to paragraph (c) of this Section 4, from and after the date specified therein as the date of redemption, unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Series F Preferred Stock thereby called for redemption shall cease to accrue, and from and after the date of redemption so specified, unless default shall be made by the Corporation as aforesaid, or from and after the date (if prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$10,000,000, provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date prior to the date of redemption so specified in such notice, all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price (but without interest), shall cease. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Series F Preferred Stock at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company to, the Corporation.

Section 5. *Reacquired Shares.* Any shares of Series F Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever

shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, \$1.00 par value, of the Corporation and may be reissued as part of another series of Preferred Stock, \$1.00 par value, of the Corporation subject to the conditions or restrictions on issuance set forth herein, in the Certificate of Incorporation, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. *Liquidation, Dissolution or Winding Up.*

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of Junior Stock, unless, prior thereto, the holders of shares of Series F Preferred Stock shall have received \$200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date of such payment or (ii) to the holders of shares of Parity Stock, except distributions made ratably on the Series F Preferred Stock and all such Parity Stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7. *Voting Rights.* The holder of shares of each series of Preferred Stock which are authorized for issuance by the Board of Directors shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the Certificate of Incorporation of the Corporation or the laws of the State of Delaware, and except for the following:

(a) Whenever, at any time or times, dividends payable on the shares of any series of Preferred Stock or any other class or series of stock ranking on a parity with the Preferred Stock with respect to the payment of dividends shall be in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters or more, the holders of the outstanding shares of that series of Preferred Stock (voting together as a class with all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) (collectively, the "Defaulted Preferred Stock") shall have the right (the "Special Election Right") to elect two members of the Board of Directors. The Special Election Right may be exercised at any annual meeting or at any special meeting called for that purpose as hereinafter provided or at any adjournment thereof, or by the written consent, delivered to the Secretary of the Corporation, of the holders of a majority of all outstanding shares of Defaulted Preferred Stock, until dividends in default on the outstanding shares of Defaulted Preferred Stock shall have been paid in full (or such dividends shall have been declared and funds sufficient therefor set apart for payment), at which time the term of office of the two directors so elected shall terminate automatically.

So long as the Special Election Right continues (and unless the Special Election Right shall have previously been exercised by written consent of the holders of a majority of the outstanding shares of Defaulted Preferred Stock) the Secretary of the Corporation may call, and within 30 days after delivery to the Secretary addressed to him at the principal office of the Corporation of the written request from the holders of record of a majority of the outstanding shares of Defaulted Preferred Stock will be required to call, a special meeting of the holders of those shares for the Special Election Right. Such meeting shall be held within 30 days after delivery of such request to the Secretary, at the place and upon the notice provided by law and in the By-laws of the Corporation for the holding of meetings of stockholders. No such special meeting or adjournment thereof shall be held on a date less than 30 days before an annual meeting of stockholders or any special meeting in lieu thereof. If at any annual or special meeting or any adjournment thereof the holders of a majority of the then outstanding shares of Defaulted Preferred Stock entitled to vote shall be present or represented by proxy, or if the holders of a majority of the outstanding shares of Defaulted Preferred Stock shall have acted by written consent in lieu of a meeting with respect thereto, then the authorized number of directors shall be increased by two, and the holders of the Defaulted Preferred Stock shall be entitled to elect the two additional directors. Directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, unless the term of office of the person so elected as directors shall have terminated as described above.

In case of any vacancy occurring between the directors elected by the holders of the Defaulted Preferred Stock as a class, the remaining director who shall have been so elected may appoint a successor to hold office for the unexpired term of the director whose place shall be vacant. If both directors so elected by the holders of Defaulted Preferred Stock as a class shall cease to serve as directors before their terms shall expire, the holders of the Defaulted Preferred Stock then outstanding and entitled to vote for such directors may, by written consent as hereinabove provided, or at a special meeting of holders of Defaulted Preferred Stock called as provided above, elect successors to hold office for the unexpired terms of the directors whose place shall be vacant.

Whenever shares of Defaulted Preferred Stock become entitled to vote, each holder shall have one vote for each share held.

(b) So long as any shares of Preferred Stock remain outstanding, the consent of the holders of at least two-thirds of the shares of Preferred Stock outstanding at the time and all other classes or series of preferred stock upon which like voting rights have been conferred and are exercisable (voting together as a class) given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the issuance or increase of the authorized amount of any class or series of shares if the holders of stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Preferred Stock; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Certificate of Incorporation (including this resolution or any provisions hereof) that would materially and adversely affect any power, preference or special right of the shares of Preferred Stock or of the holders thereof;

provided, however, that any increase in the amount of authorized Common Stock or authorized Preferred Stock or any increase or decrease in the number of shares of any series of Preferred Stock or the creation and issuance of other series of Common Stock or Preferred Stock, in each case ranking on a parity with or junior to the shares of Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such powers, preferences or special rights.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Section 8. *Definitions.* For the purposes of the Certificate of Designations of the Series F Preferred Stock which embodies this resolution:


"Persons" shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

"Subsidiary" of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

Section 9. *Rank.* The Series F Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, equally with all shares of the Cumulative Preferred Stock, Series E, the Cumulative Preferred Stock, Series G and the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I of the Corporation.

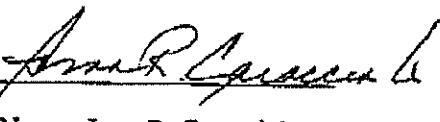
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations of 5.72% Cumulative Preferred Stock, Series F to be duly executed by its Corporate Secretary and attested to by an Assistant Corporate Secretary and has caused its corporate seal to be affixed hereto, this 1st day of July, 2008.

JPMORGAN CHASE & CO.

By: 

Name: Anthony J. Horan
Title: Corporate Secretary

ATTEST:



Name: Irma R. Caracciolo
Title: Assistant Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:24 AM 07/10/2008
FILED 09:26 AM 07/10/2008
SRV 080767714 - 0691011 FILE

**CERTIFICATE OF DESIGNATIONS
5.49% CUMULATIVE PREFERRED STOCK, SERIES G**

OF

JPMORGAN CHASE & CO.

**Pursuant to Section 151 of the General Corporation Law
of the State of Delaware**

JPMorgan Chase & Co., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that on July 1, 2008, the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors"), pursuant to authority conferred upon it by the Board of Directors, by the provisions of the Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the Corporation and by Section 151 of the General Corporation Law of the State of Delaware has adopted the following resolutions creating a series of preferred stock, \$1.00 par value, of the Corporation, designated as 5.49% Cumulative Preferred Stock, Series G (the "Preferred Stock"):

RESOLVED, that a series of the class of authorized Preferred Stock, \$1.00 par value, of the Corporation be, and it hereby is, hereby created, and that the designation and amount thereof and the preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restriction thereof are as follows:

Section 1. *Designation and Amount.* The shares of such series shall be designated as the "5.49% Cumulative Preferred Stock, Series G" (the "Series G Preferred Stock") and the number of shares constituting such series shall be 1,000,000, which number may be increased or decreased by the Board of Directors or a committee so authorized by the Board of Directors without a vote of stockholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series G Preferred Stock.

Section 2. *Dividends and Distribution.*

(a) The holders of shares of Series G Preferred Stock, in preference to the holders of shares of the common stock, par value \$1.00 per share (the "Common Stock"), of the Corporation and of any other capital stock of the Corporation ranking junior to the Series G Preferred Stock as to payment of dividends, shall be entitled to receive, when and as declared by the Board of Directors out of net profits or net assets of the Corporation legally available for the payment of dividends, cumulative cash dividends in the amount of \$10.98 per share per annum, and no more, in equal quarterly payments on January 15, April 15, July 15 and October 15 in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on October 15, 2008 (for the period from July 15, 2008 through October 14, 2008).

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin to accrue and be cumulative from July 15, 2008. The amount of dividends so payable

shall be determined on the basis of twelve 30-day months and a 360-day year. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series G Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The record date for the determination of holders of shares of Series G Preferred Stock entitled to receive payment of a dividend declared thereon shall be such date, not less than 15 nor more than 60 days prior to the date fixed for the payment thereof, as may be determined by the Board of Directors or a duly authorized committee thereof; provided, however, that the record date for the first Quarterly Dividend Payment Date shall be September 30, 2008.

Section 3. *Certain Restrictions.*

(a) Whenever quarterly dividends payable on shares of Series G Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends, whether or not declared, on the outstanding shares of Series G Preferred Stock shall have been paid in full or declared and set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of Common Stock or other capital stock ranking junior (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) to the Series G Preferred Stock ("Junior Stock"), other than dividends or distributions payable in Junior Stock; (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to payment of dividends or distribution of assets upon liquidation, dissolution or winding up) with the Series G Preferred Stock ("Parity Stock"), other than dividends or distributions payable in Junior Stock, except dividends paid ratably on the Series G Preferred Stock and all Parity Stock on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are then entitled; (iii) redeem or purchase or otherwise acquire for consideration any shares of Junior Stock; provided, that the Corporation may at any time redeem, purchase or otherwise acquire any shares of Junior Stock in exchange for shares of Junior Stock; or (iv) redeem or purchase or otherwise acquire for consideration any shares of Series G Preferred Stock or Parity Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (a) of this Section 3, purchase or otherwise acquire such shares at such time and in such manner.

Section 4. *Redemption.*

(a) The shares of Series G Preferred Stock shall not be redeemed by the Corporation prior to July 15, 2008. The Corporation, at its option, may redeem shares of

Series G Preferred Stock, as a whole or in part, at any time or from time to time on or after July 15, 2008, at a price of \$200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date fixed for redemption (hereinafter called the "redemption price"). The Corporation's election to redeem shares of Series G Preferred Stock shall be expressed by resolution of the Board of Directors. Any such redemption shall be made upon not less than 30, nor more than 60 days' previous notice to holders of record of the shares of Series G Preferred Stock to be redeemed, given as hereinafter provided.

(b) If less than all shares of Series G Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot, in such manner as may be prescribed by resolution of the Board of Directors.

(c) Notice of any redemption of shares of Series G Preferred Stock shall be given by publication in a newspaper of general circulation in the Borough of Manhattan, The City of New York, such publication to be made not less than 30 nor more than 60 days prior to the redemption date fixed by the Board of Directors and specified therein. A similar notice shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to such redemption date, addressed to the respective holders of record of shares of Series G Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation, but the mailing of such notice shall not be a condition of such redemption. In order to facilitate the redemption of shares of Series G Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series G Preferred Stock to be redeemed, not more than 60 days nor less than 30 days prior to the date fixed for such redemption.

(d) Notice having been given pursuant to paragraph (c) of this Section 4, from and after the date specified therein as the date of redemption, unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Series G Preferred Stock thereby called for redemption shall cease to accrue, and from and after the date of redemption so specified, unless default shall be made by the Corporation as aforesaid, or from and after the date (if prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$10,000,000, provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date prior to the date of redemption so specified in such notice, all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price (but without interest), shall cease. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Series G Preferred Stock at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company to, the Corporation.

Section 5. *Reacquired Shares.* Any shares of Series G Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever

shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, \$1.00 par value, of the Corporation and may be reissued as part of another series of Preferred Stock, \$1.00 par value, of the Corporation subject to the conditions or restrictions on issuance set forth herein, in the Certificate of Incorporation, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. *Liquidation, Dissolution or Winding Up.*

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of Junior Stock, unless, prior thereto, the holders of shares of Series G Preferred Stock shall have received \$200.00 per share, plus an amount per share equal to all accrued but unpaid dividends thereon, whether or not declared, to the date of such payment or (ii) to the holders of shares of Parity Stock, except distributions made ratably on the Series G Preferred Stock and all such Parity Stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7. *Voting Rights.* The holder of shares of each series of Preferred Stock which are authorized for issuance by the Board of Directors shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the Certificate of Incorporation of the Corporation or the laws of the State of Delaware, and except for the following:

(a) Whenever, at any time or times, dividends payable on the shares of any series of Preferred Stock or any other class or series of stock ranking on a parity with the Preferred Stock with respect to the payment of dividends shall be in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters or more, the holders of the outstanding shares of that series of Preferred Stock (voting together as a class with all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) (collectively, the "Defaulted Preferred Stock") shall have the right (the "Special Election Right") to elect two members of the Board of Directors. The Special Election Right may be exercised at any annual meeting or at any special meeting called for that purpose as hereinafter provided or at any adjournment thereof, or by the written consent, delivered to the Secretary of the Corporation, of the holders of a majority of all outstanding shares of Defaulted Preferred Stock, until dividends in default on the outstanding shares of Defaulted Preferred Stock shall have been paid in full (or such dividends shall have been declared and funds sufficient therefor set apart for payment), at which time the term of office of the two directors so elected shall terminate automatically.

So long as the Special Election Right continues (and unless the Special Election Right shall have previously been exercised by written consent of the holders of a majority of the outstanding shares of Defaulted Preferred Stock) the Secretary of the Corporation may call, and within 30 days after delivery to the Secretary addressed to him at the principal office of the Corporation of the written request from the holders of record of a majority of the outstanding shares of Defaulted Preferred Stock will be required to call, a special meeting of the holders of those shares for the Special Election Right. Such meeting shall be held within 30 days after delivery of such request to the Secretary, at the place and upon the notice provided by law and in the By-laws of the Corporation for the holding of meetings of stockholders. No such special meeting or adjournment thereof shall be held on a date less than 30 days before an annual meeting of stockholders or any special meeting in lieu thereof. If at any annual or special meeting or any adjournment thereof the holders of a majority of the then outstanding shares of Defaulted Preferred Stock entitled to vote shall be present or represented by proxy, or if the holders of a majority of the outstanding shares of Defaulted Preferred Stock shall have acted by written consent in lieu of a meeting with respect thereto, then the authorized number of directors shall be increased by two, and the holders of the Defaulted Preferred Stock shall be entitled to elect the two additional directors. Directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, unless the term of office of the person so elected as directors shall have terminated as described above.

In case of any vacancy occurring between the directors elected by the holders of the Defaulted Preferred Stock as a class, the remaining director who shall have been so elected may appoint a successor to hold office for the unexpired term of the director whose place shall be vacant. If both directors so elected by the holders of Defaulted Preferred Stock as a class shall cease to serve as directors before their terms shall expire, the holders of the Defaulted Preferred Stock then outstanding and entitled to vote for such directors may, by written consent as hereinabove provided, or at a special meeting of holders of Defaulted Preferred Stock called as provided above, elect successors to hold office for the unexpired terms of the directors whose place shall be vacant.

Whenever shares of Defaulted Preferred Stock become entitled to vote, each holder shall have one vote for each share held.

(b) So long as any shares of Preferred Stock remain outstanding, the consent of the holders of at least two-thirds of the shares of Preferred Stock outstanding at the time and all other classes or series of preferred stock upon which like voting rights have been conferred and are exercisable (voting together as a class) given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the issuance or increase of the authorized amount of any class or series of shares if the holders of stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Preferred Stock; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Certificate of Incorporation that would materially and adversely affect any power, preference or special right of the shares of Preferred Stock or of the holders thereof;

provided, however, that any increase in the amount of authorized Common Stock or authorized Preferred Stock or any increase or decrease in the number of shares of any series of Preferred Stock or the creation and issuance of other series of Common Stock or Preferred Stock, in each case ranking on a parity with or junior to the shares of Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect such powers, preferences or special rights.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Section 8. *Definitions.* For the purposes of the Certificate of Designations of the Series G Preferred Stock which embodies this resolution:

"Persons" shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

"Subsidiary" of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

Section 9. *Rank.* The Series G Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, equally with all shares of the Cumulative Preferred Stock, Series E, the Cumulative Preferred Stock, Series F and the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations of 5.49% Cumulative Preferred Stock, Series G to be duly executed by its Corporate Secretary and attested to by an Assistant Corporate Secretary and has caused its corporate seal to be affixed hereto, this 1st day of July, 2008.

JPMORGAN CHASE & CO.

By: 

Name: Anthony J. Horan
Title: Corporate Secretary

ATTEST:



Name: Irma R. Caracciolo
Title: Assistant Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
8.625% NON-CUMULATIVE PREFERRED STOCK, SERIES J
(\$10,000.00 initial liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"),
HEREBY CERTIFIES that the following resolution was duly adopted by the Stock
Committee of the Board of Directors of the Corporation in accordance with Section
151(g) of the General Corporation Law of the State of Delaware pursuant to the authority
conferred upon the Board of Directors of the Corporation by the provisions of the
Certificate of Incorporation of the Corporation and pursuant to the authority duly
delegated thereto by the Board of Directors of the Corporation:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new
series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in
the aggregate, of up to \$1,800,000,000 on the following terms, with the following
designations, powers, preferences and rights:

Designation and Amount; Fractional Shares. The series of preferred stock shall be
designated as the "8.625% Non-Cumulative Preferred Stock, Series J" (the "Series J
Preferred Stock"). The Series J Preferred Stock shall be perpetual, subject to the
provisions of Section 6 hereof, and the authorized number of shares of Series J Preferred
Stock shall be \$1,800,000,000 (180,000) shares. The Series J Preferred Stock is issuable
in whole shares only.

Dividends.

Holders of Series J Preferred Stock shall be entitled to receive, if, as and when
declared by the Board of Directors of the Corporation or any duly authorized committee
of the Board of Directors of the Corporation, but only out of assets legally available
therefor, non-cumulative cash dividends on the liquidation preference of \$10,000 per
share of Series J Preferred Stock, and no more, payable quarterly in arrears on each
March 1, June 1, September 1 and December 1 (each such day on which dividends are
payable a "Dividend Payment Date"). In the event that any Dividend Payment Date
would otherwise fall on a day that is not a Business Day, the dividend payment due on
that date will be postponed to the next day that is a Business Day and no additional
dividends will accrue as a result of that postponement. The period from and including any

Dividend Payment Date to but excluding the next Dividend Payment Date is a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series J Preferred Stock to but excluding the next Dividend Payment Date. Dividends on each share of Series J Preferred Stock will accrue on the liquidation preference of \$10,000 per share at a rate per annum equal to 8.625%, for each Dividend Period.

Each such dividend shall be paid to the holders of record of shares of Series J Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors of the Corporation. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

Dividends on shares of Series J Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series J Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series J Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series J Preferred Stock.

No full dividends shall be declared or paid or set apart for payment on the preferred stock of any series ranking, as to dividends, on a parity with or junior to the Series J Preferred Stock for any period unless full dividends on the shares of the Series J Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set apart for such payment). When dividends are not paid in full, as aforesaid, upon the shares of the Series J Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock, all dividends declared and paid upon shares of the Series J Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividend payments due on shares of Series J Preferred Stock and the aggregate of the current and accrued dividends due on any series of preferred stock ranking on a parity as to dividends with the Series J Preferred Stock.

The Corporation shall not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series J Preferred Stock.

So long as any shares of the Series J Preferred Stock are outstanding, no dividend (other than a dividend in common stock or in any other stock ranking junior to the Series J Preferred Stock as to dividends and upon liquidation, dissolution or winding up and other than as provided in the paragraph directly above) shall be declared or paid or set aside for payment or other distribution declared or made upon the common stock or upon any other stock ranking junior to or on a parity with the Series J Preferred Stock as to dividends or upon liquidation, dissolution or winding up, nor shall any common stock or any other stock of the Corporation ranking junior to or on a parity with the Series J Preferred Stock as to dividends or upon liquidation, dissolution or winding up be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to the Series J Preferred Stock as to dividends and upon liquidation, dissolution or winding up), unless, in each case, full dividends on all outstanding shares of the Series J Preferred Stock shall have been paid or declared and set aside for payment in respect of the most recently completed Dividend Period.

Liquidation Preference. a) Upon the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the holders of the shares of the Series J Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other class of stock ranking junior to the Series J Preferred Stock upon liquidation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

After the payment to the holders of the shares of the Series J Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series J Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

If, upon any voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, the amounts payable with respect to the shares of the Series J Preferred Stock and any other shares of stock of the Corporation ranking as to any such distribution on a parity with the shares of the Series J Preferred Stock are not paid in full, the holders of the shares of the Series J Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 3.

Preemption and Conversion. The holders of Series J Preferred Stock shall not have any rights of preemption or rights to convert such Series J Preferred Stock into property or shares of any other class or series of capital stock of the Corporation.

Voting Rights.

The Series J Preferred Stock, except as provided herein or as otherwise from time to time required by law, shall have no voting rights. Whenever, at any time or times, dividends payable on the shares of Series J Preferred Stock have not been paid for an aggregate of three semi-annual or six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series J Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Parity Preferred Stock (as defined in Section 8) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series J Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to reversion in the event of each and every subsequent default of the character above mentioned. Upon any termination of the right of the holders of shares of Series J Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled only by the affirmative vote of the holders of shares of Series J Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

So long as any shares of any Series J Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series J Preferred Stock and any Voting Parity Stock, voting together as a class, (i) authorize, create or issue any capital stock of the Corporation ranking, as to dividends or upon liquidation, dissolution or winding up, prior to such Series J Preferred Stock, or reclassify any authorized capital stock of the Corporation into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock, or (ii) amend, alter or repeal the certificate of designations for such Series J Preferred Stock, or the Certificate of Incorporation of the Corporation, whether by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of such Series J Preferred Stock.

Any increase in the amount of authorized common stock or other authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock or the authorization, creation and issuance of other classes or series of stock, in each case ranking on a parity with or junior to the shares of Series J Preferred Stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights.

In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of Series J Preferred Stock shall be entitled to one vote (the holders of shares of any other class or series of Voting Parity Stock being entitled to such number of votes, if any, for each share of such stock held as may be granted to them).

The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of Series J Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of Series J Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been deposited in trust to effect such redemption.

Redemption.

b) The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefor, in whole or in part, the shares of Series J Preferred Stock at the time outstanding, at any time on any Dividend Payment Date on or after the Dividend Payment Date on September 1, 2013, (subject to limitations described in the prospectus supplement dated August 14, 2008) for 100% of the liquidation preference, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series J Preferred Stock shall be \$10,000 per share plus an amount equal to any dividends that have been declared but not paid on the shares of Series J Preferred Stock called for redemption.

Notice of every redemption of shares of Series J Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series J Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series J Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series J Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates

representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series J Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted by The Depository Trust Company.

In case of any redemption of only part of the shares of Series J Preferred Stock at the time outstanding, the shares of Series J Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series J Preferred Stock in proportion to the number of Series J Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series J Preferred Stock shall be redeemed from time to time.

If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors (the "*Depository Company*") in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Shares of Series J Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series J Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

Rank. Any stock of any class or classes or series of the Corporation shall be deemed to rank:

prior to shares of the Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Series J Preferred Stock;

on a parity with shares of the Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Series J Preferred Stock, if the holders of stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributed upon liquidation, dissolution or winding up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of Series J Preferred Stock (the term "*Parity Preferred Stock*" being used to refer to any stock on a parity with the shares of Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, as the content may require); and

junior to shares of the Series J Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if such class or classes or series shall be common stock or if the holders of the Series J Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of stock of such class or classes or series.

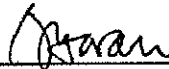
The Series J Preferred Stock shall rank as to dividends and upon liquidation, distribution or ending up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 6.15% Cumulative Preferred Stock Series E, 5.72% Cumulative Preferred Stock Series F and 5.49% Cumulative Preferred Stock Series G.

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IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand this 21st day of August, 2008.

JPMORGAN CHASE & CO.

By: _____



Name: Anthony J. Horan

Title: Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:37 PM 10/27/2008
FILED 05:26 PM 10/27/2008
SRV 081069933 - 0691011 FILE

**CERTIFICATE OF DESIGNATIONS, POWERS, PREFERENCES AND RIGHTS
OF
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES K
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee (the "Committee") of the Board of Directors (the "Board of Directors") of the Corporation in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated thereto by the Board of Directors:

RESOLVED, that pursuant to the provisions of the certificate of incorporation and the bylaws of the Corporation and applicable law, a series of Preferred Stock, par value \$1.00 per share, of the Corporation be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Corporation a series of preferred stock designated as the "Fixed Rate Cumulative Perpetual Preferred Stock, Series K" (the "Designated Preferred Stock"). The authorized number of shares of Designated Preferred Stock shall be 2,500,000.

Part 2. Standard Provisions. The Standard Provisions contained in Annex A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Certificate of Designations to the same extent as if such provisions had been set forth in full herein.

Part. 3. Definitions. The following terms are used in this Certificate of Designations (including the Standard Provisions in Annex A hereto) as defined below:

(a) "Common Stock" means the common stock, par value \$1.00 per share, of the Corporation.

(b) "Dividend Payment Date" means March 1, June 1, September 1 and December 1 of each year.

(c) "Junior Stock" means the Common Stock, and any other class or series of stock of the Corporation the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation.

(d) "Liquidation Amount" means \$10,000 per share of Designated Preferred Stock.

(e) "Minimum Amount" means \$6,250,000,000.

(f) "Parity Stock" means any class or series of stock of the Corporation (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Corporation's (i) 6.15% Cumulative Preferred Stock, Series E; (ii) 5.72% Cumulative Preferred Stock, Series F; (iii) 5.49% Cumulative Preferred Stock, Series G; (iv) Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I; and (v) 8.625% Non-Cumulative Perpetual Preferred Stock, Series J.

(g) "Signing Date" means October 26, 2008.

Part. 4. Certain Voting Matters. Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.

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IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate of Designations to be signed by Anthony J. Horan, its Corporate Secretary, this 27th day of October, 2008.

JPMORGAN CHASE & CO.

By: /s/ Anthony J. Horan
Name: Anthony J. Horan
Title: Corporate Secretary

STANDARD PROVISIONS

Section 1. General Matters. Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Corporation.

Section 2. Standard Definitions. As used herein with respect to Designated Preferred Stock:

(a) "Applicable Dividend Rate" means (i) during the period from the Original Issue Date to, but excluding, the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 5% per annum and (ii) from and after the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 9% per annum.

(b) "Appropriate Federal Banking Agency" means the "appropriate Federal banking agency" with respect to the Corporation as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

(c) "Business Combination" means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Corporation's stockholders.

(d) "Business Day" means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(e) "Bylaws" means the bylaws of the Corporation, as they may be amended from time to time.

(f) "Certificate of Designations" means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(g) "Charter" means the Corporation's certificate or articles of incorporation, articles of association, or similar organizational document.

(h) "Dividend Period" has the meaning set forth in Section 3(a).

(i) "Dividend Record Date" has the meaning set forth in Section 3(a).

(j) "Liquidation Preference" has the meaning set forth in Section 4(a).

- (k) "Original Issue Date" means the date on which shares of Designated Preferred Stock are first issued.
- (l) "Preferred Director" has the meaning set forth in Section 7(b).
- (m) "Preferred Stock" means any and all series of preferred stock of the Corporation, including the Designated Preferred Stock.
- (n) "Qualified Equity Offering" means the sale and issuance for cash by the Corporation to persons other than the Corporation or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Corporation at the time of issuance under the applicable risk-based capital guidelines of the Corporation's Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to October 13, 2008).
- (o) "Share Dilution Amount" has the meaning set forth in Section 3(b).
- (p) "Standard Provisions" mean these Standard Provisions that form a part of the Certificate of Designations relating to the Designated Preferred Stock.
- (q) "Successor Preferred Stock" has the meaning set forth in Section 5(a).
- (r) "Voting Parity Stock" means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 3. Dividends.

- (a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a rate per annum equal to the Applicable Dividend Rate on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (*i.e.*, no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but

excluding, the next Dividend Payment Date is a "Dividend Period", provided that the initial Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date.

Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Corporation on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date"). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Corporation or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business (including purchases to offset the Share Dilution Amount (as defined below) pursuant to a publicly announced repurchase plan) and consistent with past practice, *provided* that any purchases to offset the Share Dilution Amount shall in no event exceed the Share Dilution Amount; (ii) purchases or other acquisitions by a broker-dealer subsidiary of the Corporation solely for the purpose of market-making, stabilization or customer facilitation transactions in Junior Stock or Parity Stock in the ordinary course of its business; (iii) purchases by a broker-dealer subsidiary of the Corporation of capital stock of the Corporation for resale pursuant to an offering by the Corporation of such capital stock underwritten by such broker-dealer subsidiary; (iv) any dividends or distributions of rights or Junior Stock in connection with a stockholders'

rights plan or any redemption or repurchase of rights pursuant to any stockholders' rights plan; (v) the acquisition by the Corporation or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Corporation or any of its subsidiaries), including as trustees or custodians; and (vi) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock. "Share Dilution Amount" means the increase in the number of diluted shares outstanding (determined in accordance with generally accepted accounting principles in the United States, and as measured from the date of the Corporation's consolidated financial statements most recently filed with the Securities and Exchange Commission prior to the Original Issue Date) resulting from the grant, vesting or exercise of equity-based compensation to employees and equitably adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared *pro rata* so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Corporation will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

Section 4. Liquidation Rights.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Corporation, subject to the rights of any creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the "Liquidation Preference").

(b) Partial Payment. If in any distribution described in Section 4(a) above the assets of the Corporation or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with Designated Preferred Stock as to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with Designated Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Corporation, shall not constitute a liquidation, dissolution or winding up of the Corporation.

Section 5. Redemption.

(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as

provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; *provided that* (x) the Corporation (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the "Minimum Amount" as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the "Successor Preferred Stock") in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Corporation (or any successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(b) No Sinking Fund. The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

(c) Notice of Redemption. Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Corporation or any other similar facility, notice of

redemption may be given to the holders of Designated Preferred Stock at such time and in any manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(d) Partial Redemption. In case of any redemption of part of the shares of Designated Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either *pro rata* or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been deposited by the Corporation, in trust for the *pro rata* benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$500 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Corporation, after which time the holders of the shares so called for redemption shall look only to the Corporation for payment of the redemption price of such shares.

(f) Status of Redeemed Shares. Shares of Designated Preferred Stock that are redeemed, repurchased or otherwise acquired by the Corporation shall revert to authorized but unissued shares of Preferred Stock (*provided* that any such cancelled shares of Designated Preferred Stock may be reissued only as shares of any series of Preferred Stock other than Designated Preferred Stock).

Section 6. Conversion. Holders of Designated Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

Section 7. Voting Rights.

(a) General. The holders of Designated Preferred Stock shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) Preferred Stock Directors. Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Corporation's next annual meeting of stockholders (or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned; *provided* that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Corporation to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Corporation may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) Class Voting Rights as to Particular Matters. So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Corporation ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Corporation;

(ii) Amendment of Designated Preferred Stock. Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Corporation with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Corporation to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to

time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

Section 8. Record Holders. To the fullest extent permitted by applicable law, the Corporation and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

Section 9. Notices. All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Corporation or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

Section 10. No Preemptive Rights. No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Corporation, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Corporation shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Corporation. The Corporation shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Corporation of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Corporation.

Section 12. Other Rights. The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.

**CERTIFICATE OF ELIMINATION
OF THE
6.15% CUMULATIVE PREFERRED STOCK, SERIES E,
5.72% CUMULATIVE PREFERRED STOCK, SERIES F,
5.49% CUMULATIVE PREFERRED STOCK, SERIES G AND
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES K
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"), the Stock Committee of the Board (the "Stock Committee"), by resolution duly adopted, authorized the issuance of a series of 1,250,000 shares of 6.15% Cumulative Preferred Stock, Series E, par value \$1.00 per share (the "Series E Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series E Preferred Stock, and, on July 10, 2008, the Company filed a Certificate of Designations for the Series E Preferred Stock in the office of the Secretary of State of the State of Delaware (the "Secretary").

2. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and in resolutions duly adopted by the Board, the Stock Committee, by resolution duly adopted, authorized the issuance of a series of 1,000,000 shares of 5.72% Cumulative Preferred Stock, Series F, par value \$1.00 per share (the "Series F Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series F Preferred Stock, and, on July 10, 2008, the Company filed a Certificate of Designations for the Series F Preferred Stock in the office of the Secretary.

3. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and in resolutions duly adopted by the Board, the Stock Committee, by resolution duly adopted, authorized the issuance of a series of 1,000,000 shares of 5.49% Cumulative Preferred Stock, Series G, par value \$1.00 per share (the "Series G Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series G Preferred Stock, and,

on July 10, 2008, the Company filed a Certificate of Designations for the Series G Preferred Stock in the office of the Secretary.

4. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and in resolutions duly adopted by the Board, the Stock Committee, by resolution duly adopted, authorized the issuance of a series of 2,500,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series K, par value \$1.00 per share (the "Series K Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series K Preferred Stock, and, on October 27, 2008, the Company filed a Certificate of Designations for the Series K Preferred Stock in the office of the Secretary.

5. That no shares of each said Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock or Series K Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificates of Designations.

6. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

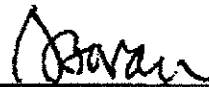
RESOLVED, that (a) as of the date hereof (i) no shares of the series of 6.15% Cumulative Preferred Stock, Series E (the "Series E Preferred Stock"), of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations (the "Series E Certificate") filed on July 10, 2008 with the Secretary of State of the State of Delaware (the "Secretary"), are outstanding; (ii) no shares of the series of the Company's 5.72% Cumulative Preferred Stock, Series F (the "Series F Preferred Stock"), designated pursuant to a Certificate of Designations (the "Series F Certificate") filed on July 10, 2008 with the Secretary, are outstanding; (iii) no shares of the series of the Company's 5.49% Cumulative Preferred Stock, Series G (the "Series G Preferred Stock"), designated pursuant to a Certificate of Designations (the "Series G Certificate") filed on July 10, 2008 with the Secretary, are outstanding; and (iv) no shares of the series of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series K (the "Series K Preferred Stock"), designated pursuant to a Certificate of Designations (the "Series K Certificate") filed on October 27, 2008 with the Secretary, are outstanding; (b) henceforth no shares of such Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock or Series K Preferred Stock will be issued; and (c) a Certificate of Elimination will be filed with the Secretary to eliminate the Series E Certificate, the Series F Certificate, the Series G Certificate and the Series K Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and further

RESOLVED, that each of the Chairman of the Board, the Chief Executive Officer, the President, any Vice Chairman, the Chief Financial Officer, the Controller, the General Counsel and the Secretary of the Company (collectively, the "Authorized Officers") be, and each of them hereby is, authorized and directed to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series E Certificate, the Series F Certificate, the Series G Certificate and the Series K Certificate.

7. That, accordingly, all matters set forth in the Certificates of Designations for the Series E Preferred Stock, the Series F Preferred Stock, the Series G Preferred Stock and the Series K Preferred Stock hereby are eliminated from the Restated Certificate of Incorporation, as heretofore amended, of the Company.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 10th day of January, 2011.

JPMORGAN CHASE & CO.

By: 
Anthony J. Horan
Corporate Secretary

**CERTIFICATE OF DESIGNATION, POWERS,
PREFERENCES AND RIGHTS
OF THE
5.50% NON-CUMULATIVE PREFERRED STOCK, SERIES O
(\$10,000.00 liquidation preference per share)**

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated thereto by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,265,000,000, on the following terms, with the following designations, powers, preferences and rights:

1. Designation and Amount; Fractional Shares. The series of preferred stock, par value \$1.00 per share, shall be designated as the "5.50% Non-Cumulative Preferred Stock, Series O" (the "*Series O Preferred Stock*"). The Series O Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of Series O Preferred Stock shall be 126,500 shares. The Series O Preferred Stock is issuable in whole shares only.

2. Dividends.

(a) Holders of Series O Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment under laws of the State of Delaware, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of Series O Preferred Stock. If declared by the Board of Directors or a duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series O Preferred Stock quarterly, in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on December 1, 2012 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. The

period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series O Preferred Stock to but excluding the next Dividend Payment Date. Dividends on each share of Series O Preferred Stock shall accrue from the original issue date at a rate equal to 5.50% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of shares of Series O Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of Series O Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series O Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series O Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series O Preferred Stock or any other series of preferred stock or common stock of the Corporation for any future dividend period.

(c) No full dividends shall be declared or paid or set apart for payment on the preferred stock of any series ranking, as to dividends, on a parity with or junior to the Series O Preferred Stock for any period unless full dividends on the shares of the Series O Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set apart for such payment). When dividends are not paid in full, as aforesaid, upon the shares of the Series O Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series O Preferred Stock, all dividends declared and paid upon shares of the Series O Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series O Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividend payments due on shares of Series O Preferred Stock and the aggregate of the current and accrued dividends due on any series of preferred stock ranking on a parity as to dividends with the Series O Preferred Stock. The Corporation shall not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series O Preferred Stock.

(d) So long as any shares of the Series O Preferred Stock are outstanding, no dividend (other than a dividend in common stock or in any other stock ranking junior to the Series O Preferred Stock as to dividends and upon liquidation, dissolution or winding up) shall be declared or paid or set aside for payment or other distribution declared or made upon the common stock or upon any other stock ranking junior to the Series O Preferred Stock as to dividends or upon liquidation, dissolution or winding up, nor shall any common stock or any other stock of the Corporation ranking junior to or on a parity with the Series O Preferred Stock as to dividends or upon liquidation, dissolution or winding up be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to the Series O Preferred Stock as to dividends and upon liquidation, dissolution or winding up), unless, in each case, full dividends on all outstanding shares of the Series O Preferred Stock shall have been declared and paid or set aside for payment in respect of the most recently completed Dividend Period.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the shares of the Series O Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other class of stock ranking junior to the Series O Preferred Stock upon liquidation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series O Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series O Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the amounts payable with respect to the shares of the Series O Preferred Stock and any other shares of stock of the Corporation ranking as to any such distribution on a parity with the shares of the Series O Preferred Stock are not paid in full, the holders of the shares of the Series O Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, for the purposes of this Section 3.

4. Preemption and Conversion. The holders of Series O Preferred Stock shall not have any preemptive or conversion rights with respect to the Series O Preferred Stock.

5. Voting Rights.

(a) The Series O Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law. Whenever, at any time or times, dividends payable on the shares of Series O Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series O Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Parity Preferred Stock (as defined in Section 8) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series O Preferred Stock for at least four quarterly consecutive Dividend Periods at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned. Upon any termination of the right of the holders of shares of Series O Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed or replaced at any time, with or without cause, and any vacancy created thereby may be filled only by the affirmative vote of the holders of shares of Series O Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(b) So long as any shares of any Series O Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series O Preferred Stock and any Voting Parity Stock, voting together as a class, (i) authorize, create or issue any capital stock of the Corporation ranking, as to dividends or upon liquidation, dissolution or winding up, senior to such Series O Preferred Stock, or reclassify any authorized capital stock of the Corporation into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock, or (ii) amend, alter or repeal the certificate of designation for the Series O Preferred Stock, or the Certificate of Incorporation of the Corporation, whether by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series O Preferred Stock.

Notwithstanding the foregoing, any increase in the amount of authorized common stock or authorized preferred stock of the Corporation, or any increase or decrease in the number of shares of any series of preferred stock of the Corporation, or the authorization, creation and issuance of other classes or series of stock of the Corporation, in each case ranking on a parity with or junior to the shares of Series O Preferred Stock with respect to the payment of dividends and the

distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights.

(c) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of Series O Preferred Stock shall be entitled to one vote (the holders of shares of any other class or series of Voting Parity Stock being entitled to such number of votes, if any, for each share of such stock held as may be granted to them).

(d) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of Series O Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of Series O Preferred Stock shall have been redeemed or called for redemption and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, the Series O Preferred Stock on any Dividend Payment Date on or after September 1, 2017, in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of Series O Preferred Stock called for redemption up to the redemption date. Dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem in accordance with the procedures described below, and the Corporation may subsequently redeem, out of funds legally available therefor, the Series O Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of Series O Preferred Stock called for redemption up to the redemption date. Dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"Capital Treatment Event" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of Series O Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of Series O Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations

that is announced or becomes effective after the initial issuance of any shares of Series O Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of Series O Preferred Stock then outstanding as "Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of Series O Preferred Stock is outstanding.

(c) Notice of every redemption of shares of Series O Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series O Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series O Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of Series O Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series O Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted by The Depository Trust Company.

(d) In case of any redemption of only part of the shares of Series O Preferred Stock at the time outstanding, the shares of Series O Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of Series O Preferred Stock in proportion to the number of Series O Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series O Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "Depository Company") in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease

to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of Series O Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series O Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designation within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or classes or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series O Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if the holders of capital stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Series O Preferred Stock (and as used herein, the term "*senior to the Series O Preferred Stock*" and like terms refer to any class or series of capital stock of the Corporation that ranks senior to the Series O Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, as the context may require);

(b) on a parity with shares of the Series O Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Series O Preferred Stock, if the holders of capital stock of such class or classes or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributed upon liquidation, dissolution or winding up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of Series O Preferred Stock (and as

used herein, the term "*Parity Preferred Stock*" and like terms refer to any class or series of capital stock of the Corporation that ranks on a parity with the shares of Series O Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, as the context may require); and

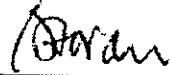
(c) junior to shares of the Series O Preferred Stock, either as to dividends or upon liquidation, dissolution or winding up, or both, if such class or classes or series shall be common stock or if the holders of the Series O Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of capital stock of such class or classes or series (and as used herein, the term "*junior to the Series O Preferred Stock*" and like terms refer to common stock of the Corporation and any other class or series of capital stock of the Corporation over which the Series O Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding up, or both, as the context may require).

The Series O Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I and 8.625% Non-Cumulative Preferred Stock, Series J.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 27th day of August, 2012.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
5.45% NON-CUMULATIVE PREFERRED STOCK, SERIES P
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$977,500,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "5.45% Non-Cumulative Preferred Stock, Series P" (the "*Series P Preferred Stock*"). The Series P Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series P Preferred Stock shall be 97,750 shares.

2. Dividends.

(a) Holders of the Series P Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series P Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series P Preferred Stock quarterly, in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on June 1, 2013 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and

no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series P Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series P Preferred Stock shall accrue from the original issue date at a rate equal to 5.45% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series P Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series P Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series P Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series P Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series P Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series P Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series P Preferred Stock for any period unless full dividends on the shares of the Series P Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series P Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series P Preferred Stock, all dividends declared and paid upon the shares of the Series P Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series P Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based

on the ratio between the then-current dividends due on the shares of the Series P Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series P Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series P Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series P Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series P Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series P Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock, other capital stock ranking junior to or on a parity with the Series P Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series P Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series P Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series P Preferred Stock or, in the case of capital stock ranking on a parity with the Series P Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series P Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series P Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series P Preferred Stock and such capital stock ranking on a parity with the Series P Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series P Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series P Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series P Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series P Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series P Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series P Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series P Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series P Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series P Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series P Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series P Preferred Stock are not paid in full, the holders of the shares of the Series P Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series P Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series P Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series P Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series P Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series P Preferred Stock for at least four quarterly consecutive Dividend Periods at

which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series P Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series P Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series P Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series P Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series P Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series P Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series P Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series P Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series P Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series P Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series P Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series P Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series P Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series P Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series P Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series P Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series P Preferred Stock on any Dividend Payment Date on or after March 1, 2018 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series P Preferred Stock called for redemption up to the redemption date. Subject to Section 6(c), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series P Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series P Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series P Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“Capital Treatment Event” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series P Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series P Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series P Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series P Preferred Stock then outstanding as "Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series P Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series P Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series P Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series P Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series P Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series P Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series P Preferred Stock at the time outstanding, the shares of the Series P Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series P Preferred Stock in proportion to the number of Series P Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series P Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series P Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series P Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series P Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series P Preferred Stock (and as used herein, the term "*senior to the Series P Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series P Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series P Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series P Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series P Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series P Preferred Stock*" and like terms refer to any class or series of capital stock that ranks


on a parity with the shares of the Series P Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series P Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series P Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series P Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series P Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series P Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 8.625% Non-Cumulative Preferred Stock, Series J and 5.50% Non-Cumulative Preferred Stock, Series O.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 4th day of February, 2013.

JPMORGAN CHASE & CO.

By: 
Name: Anthony J. Horan
Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES Q
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,500,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q" (the "*Series Q Preferred Stock*"). The Series Q Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series Q Preferred Stock shall be 150,000 shares.

2. Dividends.

(a) Holders of the Series Q Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series Q Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series Q Preferred Stock (i) during the period from the original issue date of the Series Q Preferred Stock to, but excluding, May 1, 2023 (the "*Fixed Rate Period*"), semi-annually, in arrears, on May 1 and November 1 of each year, beginning on November 1, 2013, and (ii) during the period from May 1, 2023 through the redemption date of the Series Q Preferred Stock (the "*Floating Rate Period*"), quarterly, in

arrears, on February 1, May 1, August 1 and November 1 of each year, beginning on August 1, 2023 (each such day on which dividends are payable a "*Dividend Payment Date*").

Dividends on each share of the Series Q Preferred Stock shall accrue from the original issue date at a rate equal to (i) 5.15% per annum for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.25% per annum for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the "*Dividend Determination Date*" for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.25% per annum. The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series Q Preferred Stock will be binding and conclusive. "*Calculation Agent*" shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series Q Preferred Stock during the Floating Rate Period. A "*London banking day*" shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "*Three-month LIBOR*" shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page "LIBOR01" at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next

Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series Q Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series Q Preferred Stock to but excluding the next Dividend Payment Date. A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series Q Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series Q Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series Q Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series Q Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series Q Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series Q Preferred Stock for any period unless full dividends on the shares of the Series Q Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series Q Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Q Preferred Stock, all dividends declared and paid upon the shares of the Series Q Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Q Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro

rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series Q Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series Q Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series Q Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series Q Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series Q Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series Q Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock, other capital stock ranking junior to or on a parity with the Series Q Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series Q Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series Q Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series Q Preferred Stock or, in the case of capital stock ranking on a parity with the Series Q Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series Q Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series Q Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series Q Preferred Stock and such capital stock ranking on a parity with the Series Q Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series Q Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series Q Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series Q Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series Q Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series Q Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series Q Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series Q Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series Q Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series Q Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series Q Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series Q Preferred Stock are not paid in full, the holders of the shares of the Series Q Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series Q Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series Q Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series Q Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series Q Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series Q Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable,

at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series Q Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series Q Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series Q Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series Q Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series Q Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series Q Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series Q Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series Q Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series Q Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series Q Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series Q Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series Q Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series Q Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series Q Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series Q Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series Q Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series Q Preferred Stock on any Dividend Payment Date on or after May 1, 2023 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series Q Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series Q Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series Q Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series Q Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"Capital Treatment Event" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series Q Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Q Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Q Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series Q Preferred Stock then outstanding as "Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series Q Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series Q Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series Q Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series Q Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series Q Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series Q Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series Q Preferred Stock at the time outstanding, the shares of the Series Q Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series Q Preferred Stock in proportion to the number of Series Q Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series Q Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series Q Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series Q Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series Q Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series Q Preferred Stock (and as used herein, the term "*senior to the Series Q Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series Q Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series Q Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series Q Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series Q Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series Q Preferred Stock*" and like terms refer to any class or series of capital stock that ranks

on a parity with the shares of the Series Q Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

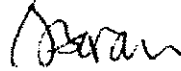
(c) junior to shares of the Series Q Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series Q Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series Q Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series Q Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series Q Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 8.625% Non-Cumulative Preferred Stock, Series J, 5.50% Non-Cumulative Preferred Stock, Series O and 5.45% Non-Cumulative Preferred Stock, Series P.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 22nd day of April, 2013.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**Certificate of Amendment of Restated Certificate of Incorporation
of JPMorgan Chase & Co.**

JPMorgan Chase & Co., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. The Restated Certificate of Incorporation of JPMorgan Chase & Co. shall be amended by changing Article SEVENTH(1) so that, as amended, Article SEVENTH(1) shall read in its entirety as follows:

SEVENTH (1) All actions required or permitted to be taken by the holders of Common Stock of the Corporation may be effected by the written consent of such holders pursuant to Section 228 of the General Corporation Law of the State of Delaware; provided that no such action may be effected except in accordance with the provisions of this Article SEVENTH(1) and applicable law.

- (a) Request for Record Date. The record date for determining such stockholders entitled to consent to corporate action in writing without a meeting shall be as fixed by the Board of Directors or as otherwise established under this Article SEVENTH. Any holder of Common Stock of the Corporation seeking to have such stockholders authorize or take corporate action by written consent without a meeting shall, by written notice addressed to the Secretary of this Corporation, delivered to this Corporation and signed by holders of record at the time such notice is delivered holding shares representing in the aggregate at least twenty percent (20%) of the outstanding shares of Common Stock of the Corporation, which shares are determined to be "Net Long Shares" as defined in the By-Laws of the Corporation, as may be amended from time to time, request that a record date be fixed for such purpose. The written notice must contain the information set forth in paragraph (b) of this Article SEVENTH(1). Following delivery of the notice, the Board of Directors shall, by the later of (i) 20 days after delivery of a valid request to set a record date and (ii) 5 days after delivery of any information required by the Corporation to determine the validity of the request for a record date or to determine whether the action to which the request relates may be effected by written consent under paragraph (c) of this Article SEVENTH(1), determine the validity of the request and whether the request relates to an action that may be taken by written consent and, if appropriate, adopt a resolution fixing the record date for such purpose. The record date for such purpose shall be no more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors and shall not precede the date such resolution is adopted. If a notice complying with the second and third sentences of this paragraph (a) has been duly delivered to the Secretary of the Corporation but no record date has been fixed by the Board of Directors by the date required by the preceding sentence, the record date shall be the first date on which a signed written consent relating to the action taken or proposed to be taken by written consent is delivered to this Corporation in the matter described in paragraph (f) of this Article SEVENTH(1); provided that, if prior action by the Board of Directors is required under the provisions of Delaware law, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:25 PM 06/07/2013
FILED 04:25 PM 06/07/2013
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- (b) Notice Requirements. Any notice required by paragraph (a) of this Article SEVENTH(1) must be delivered by the holders of record of at least twenty percent (20%) of the outstanding shares of Common Stock of the Corporation (representing Net Long Shares, and with evidence of ownership attached to the notice), must describe the action proposed to be taken by written consent of stockholders and must contain (i) such information and representations, to the extent applicable, then required by this Corporation's By-laws as though such stockholder was intending to make a nomination of persons for election to the Board of Directors or to bring any other matter before a meeting of stockholders, as applicable, and (ii) the text of the proposed action to be taken (including the text of any resolutions to be adopted by written consent of stockholders and the language of any proposed amendment to the By-laws of this Corporation). This Corporation may require the stockholder(s) submitting such notice to furnish such other information as may be requested by this Corporation to determine whether the request relates to an action that may be effected by written consent under paragraph (c) of this Article SEVENTH(1). In connection with an action or actions proposed to be taken by written consent in accordance with this Article SEVENTH(1), the stockholders seeking such action or actions shall further update and supplement the information previously provided to this Corporation in connection therewith, if necessary, as required by Section 1.09 of this Corporation's By-laws.
- (c) Actions Which May Be Taken by Written Consent. Stockholders are not entitled to act by written consent if (i) the action relates to an item of business that is not a proper subject for stockholder action under applicable law, (ii) the request for a record date for such action is delivered to the Corporation during the period commencing 90 days prior to the first anniversary of the date of the notice of annual meeting for the immediately preceding annual meeting and ending on the earlier of (x) the date of the next annual meeting and (y) 30 calendar days after the first anniversary of the date of the immediately preceding annual meeting, (iii) an identical or substantially similar item (as determined in good faith by the Board, a "Similar Item"), other than the election or removal of directors, was presented at a meeting of stockholders held not more than 12 months before the request for a record date for such action is delivered to the Corporation, (iv) a Similar Item consisting of the election or removal of directors was presented at a meeting of stockholders held not more than 90 days before the request for a record date was delivered to the Corporation (and, for purposes of this clause, the election or removal of directors shall be deemed a "Similar Item" with respect to all items of business involving the election or removal of directors), (v) a Similar Item is included in the Corporation's notice as an item of business to be brought before a stockholders meeting that has been called by the time the request for a record date is delivered to the Corporation but not yet held, (vi) such record date request was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934 or other applicable law, or (vii) sufficient written consents are not dated and delivered to the Corporation prior to the first anniversary of the date of the notice of annual meeting for the immediately preceding annual meeting.
- (d) Manner of Consent Solicitation. Holders of Common Stock of the Corporation may take action by written consent only if consents are solicited by the stockholder or group of stockholders seeking to take action by written consent of stockholders from all holders of

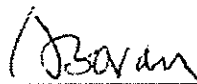
capital stock of this Corporation entitled to vote on the matter and in accordance with applicable law.

- (e) Date of Consent. Every written consent purporting to take or authorize the taking of corporate action (each such written consent is referred to in this paragraph and in paragraph (f) as a "Consent") must bear the date of signature of each stockholder who signs the Consent, and no Consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated Consent delivered in the manner required by paragraph (f) of this Article SEVENTH(1), consents signed by a sufficient number of stockholders to take such action are so delivered to this Corporation.
- (f) Delivery of Consents. No Consents may be dated or delivered to this Corporation or its registered office in the State of Delaware until 60 days after the delivery of a valid request to set a record date. Consents must be delivered to this Corporation by delivery to its registered office in the State of Delaware or its principal place of business. Delivery must be made by hand or by certified or registered mail, return receipt requested. In the event of the delivery to this Corporation of Consents, the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, shall provide for the safe-keeping of such Consents and any related revocations and shall promptly conduct such ministerial review of the sufficiency of all Consents and any related revocations and of the validity of the action to be taken by written consent as the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, as the case may be, deems necessary or appropriate, including, without limitation, whether the stockholders of a number of shares having the requisite voting power to authorize or take the action specified in Consents have given consent; provided, however, that if the action to which the Consents relate is the election or removal of one or more members of the Board of Directors, the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, as the case may be, shall promptly designate two persons, who shall not be members of the Board of Directors, to serve as inspectors ("Inspectors") with respect to such Consent, and such Inspectors shall discharge the functions of the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, as the case may be, under this Article SEVENTH(1). If after such investigation the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate or the Inspectors, as the case may be, shall determine that the action purported to have been taken is duly authorized by the Consents, that fact shall be certified on the records of this Corporation kept for the purpose of recording the proceedings of meetings of stockholders and the Consents shall be filed in such records. In conducting the investigation required by this section, the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate or the Inspectors, as the case may be, may, at the expense of this Corporation, retain special legal counsel and any other necessary or appropriate professional advisors as such person or persons may deem necessary or appropriate and, to the fullest extent permitted by law, shall be fully protected in relying in good faith upon the opinion of such counsel or advisors.

- (g) Effectiveness of Consent. Notwithstanding anything in this Certificate to the contrary, no action may be taken by written consent of the holders of Common Stock of the Corporation except in accordance with this Article SEVENTH(1). If the Board of Directors shall determine that any request to fix a record date or to take stockholder action by written consent was not properly made in accordance with, or relates to an action that may not be effected by written consent pursuant to, this Article SEVENTH(1), or the stockholder or stockholders seeking to take such action do not otherwise comply with this Article SEVENTH(1), then the Board of Directors shall not be required to fix a record date and any such purported action by written consent shall be null and void to the fullest extent permitted by applicable law. No action by written consent without a meeting shall be effective until such date as the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate, or the Inspectors, as applicable, certify to this Corporation that the Consents delivered to this Corporation in accordance with paragraph (f) of this Article SEVENTH(1), represent at least the minimum number of votes that would be necessary to take the corporate action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with Delaware law and this Certificate of Incorporation.
- (h) Challenge to Validity of Consent. Nothing contained in this Article SEVENTH shall in any way be construed to suggest or imply that the Board of Directors of this Corporation or any stockholder shall not be entitled to contest the validity of any Consent or related revocations, whether before or after such certification by the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate or the Inspectors, as the case may be, or to prosecute or defend any litigation with respect thereto.
- (i) Board-solicited Stockholder Action by Written Consent. Notwithstanding anything to the contrary set forth above, (x) none of the foregoing provisions of this Article SEVENTH(1) shall apply to any solicitation of stockholder action by written consent by or at the direction of the Board of Directors and (y) the Board of Directors shall be entitled to solicit stockholder action by written consent in accordance with applicable law.

2. The foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 6th day of June, 2013.

By: 
Name: Anthony J. Horan
Title: Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES R
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,500,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R" (the "*Series R Preferred Stock*"). The Series R Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series R Preferred Stock shall be 150,000 shares.

2. Dividends.

(a) Holders of the Series R Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series R Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series R Preferred Stock (i) during the period from the original issue date of the Series R Preferred Stock to, but excluding, August 1, 2023 (the "*Fixed Rate Period*"), semi-annually, in arrears, on February 1 and August 1 of each year, beginning on February 1, 2014, and (ii) during the period from August 1, 2023 through the redemption date of the Series R Preferred Stock (the "*Floating Rate Period*"), quarterly, in

arrears, on February 1, May 1, August 1 and November 1 of each year, beginning on November 1, 2023 (each such day on which dividends are payable a "*Dividend Payment Date*").

Dividends on each share of the Series R Preferred Stock shall accrue from the original issue date at a rate equal to (i) 6.00% per annum for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.30% per annum for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the "*Dividend Determination Date*" for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.30% per annum. The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series R Preferred Stock will be binding and conclusive. "*Calculation Agent*" shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series R Preferred Stock during the Floating Rate Period. A "*London banking day*" shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "*Three-month LIBOR*" shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page "LIBOR01" at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next

Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series R Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series R Preferred Stock to but excluding the next Dividend Payment Date. A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series R Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series R Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series R Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series R Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series R Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series R Preferred Stock for any period unless full dividends on the shares of the Series R Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series R Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series R Preferred Stock, all dividends declared and paid upon the shares of the Series R Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series R Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata

allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series R Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series R Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series R Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series R Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series R Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series R Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock, other capital stock ranking junior to or on a parity with the Series R Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series R Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series R Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series R Preferred Stock or, in the case of capital stock ranking on a parity with the Series R Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series R Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series R Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series R Preferred Stock and such capital stock ranking on a parity with the Series R Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series R Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series R Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series R Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series R Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series R Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series R Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series R Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series R Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series R Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series R Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series R Preferred Stock are not paid in full, the holders of the shares of the Series R Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series R Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series R Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series R Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series R Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series R Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at

which time such right shall terminate, except as herein or by law expressly provided, subject to reversion in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series R Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series R Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series R Preferred Stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series R Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series R Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series R Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series R Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series R Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series R Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series R Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series R Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series R Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series R Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series R Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series R Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series R Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series R Preferred Stock on any Dividend Payment Date on or after August 1, 2023 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series R Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series R Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series R Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series R Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"Capital Treatment Event" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series R Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series R Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series R Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series R Preferred Stock then outstanding as "Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series R Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series R Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series R Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series R Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series R Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series R Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series R Preferred Stock at the time outstanding, the shares of the Series R Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series R Preferred Stock in proportion to the number of Series R Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series R Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series R Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series R Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series R Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series R Preferred Stock (and as used herein, the term "*senior to the Series R Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series R Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series R Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series R Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series R Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series R Preferred Stock*" and like terms refer to any class or series of capital stock that ranks

on a parity with the shares of the Series R Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series R Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series R Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series R Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series R Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series R Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 8.625% Non-Cumulative Preferred Stock, Series J, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 29th day of July, 2013.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF THE
8.625% NON-CUMULATIVE PREFERRED STOCK, SERIES J
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"), the Stock Committee of the Board (the "Stock Committee"), by resolutions duly adopted, authorized the issuance of a series of 180,000 shares of 8.625% Non-Cumulative Preferred Stock, Series J, par value \$1.00 per share and with a liquidation preference of \$10,000 per share (the "Series J Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series J Preferred Stock, and, on August 21, 2008, the Company filed a Certificate of Designations, Powers, Preferences and Rights (the "Series J Certificate") for the Series J Preferred Stock with the office of the Secretary of State of the State of Delaware.

2. That no shares of said Series J Preferred Stock are outstanding and no shares thereof will be issued subject to said Series J Certificate.

3. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

WHEREAS, as of the date hereof, no shares of the series of 8.625% Non-Cumulative Preferred Stock, Series J (the "Series J Preferred Stock"), of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations, Powers, Preferences and Rights (the "Series J Certificate") filed on August 21, 2008 with the Secretary of State of the State of Delaware (the "Secretary"), are outstanding, and henceforth no shares of such Series J Preferred Stock will be issued;

NOW, THEREFORE, it is:


RESOLVED, that a Certificate of Elimination be filed with the Secretary to eliminate the Series J Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and

RESOLVED, that each of the Chief Executive Officer, any Vice Chairman, any Executive Vice President, the Chief Operating Officer, the Chief Financial Officer, the General Counsel and the Corporate Secretary of the Company (collectively, the "Authorized Officers") be, and each of them hereby is, authorized and directed to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series J Certificate.

4. That, accordingly, all matters set forth in the Series J Certificate are eliminated from the Restated Certificate of Incorporation, as heretofore amended, of the Company.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 29th day of October, 2013.

JPMORGAN CHASE & CO.

By: 
Anthony J. Horan
Corporate Secretary

CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES S
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$2,000,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S" (the "*Series S Preferred Stock*"). The Series S Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series S Preferred Stock shall be 200,000 shares.

2. Dividends.

(a) Holders of the Series S Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series S Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series S Preferred Stock (i) during the period from the original issue date of the Series S Preferred Stock to, but excluding, February 1, 2024 (the "*Fixed Rate Period*"), semi-annually in arrears, on February 1 and August 1 of each year, beginning on August 1, 2014, and (ii) during the period from February 1, 2024 through the redemption date of the Series S Preferred Stock (the "*Floating Rate Period*"), quarterly in arrears,

on February 1, May 1, August 1 and November 1 of each year, beginning on May 1, 2024 (each such day on which dividends are payable a “*Dividend Payment Date*”).

Dividends on each share of the Series S Preferred Stock shall accrue from the original issue date at a rate equal to (i) 6.750% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.78% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the “*Dividend Determination Date*” for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.78% per annum. The Calculation Agent’s establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent’s determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series S Preferred Stock will be binding and conclusive. “*Calculation Agent*” shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series S Preferred Stock during the Floating Rate Period. A “*London banking day*” shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. “*Three-month LIBOR*” shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page “LIBOR01” at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page “LIBOR01” on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next

Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series S Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series S Preferred Stock to but excluding the next Dividend Payment Date. A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series S Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series S Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series S Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series S Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series S Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series S Preferred Stock for any period unless full dividends on the shares of the Series S Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series S Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series S Preferred Stock, all dividends declared and paid upon the shares of the Series S Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series S Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata

allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series S Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series S Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series S Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series S Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series S Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series S Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series S Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series S Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series S Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series S Preferred Stock or, in the case of capital stock ranking on a parity with the Series S Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series S Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series S Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series S Preferred Stock and such capital stock ranking on a parity with the Series S Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series S Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series S Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series S Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series S Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series S Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series S Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series S Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series S Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series S Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series S Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series S Preferred Stock are not paid in full, the holders of the shares of the Series S Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series S Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series S Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series S Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series S Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series S Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at

which time such right shall terminate, except as herein or by law expressly provided, subject to retesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series S Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series S Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series S Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series S Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series S Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series S Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series S Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series S Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series S Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series S Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series S Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series S Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series S Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series S Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series S Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series S Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series S Preferred Stock on any Dividend Payment Date on or after February 1, 2024 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series S Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series S Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series S Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series S Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series S Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series S Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series S Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series S Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series S Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series S Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series S Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series S Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series S Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series S Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series S Preferred Stock at the time outstanding, the shares of the Series S Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series S Preferred Stock in proportion to the number of Series S Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series S Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series S Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series S Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series S Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series S Preferred Stock (and as used herein, the term "*senior to the Series S Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series S Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series S Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series S Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series S Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series S Preferred Stock*" and like terms refer to any class or series of capital stock that ranks

on a parity with the shares of the Series S Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series S Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series S Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series S Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series S Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series S Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 21st day of January, 2014.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.70% NON-CUMULATIVE PREFERRED STOCK, SERIES T
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$977,500,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "6.70% Non-Cumulative Preferred Stock, Series T" (the "*Series T Preferred Stock*"). The Series T Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series T Preferred Stock shall be 97,750 shares.

2. Dividends.

(a) Holders of the Series T Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series T Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series T Preferred Stock quarterly in arrears, on March 1 June 1, September 1 and December 1 of each year, beginning on June 1, 2014 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no

additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series T Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series T Preferred Stock shall accrue from the original issue date at a rate equal to 6.70% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series T Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series T Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series T Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series T Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series T Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series T Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series T Preferred Stock for any period unless full dividends on the shares of the Series T Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series T Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series T Preferred Stock, all dividends declared and paid upon the shares of the Series T Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series T Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based

on the ratio between the then-current dividends due on the shares of the Series T Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series T Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series T Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series T Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series T Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series T Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series T Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series T Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series T Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series T Preferred Stock or, in the case of capital stock ranking on a parity with the Series T Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series T Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series T Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series T Preferred Stock and such capital stock ranking on a parity with the Series T Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series T Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series T Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series T Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series T Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series T Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series T Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series T Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series T Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series T Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series T Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series T Preferred Stock are not paid in full, the holders of the shares of the Series T Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series T Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series T Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series T Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series T Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series T Preferred Stock for at least four quarterly consecutive Dividend Periods at

which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series T Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series T Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series T Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series T Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series T Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series T Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series T Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series T Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series T Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series T Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series T Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series T Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series T Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series T Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series T Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series T Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series T Preferred Stock on any Dividend Payment Date on or after March 1, 2019 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series T Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series T Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series T Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series T Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series T Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series T Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series T Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series T Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series T Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series T Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series T Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series T Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series T Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series T Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series T Preferred Stock at the time outstanding, the shares of the Series T Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series T Preferred Stock in proportion to the number of Series T Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series T Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series T Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series T Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series T Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series T Preferred Stock (and as used herein, the term "*senior to the Series T Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series T Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series T Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series T Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series T Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series T Preferred Stock*" and like terms refer to any class or series of capital stock that ranks

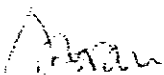
on a parity with the shares of the Series T Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series T Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series T Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series T Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series T Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series T Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 29th day of January, 2014.

JPMORGAN CHASE & CO.

By: 

Name: Anthony J. Horan
Title: Corporate Secretary

CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES U
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,000,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U" (the "*Series U Preferred Stock*"). The Series U Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series U Preferred Stock shall be 100,000 shares.

2. Dividends.

(a) Holders of the Series U Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series U Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series U Preferred Stock (i) during the period from the original issue date of the Series U Preferred Stock to, but excluding, April 30, 2024 (the "*Fixed Rate Period*"), semi-annually in arrears, on April 30 and October 30 of each year, beginning on October 30, 2014, and (ii) during the period from April 30, 2024 through the redemption date of the Series U Preferred Stock (the "*Floating Rate Period*"), quarterly in arrears.

on January 30, April 30, July 30 and October 30 of each year, beginning on July 30, 2024 (each such day on which dividends are payable a "*Dividend Payment Date*").

Dividends on each share of the Series U Preferred Stock shall accrue from the original issue date at a rate equal to (i) 6.125% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.33% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the "*Dividend Determination Date*" for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.33% per annum. The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series U Preferred Stock will be binding and conclusive. "*Calculation Agent*" shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series U Preferred Stock during the Floating Rate Period. A "*London banking day*" shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "*Three-month LIBOR*" shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page "LIBOR01" at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next

Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series U Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series U Preferred Stock to but excluding the next Dividend Payment Date. A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series U Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series U Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series U Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series U Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series U Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series U Preferred Stock for any period unless full dividends on the shares of the Series U Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series U Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series U Preferred Stock, all dividends declared and paid upon the shares of the Series U Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series U Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro

pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series U Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series U Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series U Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series U Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series U Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series U Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series U Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series U Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series U Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series U Preferred Stock or, in the case of capital stock ranking on a parity with the Series U Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series U Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series U Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series U Preferred Stock and such capital stock ranking on a parity with the Series U Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series U Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series U Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series U Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series U Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series U Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series U Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series U Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series U Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series U Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series U Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series U Preferred Stock are not paid in full, the holders of the shares of the Series U Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series U Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series U Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series U Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series U Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series U Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable,

at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series U Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series U Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series U Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series U Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series U Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series U Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series U Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series U Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series U Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series U Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series U Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series U Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series U Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series U Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series U Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series U Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series U Preferred Stock on any Dividend Payment Date on or after April 30, 2024 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series U Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series U Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series U Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series U Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series U Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series U Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series U Preferred Stock.

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series U Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series U Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series U Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series U Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series U Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series U Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series U Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series U Preferred Stock at the time outstanding, the shares of the Series U Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series U Preferred Stock in proportion to the number of Series U Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series U Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series U Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series U Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series U Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series U Preferred Stock (and as used herein, the term "*senior to the Series U Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series U Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series U Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series U Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series U Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series U Preferred Stock*" and like terms refer to any class or series of capital stock that ranks

on a parity with the shares of the Series U Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series U Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series U Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series U Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series U Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series U Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S and 6.70% Non-Cumulative Preferred Stock, Series T.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 7th day of March, 2014.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES V
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation do, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$2,500,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V" (the "*Series V Preferred Stock*"). The Series V Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series V Preferred Stock shall be 250,000 shares.

2. Dividends.

(a) Holders of the Series V Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series V Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series V Preferred Stock (i) during the period from the original issue date of the Series V Preferred Stock to, but excluding, July 1, 2019 (the "*Fixed Rate Period*"), semi-annually in arrears, on January 1 and July 1 of each year, beginning on January 1, 2015, and (ii) during the period from July 1, 2019 through the redemption

date of the Series V Preferred Stock (the "*Floating Rate Period*"), quarterly in arrears, on January 1, April 1, July 1 and October 1 of each year, beginning on October 1, 2019 (each such day on which dividends are payable a "*Dividend Payment Date*").

Dividends on each share of the Series V Preferred Stock shall accrue from the original issue date at a rate equal to (i) 5.00% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.32% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the "*Dividend Determination Date*" for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.32% per annum. The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series V Preferred Stock will be binding and conclusive. "*Calculation Agent*" shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series V Preferred Stock during the Floating Rate Period. A "*London banking day*" shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "*Three-month LIBOR*" shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page "LIBOR01" at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the

arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series V Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series V Preferred Stock to but excluding the next Dividend Payment Date. A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series V Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series V Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series V Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series V Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series V Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series V Preferred Stock for any period unless full dividends on the shares of the Series V Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series V Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series V Preferred Stock, all dividends declared and paid upon the shares of the Series V Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the

Series V Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series V Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series V Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series V Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series V Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series V Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series V Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series V Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series V Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series V Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series V Preferred Stock or, in the case of capital stock ranking on a parity with the Series V Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series V Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series V Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series V Preferred Stock and such capital stock ranking on a parity with the Series V Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series V Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series V Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series V Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series V Preferred Stock from time to

time out of any assets legally available for such payment, and the holders of the Series V Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series V Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series V Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series V Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series V Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series V Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series V Preferred Stock are not paid in full, the holders of the shares of the Series V Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series V Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series V Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series V Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series V Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created

directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series V Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series V Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series V Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series V Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series V Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series V Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series V Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series V Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series V Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series V Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series V Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series V Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series V Preferred Stock shall not be deemed to adversely affect the powers,

preferences or special rights of the Series V Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series V Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series V Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series V Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series V Preferred Stock on any Dividend Payment Date on or after July 1, 2019 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series V Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series V Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series V Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series V Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series V Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series V Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations

that is announced or becomes effective after the initial issuance of any shares of the Series V Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series V Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series V Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series V Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series V Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series V Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series V Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series V Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series V Preferred Stock at the time outstanding, the shares of the Series V Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series V Preferred Stock in proportion to the number of Series V Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series V Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption

date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series V Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series V Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series V Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series V Preferred Stock (and as used herein, the term "*senior to the Series V Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series V Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series V Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series V Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series

V Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series V Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series V Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series V Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series V Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series V Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series V Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series V Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 6th day of June, 2014.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.30% NON-CUMULATIVE PREFERRED STOCK, SERIES W
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$977,500,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "6.30% Non-Cumulative Preferred Stock, Series W" (the "*Series W Preferred Stock*"). The Series W Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series W Preferred Stock shall be 97,750 shares.

2. Dividends.

(a) Holders of the Series W Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10.000 per share of the Series W Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series W Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on September 1, 2014 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and

no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series W Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series W Preferred Stock shall accrue from the original issue date at a rate equal to 6.30% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series W Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series W Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series W Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series W Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series W Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series W Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series W Preferred Stock for any period unless full dividends on the shares of the Series W Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series W Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series W Preferred Stock, all dividends declared and paid upon the shares of the Series W Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series W Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments

based on the ratio between the then-current dividends due on the shares of the Series W Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series W Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series W Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series W Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series W Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series W Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series W Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series W Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series W Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series W Preferred Stock or, in the case of capital stock ranking on a parity with the Series W Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series W Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series W Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series W Preferred Stock and such capital stock ranking on a parity with the Series W Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series W Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series W Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series W Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series W Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series W Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series W Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series W Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series W Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series W Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series W Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series W Preferred Stock are not paid in full, the holders of the shares of the Series W Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series W Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series W Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series W Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series W Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series W Preferred Stock for at least four quarterly consecutive Dividend Periods at

which time such right shall terminate, except as herein or by law expressly provided, subject to retesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series W Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series W Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series W Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series W Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series W Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series W Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series W Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series W Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series W Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series W Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series W Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series W Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series W Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series W Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series W Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series W Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series W Preferred Stock on any Dividend Payment Date on or after September 1, 2019 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series W Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series W Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series W Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series W Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"Capital Treatment Event" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series W Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series W Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series W Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series W Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series W Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series W Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series W Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series W Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series W Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series W Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series W Preferred Stock at the time outstanding, the shares of the Series W Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series W Preferred Stock in proportion to the number of Series W Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series W Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series W Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series W Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series W Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series W Preferred Stock (and as used herein, the term "*senior to the Series W Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series W Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series W Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series W Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series W Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series W Preferred Stock*" and like terms refer to any class or series of capital stock that ranks

on a parity with the shares of the Series W Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

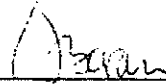
(c) junior to shares of the Series W Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series W Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series W Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series W Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series W Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 20th day of June, 2014.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES X
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,600,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X" (the "*Series X Preferred Stock*"). The Series X Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series X Preferred Stock shall be 160,000 shares.

2. Dividends.

(a) Holders of the Series X Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series X Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series X Preferred Stock (i) during the period from the original issue date of the Series X Preferred Stock to, but excluding, October 1, 2024 (the "*Fixed Rate Period*"), semi-annually in arrears, on April 1 and October 1 of each year, beginning on April 1, 2015, and (ii) during the period from October 1, 2024 through the

redemption date of the Series X Preferred Stock (the "*Floating Rate Period*"), quarterly in arrears, on January 1, April 1, July 1 and October 1 of each year, beginning on January 1, 2025 (each such day on which dividends are payable a "*Dividend Payment Date*").

Dividends on each share of the Series X Preferred Stock shall accrue from the original issue date at a rate equal to (i) 6.10% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.33% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the "*Dividend Determination Date*" for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.33% per annum. The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series X Preferred Stock will be binding and conclusive. "*Calculation Agent*" shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series X Preferred Stock during the Floating Rate Period. A "*London banking day*" shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "*Three-month LIBOR*" shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page "LIBOR01" at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the

arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series X Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "Dividend Period", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series X Preferred Stock to but excluding the next Dividend Payment Date. A "Business Day" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series X Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series X Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series X Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series X Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series X Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series X Preferred Stock for any period unless full dividends on the shares of the Series X Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series X Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series X Preferred Stock, all dividends declared and paid upon the shares of the Series X Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the

Series X Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series X Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series X Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series X Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series X Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series X Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series X Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series X Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series X Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series X Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series X Preferred Stock or, in the case of capital stock ranking on a parity with the Series X Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series X Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series X Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series X Preferred Stock and such capital stock ranking on a parity with the Series X Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series X Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series X Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series X Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series X Preferred Stock from time to

time out of any assets legally available for such payment, and the holders of the Series X Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series X Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series X Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series X Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series X Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series X Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series X Preferred Stock are not paid in full, the holders of the shares of the Series X Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series X Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series X Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series X Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series X Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created

directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series X Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series X Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series X Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series X Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series X Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series X Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series X Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series X Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series X Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series X Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series X Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series X Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series X Preferred Stock shall not be deemed to adversely affect the powers,

preferences or special rights of the Series X Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series X Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series X Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series X Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series X Preferred Stock on any Dividend Payment Date on or after October 1, 2024 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series X Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series X Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series X Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series X Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"Capital Treatment Event" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series X Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series X Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations

that is announced or becomes effective after the initial issuance of any shares of the Series X Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series X Preferred Stock then outstanding as "additional Tier I capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series X Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series X Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series X Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series X Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series X Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series X Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series X Preferred Stock at the time outstanding, the shares of the Series X Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series X Preferred Stock in proportion to the number of Series X Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series X Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption

date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series X Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series X Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series X Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series X Preferred Stock (and as used herein, the term "*senior to the Series X Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series X Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series X Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series X Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series

X Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series X Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series X Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series X Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series X Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series X Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series X Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series X Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V and 6.30% Non-Cumulative Preferred Stock, Series W.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 22nd day of September, 2014.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.125% NON-CUMULATIVE PREFERRED STOCK, SERIES Y
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,430,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "6.125% Non-Cumulative Preferred Stock, Series Y" (the "*Series Y Preferred Stock*"). The Series Y Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series Y Preferred Stock shall be 143,000 shares.

2. Dividends.

(a) Holders of the Series Y Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series Y Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series Y Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on June 1, 2015 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend

payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series Y Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series Y Preferred Stock shall accrue from the original issue date at a rate equal to 6.125% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series Y Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series Y Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series Y Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series Y Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series Y Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series Y Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series Y Preferred Stock for any period unless full dividends on the shares of the Series Y Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series Y Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Y Preferred Stock, all dividends declared and paid upon the shares of the Series Y Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Y Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro

pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series Y Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series Y Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series Y Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series Y Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series Y Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series Y Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series Y Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series Y Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series Y Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series Y Preferred Stock or, in the case of capital stock ranking on a parity with the Series Y Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series Y Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series Y Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series Y Preferred Stock and such capital stock ranking on a parity with the Series Y Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series Y Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series Y Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series Y Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series Y Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series Y Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series Y Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series Y Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series Y Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series Y Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series Y Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series Y Preferred Stock are not paid in full, the holders of the shares of the Series Y Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series Y Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series Y Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series Y Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series Y Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series Y Preferred Stock for at least four quarterly consecutive Dividend Periods at

which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series Y Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series Y Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series Y Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series Y Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series Y Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series Y Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series Y Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series Y Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series Y Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series Y Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series Y Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series Y Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series Y Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series Y Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series Y Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series Y Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series Y Preferred Stock on any Dividend Payment Date on or after March 1, 2020 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series Y Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series Y Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series Y Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series Y Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"Capital Treatment Event" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series Y Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Y Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Y Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series Y Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series Y Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series Y Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series Y Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series Y Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series Y Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series Y Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series Y Preferred Stock at the time outstanding, the shares of the Series Y Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series Y Preferred Stock in proportion to the number of Series Y Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series Y Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so

deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series Y Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series Y Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series Y Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series Y Preferred Stock (and as used herein, the term "*senior to the Series Y Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series Y Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series Y Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series Y Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series Y Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series Y Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series Y Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series Y Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series Y Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series Y Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series Y Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series Y Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 11th day of February, 2015.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES Z
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$2,000,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z" (the "*Series Z Preferred Stock*"). The Series Z Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series Z Preferred Stock shall be 200,000 shares.

2. Dividends.

(a) Holders of the Series Z Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series Z Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series Z Preferred Stock (i) during the period from the original issue date of the Series Z Preferred Stock to, but excluding, May 1, 2020 (the "*Fixed Rate Period*"), semi-annually in arrears, on May 1 and November 1 of each year, beginning on November 1, 2015, and (ii) during the period from May 1, 2020 through the

redemption date of the Series Z Preferred Stock (the "*Floating Rate Period*"), quarterly in arrears, on February 1, May 1, August 1 and November 1 of each year, beginning on August 1, 2020 (each such day on which dividends are payable a "*Dividend Payment Date*").

Dividends on each share of the Series Z Preferred Stock shall accrue from the original issue date at a rate equal to (i) 5.30% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 3.80% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) using three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the "*Dividend Determination Date*" for the Dividend Period. The Calculation Agent then will add three-month LIBOR as determined on the Dividend Determination Date and the applicable spread of 3.80% per annum. The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series Z Preferred Stock will be binding and conclusive. "*Calculation Agent*" shall mean such bank or other entity as may be appointed by the Corporation to act as calculation agent for the Series Z Preferred Stock during the Floating Rate Period. A "*London banking day*" shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. "*Three-month LIBOR*" shall mean the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters screen page "LIBOR01" at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date.

If no offered rate appears on Reuters screen page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, three-month LIBOR will be the arithmetic average of the quotations provided. Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, three-month LIBOR will be the

arithmetic average of the quotations provided. Otherwise, three-month LIBOR for the next Dividend Period will be equal to three-month LIBOR in effect for the then-current Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series Z Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series Z Preferred Stock to but excluding the next Dividend Payment Date. A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series Z Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series Z Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series Z Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series Z Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series Z Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series Z Preferred Stock for any period unless full dividends on the shares of the Series Z Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series Z Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Z Preferred Stock, all dividends declared and paid upon the shares of the Series Z Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series Z

Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series Z Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series Z Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series Z Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series Z Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series Z Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series Z Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series Z Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series Z Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series Z Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series Z Preferred Stock or, in the case of capital stock ranking on a parity with the Series Z Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series Z Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series Z Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series Z Preferred Stock and such capital stock ranking on a parity with the Series Z Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series Z Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series Z Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series Z Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series Z Preferred Stock from time to

time out of any assets legally available for such payment, and the holders of the Series Z Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series Z Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series Z Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series Z Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series Z Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series Z Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series Z Preferred Stock are not paid in full, the holders of the shares of the Series Z Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series Z Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series Z Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series Z Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series Z Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created

directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series Z Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series Z Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series Z Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series Z Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series Z Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series Z Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series Z Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series Z Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series Z Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series Z Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series Z Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series Z Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series Z Preferred Stock shall not be deemed to adversely affect the powers,

preferences or special rights of the Series Z Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series Z Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series Z Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series Z Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(e) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series Z Preferred Stock on any Dividend Payment Date on or after May 1, 2020 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series Z Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series Z Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series Z Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series Z Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

"*Capital Treatment Event*" shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series Z Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Z Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations

that is announced or becomes effective after the initial issuance of any shares of the Series Z Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series Z Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series Z Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series Z Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series Z Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series Z Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series Z Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series Z Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series Z Preferred Stock at the time outstanding, the shares of the Series Z Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series Z Preferred Stock in proportion to the number of Series Z Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series Z Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption

date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series Z Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series Z Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series Z Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series Z Preferred Stock (and as used herein, the term "*senior to the Series Z Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series Z Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series Z Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series Z Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series

Z Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series Z Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series Z Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series Z Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series Z Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series Z Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series Z Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series Z Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X and 6.125% Non-Cumulative Preferred Stock, Series Y.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 20th day of April, 2015.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.10% NON-CUMULATIVE PREFERRED STOCK, SERIES AA
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,495,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "6.10% Non-Cumulative Preferred Stock, Series AA" (the "*Series AA Preferred Stock*"). The Series AA Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series AA Preferred Stock shall be 149,500 shares.

2. Dividends.

(a) Holders of the Series AA Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series AA Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series AA Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on September 1, 2015 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the

dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series AA Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series AA Preferred Stock shall accrue from the original issue date at a rate equal to 6.10% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series AA Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series AA Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series AA Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series AA Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series AA Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series AA Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series AA Preferred Stock for any period unless full dividends on the shares of the Series AA Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series AA Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series AA Preferred Stock, all dividends declared and paid upon the shares of the Series AA Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series AA Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro

pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series AA Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series AA Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series AA Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series AA Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series AA Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series AA Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series AA Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series AA Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series AA Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series AA Preferred Stock or, in the case of capital stock ranking on a parity with the Series AA Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series AA Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series AA Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series AA Preferred Stock and such capital stock ranking on a parity with the Series AA Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series AA Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series AA Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series AA Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series AA Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series AA Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series AA Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series AA Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series AA Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series AA Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series AA Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series AA Preferred Stock are not paid in full, the holders of the shares of the Series AA Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series AA Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series AA Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series AA Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series AA Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series AA Preferred Stock for at least four quarterly consecutive Dividend Periods at which time such right shall terminate, except as herein or by law expressly

provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series AA Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series AA Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series AA Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series AA Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series AA Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series AA Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series AA Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series AA Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series AA Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series AA Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series AA Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series AA Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series AA Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series AA Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series AA Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series AA Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series AA Preferred Stock on any Dividend Payment Date on or after September 1, 2020 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series AA Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series AA Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series AA Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series AA Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series AA Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series AA Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series AA Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series AA Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series AA Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series AA Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series AA Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series AA Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series AA Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series AA Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series AA Preferred Stock at the time outstanding, the shares of the Series AA Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series AA Preferred Stock in proportion to the number of Series AA Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series AA Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so

deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series AA Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series AA Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series AA Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series AA Preferred Stock (and as used herein, the term "*senior to the Series AA Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series AA Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

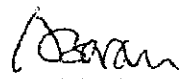
(b) on a parity with shares of the Series AA Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series AA Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series AA Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series AA Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series AA Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series AA Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series AA Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series AA Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series AA Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series AA Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 3rd day of June, 2015.

JPMORGAN CHASE & CO.

By: 
Name: Anthony J. Horan
Title: Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.15% NON-CUMULATIVE PREFERRED STOCK, SERIES BB
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,265,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "6.15% Non-Cumulative Preferred Stock, Series BB" (the "*Series BB Preferred Stock*"). The Series BB Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series BB Preferred Stock shall be 126,500 shares.

2. Dividends.

(a) Holders of the Series BB Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series BB Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series BB Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on December 1, 2015 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the

dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series BB Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series BB Preferred Stock shall accrue from the original issue date at a rate equal to 6.15% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series BB Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series BB Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series BB Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series BB Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series BB Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series BB Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series BB Preferred Stock for any period unless full dividends on the shares of the Series BB Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series BB Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series BB Preferred Stock, all dividends declared and paid upon the shares of the Series BB Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series BB Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro

rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series BB Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series BB Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series BB Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series BB Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series BB Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series BB Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series BB Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series BB Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series BB Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series BB Preferred Stock or, in the case of capital stock ranking on a parity with the Series BB Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series BB Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series BB Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series BB Preferred Stock and such capital stock ranking on a parity with the Series BB Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series BB Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series BB Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series BB Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series BB Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series BB Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series BB Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series BB Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series BB Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series BB Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series BB Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series BB Preferred Stock are not paid in full, the holders of the shares of the Series BB Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series BB Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series BB Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series BB Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series BB Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series BB Preferred Stock for at least four quarterly consecutive Dividend Periods at which time such right shall terminate, except as herein or by law expressly

provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series BB Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series BB Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series BB Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series BB Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series BB Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series BB Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series BB Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series BB Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series BB Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series BB Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series BB Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series BB Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series BB Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series BB Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series BB Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series BB Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series BB Preferred Stock on any Dividend Payment Date on or after September 1, 2020 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series BB Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series BB Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series BB Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series BB Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series BB Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series BB Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series BB Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series BB Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series BB Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series BB Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series BB Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series BB Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series BB Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series BB Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series BB Preferred Stock at the time outstanding, the shares of the Series BB Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series BB Preferred Stock in proportion to the number of Series BB Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series BB Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so

deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series BB Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series BB Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series BB Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series BB Preferred Stock (and as used herein, the term "*senior to the Series BB Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series BB Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series BB Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series BB Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series BB Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series BB Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series BB Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

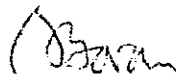
(c) junior to shares of the Series BB Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series BB Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series BB Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series BB Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series BB Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, and 6.10% Non-Cumulative Preferred Stock, Series AA.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 28th day of July, 2015.

JPMORGAN CHASE & CO.

By:



Name: Anthony J. Horan

Title: Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:13 PM 12/14/2016
FILED 04:13 PM 12/14/2016
SR 20167081837 - File Number 691011

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is JPMorgan Chase & Co.
_____, a Delaware Corporation, and the name of the
limited liability company being merged into this surviving corporation is _____
Gregory/Madison Avenue LLC

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is JPMorgan Chase & Co.
_____.

FOURTH: The merger is to become effective on December 19, 2016.

FIFTH: The Agreement of Merger is on file at 4 Chase Metrotech Center, Floor 22
Brooklyn, NY 11245-001, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 14th day of December, A.D., 2016.

By: 
Authorized Officer

Name: Aisling DeSola

Print or Type

Title: Assistant Secretary

**CERTIFICATE OF VALIDATION
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 204 of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies as follows:

1. The defective corporate act that is the subject of this Certificate of Validation is the merger of Gregory/Madison Avenue LLC with and into the Corporation (the "Merger") on December 19, 2016.

2. The nature of the failure of authorization in respect of the Merger was the failure of the Merger to have been duly authorized in accordance with Section 264 and Section 251(f) of the General Corporation Law of the State of Delaware (the "DGCL") due to the failure of the Merger to have been adopted and approved by the Board of Directors of the Corporation.

3. The defective corporate act that is the subject of this Certificate of Validation was duly ratified in accordance with Section 204 of the DGCL pursuant to resolutions of the Board of Directors of the Corporation adopted on April 18, 2017.

4. The Certificate of Merger of Domestic Limited Liability Company into a Domestic Corporation (the "Certificate of Merger") was previously filed under Section 103 of the DGCL in respect of the Merger on December 14, 2016. A copy of the Certificate of Merger is attached hereto as **EXHIBIT A**.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Validation to be executed by its duly authorized officer as of this 2nd day of May, 2017.

JPMORGAN CHASE & CO.

By: Holly K. Youngwood
Name: Holly K. Youngwood
Title: Managing Director
Assistant Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered: 04:13 PM 12/14/2016
FILED: 04:13 PM 12/14/2016
SR 20167081837 - File Number 691011

EXHIBIT A

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(e) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is JPMorgan Chase & Co.
a Delaware Corporation, and the name of the
limited liability company being merged into this surviving corporation is Gregory/Madison Avenue LLC

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is JPMorgan Chase & Co.

FOURTH: The merger is to become effective on December 19, 2016

FIFTH: The Agreement of Merger is on file at 4 Chase Metrotech Center, Floor 22
Brooklyn, NY 11245-001, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 14th day of December, A.D., 2016

By: 
Authorized Officer

Name: Aisling DeSola
Print or Type
Title: Assistant Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES CC
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,257,500,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC" (the "*Series CC Preferred Stock*"). The Series CC Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series CC Preferred Stock shall be 125,750 shares.

2. Dividends.

(a) Holders of the Series CC Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series CC Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series CC Preferred Stock (i) during the period from the original issue date of the Series CC Preferred Stock to, but excluding, November 1, 2022 (the "*Fixed Rate Period*"), semi-annually in arrears, on May 1 and November 1 of each year, beginning on May 1, 2018, and (ii) during the period from November 1, 2022 through the

redemption date of the Series CC Preferred Stock (the “*Floating Rate Period*”), quarterly in arrears, on February 1, May 1, August 1 and November 1 of each year, beginning on February 1, 2023 (each such day on which dividends are payable a “*Dividend Payment Date*”).

Dividends on each share of the Series CC Preferred Stock shall accrue from the original issue date at a rate equal to (i) 4.625% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) three-month LIBOR plus a spread of 2.58% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

The dividend rate for each Dividend Period during the Floating Rate Period will be determined by the Calculation Agent (as defined below) by adding three-month LIBOR as in effect on the second London banking day prior to the beginning of the Dividend Period, which date is the “*Dividend Determination Date*” for the Dividend Period, to the applicable spread of 2.58% per annum. “*Calculation Agent*” shall mean such bank or other entity (which may be the Corporation or an affiliate of the Corporation) as may be appointed by the Corporation to act as calculation agent for the Series CC Preferred Stock during the Floating Rate Period. A “*London banking day*” shall mean any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market. “*Reuters Screen LIBOR01 Page*” shall mean the display designated as the Reuters screen “LIBOR01”, or such other page as may replace the Reuters screen “LIBOR01” on that service or such other service or services as may be nominated for the purpose of displaying London interbank offered rates for U.S. dollar deposits by ICE Benchmark Administration Limited (“IBA”) or its successor or such other entity assuming the responsibility of IBA or its successor in calculating the London interbank offered rate in the event IBA or its successor no longer does so. “*Three-month LIBOR*” shall mean the rate determined by the Calculation Agent as the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least \$1,000,000, as that rate appears on Reuters Screen LIBOR01 Page at approximately 11:00 a.m., London time, on the relevant Dividend Determination Date, provided that:

- (i) If no offered rate appears on the Reuters Screen LIBOR01 Page on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Calculation Agent, after consultation with the Corporation, will select four major banks in the London interbank market and will request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, then three-month LIBOR for the relevant Dividend Period will be the arithmetic average (rounded upward if necessary to the nearest whole multiple of 0.00001%) of the quotations provided.

- (ii) Otherwise, the Calculation Agent will select three major banks in New York City and will request each of them to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable Dividend Period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, then three-month LIBOR for the relevant Dividend Period will be the arithmetic average (rounded upward if necessary to the nearest whole multiple of 0.00001%) of the quotations provided.
- (iii) Otherwise, the Calculation Agent, after consulting such sources as it deems comparable to any of the foregoing quotations or display page, or any such source as it deems reasonable from which to estimate three-month LIBOR or any of the foregoing lending rates, shall determine three-month LIBOR for the relevant dividend period in its sole discretion.

Notwithstanding the foregoing clauses (i), (ii) and (iii):

- (a) If the Calculation Agent determines on the relevant Dividend Determination Date that the LIBOR base rate has been discontinued, then the Calculation Agent will use a substitute or successor base rate that it has determined in its sole discretion is most comparable to the LIBOR base rate, provided that if the Calculation Agent determines there is an industry-accepted successor base rate, then the Calculation Agent shall use such successor base rate; and
- (b) If the Calculation Agent has determined a substitute or successor base rate in accordance with the foregoing, the Calculation Agent in its sole discretion may determine what business day convention to use, the definition of business day, the Dividend Determination Date and any other relevant methodology for calculating such substitute or successor base rate in a manner that is consistent with industry-accepted practices for such substitute or successor base rate.

The Calculation Agent's establishment of three-month LIBOR and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent's determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series CC Preferred Stock will be binding and conclusive.

Each such dividend shall be paid to the holders of record of the shares of the Series CC Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the

next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series CC Preferred Stock to but excluding the next Dividend Payment Date. A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series CC Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series CC Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series CC Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series CC Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series CC Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series CC Preferred Stock for any period unless full dividends on the shares of the Series CC Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series CC Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series CC Preferred Stock, all dividends declared and paid upon the shares of the Series CC Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series CC Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series CC Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series CC Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series CC Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series CC Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series CC Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or

other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series CC Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series CC Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series CC Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series CC Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series CC Preferred Stock or, in the case of capital stock ranking on a parity with the Series CC Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series CC Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series CC Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series CC Preferred Stock and such capital stock ranking on a parity with the Series CC Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series CC Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series CC Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series CC Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series CC Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series CC Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series CC Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series CC Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series CC Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series CC Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series CC Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series CC Preferred Stock are not paid in full, the holders of the shares of the Series CC Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series CC Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series CC Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series CC Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series CC Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series CC Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series CC Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series CC Preferred Stock voting together as a class with the

holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series CC Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series CC Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series CC Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series CC Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series CC Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series CC Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series CC Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series CC Preferred Stock as to dividends and upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series CC Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series CC Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series CC Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series CC Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series CC Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series CC Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series CC Preferred Stock on any Dividend Payment Date on or after November 1, 2022 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series CC Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series CC Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series CC Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series CC Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series CC Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series CC Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series CC Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series CC Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series CC Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series CC Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for

redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series CC Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series CC Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series CC Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series CC Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series CC Preferred Stock at the time outstanding, the shares of the Series CC Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series CC Preferred Stock in proportion to the number of Series CC Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series CC Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series CC Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series CC Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series CC Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series CC Preferred Stock (and as used herein, the term “*senior to the Series CC Preferred Stock*” and like terms refer to any class or series of capital stock that ranks senior to the Series CC Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series CC Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series CC Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series CC Preferred Stock (and as used herein, the term “*Parity Preferred Stock*,” and “*on a parity with the Series CC Preferred Stock*” and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series CC Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series CC Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series CC Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term “*junior to the Series CC Preferred Stock*” and like terms refer to the common stock and any other class or series of capital stock over which the Series CC Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series CC Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.50% Non-Cumulative Preferred Stock, Series O, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X and 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, and 6.15% Non-Cumulative Preferred Stock, Series BB.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 19th day of October, 2017.

JPMORGAN CHASE & CO.

By:



Name: Molly Carpenter

Title: Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF THE
5.50% NON-CUMULATIVE PREFERRED STOCK, SERIES O
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as heretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"), the Stock Committee of the Board (the "Stock Committee"), by resolutions duly adopted, authorized the issuance of a series of 126,500 shares of 5.50% Non-Cumulative Preferred Stock, Series O, par value \$1.00 per share and with a liquidation preference of \$10,000 per share (the "Series O Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series O Preferred Stock, and, on August 27, 2012, the Company filed a Certificate of Designations, Powers, Preferences and Rights (the "Series O Certificate") for the Series O Preferred Stock with the office of the Secretary of State of the State of Delaware.

2. That no shares of said Series O Preferred Stock are outstanding and no shares thereof will be issued subject to said Series O Certificate.

3. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

WHEREAS, as of the date hereof, no shares of the series of 5.50% Non-Cumulative Preferred Stock, Series O (the "Series O Preferred Stock") of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations, Powers, Preferences and Rights (the "Series O Certificate") filed on August 27, 2012 with the Secretary of State of the State of Delaware (the "Secretary"), are outstanding, and henceforth no shares of such Series O Preferred Stock will be issued;

NOW, THEREFORE, it is:

RESOLVED, that a Certificate of Elimination be filed with the Secretary to eliminate the Series O Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and

RESOLVED, that each of the Chief Executive Officer, any Vice Chairman, any Executive Vice President, the Chief Financial Officer, the General Counsel and the Corporate Secretary of the Company (collectively, the "Authorized Officers") be, and each of them hereby is, authorized to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series O Certificate.

4. That, accordingly, all matters set forth in the Series O Certificate are eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 12th day of December, 2017.

JPMORGAN CHASE & CO.

By:


Molly Carpenter
Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
5.75% NON-CUMULATIVE PREFERRED STOCK, SERIES DD
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of up to \$1,696,250,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "5.75% Non-Cumulative Preferred Stock, Series DD" (the "*Series DD Preferred Stock*"). The Series DD Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series DD Preferred Stock shall be 169,625 shares.

2. Dividends.

(a) Holders of the Series DD Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series DD Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series DD Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on December 1, 2018 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the

dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a "*Dividend Period*", provided that the initial Dividend Period shall be the period from and including the original issue date of the Series DD Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series DD Preferred Stock shall accrue from the original issue date at a rate equal to 5.75% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series DD Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A "*Business Day*" shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series DD Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series DD Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series DD Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series DD Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series DD Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series DD Preferred Stock for any period unless full dividends on the shares of the Series DD Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series DD Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series DD Preferred Stock, all dividends declared and paid upon the shares of the Series DD Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series DD Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro

pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series DD Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series DD Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series DD Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series DD Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series DD Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series DD Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series DD Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series DD Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series DD Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series DD Preferred Stock or, in the case of capital stock ranking on a parity with the Series DD Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series DD Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series DD Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series DD Preferred Stock and such capital stock ranking on a parity with the Series DD Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series DD Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series DD Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series DD Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series DD Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series DD Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series DD Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series DD Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series DD Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series DD Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series DD Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series DD Preferred Stock are not paid in full, the holders of the shares of the Series DD Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series DD Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series DD Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series DD Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series DD Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series DD Preferred Stock for at least four quarterly consecutive Dividend Periods at which time such right shall terminate, except as expressly provided herein or

by law, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series DD Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series DD Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series DD Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series DD Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series DD Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series DD Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series DD Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series DD Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series DD Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series DD Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series DD Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series DD Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series DD Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series DD Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series DD Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series DD Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series DD Preferred Stock on any Dividend Payment Date on or after December 1, 2023 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series DD Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series DD Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series DD Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series DD Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“Capital Treatment Event” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series DD Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series DD Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series DD Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series DD Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series DD Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series DD Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 5 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series DD Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series DD Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series DD Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series DD Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series DD Preferred Stock at the time outstanding, the shares of the Series DD Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series DD Preferred Stock in proportion to the number of Series DD Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series DD Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and

terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depositary Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series DD Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series DD Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series DD Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series DD Preferred Stock (and as used herein, the term "*senior to the Series DD Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series DD Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series DD Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series DD Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series DD Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series DD Preferred Stock*" and like terms refer to any class or series of capital stock that

ranks on a parity with the shares of the Series DD Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

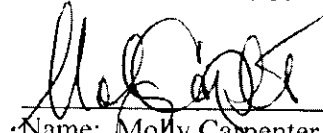
(c) junior to shares of the Series DD Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series DD Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series DD Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series DD Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series DD Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, 6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set her hand as of this 20th day of September, 2018.

JPMORGAN CHASE & CO.

By:

A handwritten signature in black ink, appearing to read 'Molly Carpenter', is written over a horizontal line.

Name: Molly Carpenter

Title: Corporate Secretary

CORRECTED
CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.00% NON-CUMULATIVE PREFERRED STOCK, SERIES EE
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.

JPMORGAN CHASE & CO., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

1. The name of the Corporation is JPMORGAN CHASE & CO.
2. The Certificate of Designations, Powers, Preferences and Rights of the 6.00% Non-Cumulative Preferred Stock, Series EE (\$10,000.00 liquidation preference per share) of the Corporation (the "Certificate of Designations") which was filed with the Secretary of State of the State of Delaware on January 23, 2019, contains an inaccurate record of the corporate action taken therein, and the Certificate of Designations requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect in the Certificate of Designations is that Section 6(a) thereof inadvertently references the date "December 1, 2023" instead of "March 1, 2024".
4. The Certificate of Designations is corrected to read in its entirety as follows:

CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
6.00% NON-CUMULATIVE PREFERRED STOCK, SERIES EE
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the “Corporation”), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the “Board of Directors”) in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of \$1,850,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the “6.00% Non-Cumulative Preferred Stock, Series EE” (the “*Series EE Preferred Stock*”). The Series EE Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series EE Preferred Stock shall be 185,000 shares.

2. Dividends.

(a) Holders of the Series EE Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series EE Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series EE Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on June 1, 2019 (each such day on which dividends are payable a “*Dividend Payment Date*”). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series EE Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series EE Preferred Stock shall accrue from the original issue date at a rate equal to 6.00% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series EE Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months.

Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series EE Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series EE Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series EE Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series EE Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series EE Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series EE Preferred Stock for any period unless full dividends on the shares of the Series EE Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series EE Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series EE Preferred Stock, all dividends declared and paid upon the shares of the Series EE Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series EE Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series EE Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series EE Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series EE Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series EE Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series EE Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series EE Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series EE Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall

be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series EE Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series EE Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series EE Preferred Stock or, in the case of capital stock ranking on a parity with the Series EE Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series EE Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series EE Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series EE Preferred Stock and such capital stock ranking on a parity with the Series EE Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series EE Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series EE Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series EE Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series EE Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series EE Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series EE Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series EE Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series EE Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series EE Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series EE Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series EE Preferred Stock are not paid in full, the holders of the shares of the Series EE Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series EE Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series EE Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series EE Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series EE Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series EE Preferred Stock for at least four quarterly consecutive Dividend Periods at which time such right shall terminate, except as expressly provided herein or by law, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series EE Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series EE Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series EE Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights

of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series EE Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series EE Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series EE Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series EE Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series EE Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series EE Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series EE Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series EE Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series EE Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series EE Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series EE Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series EE Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series EE Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the

Series EE Preferred Stock on any Dividend Payment Date on or after March 1, 2024 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series EE Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series EE Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series EE Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series EE Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series EE Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series EE Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series EE Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series EE Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series EE Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series EE Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series EE Preferred Stock designated for redemption shall not affect the validity of the

proceedings for the redemption of any other shares of the Series EE Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series EE Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series EE Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series EE Preferred Stock at the time outstanding, the shares of the Series EE Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series EE Preferred Stock in proportion to the number of Series EE Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series EE Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series EE Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series EE Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series EE Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series EE Preferred Stock (and as used herein, the term “*senior to the Series EE Preferred Stock*” and like terms refer to any class or series of capital stock that ranks senior to the Series EE Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series EE Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series EE Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series EE Preferred Stock (and as used herein, the term “*Parity Preferred Stock*,” and “*on a parity with the Series EE Preferred Stock*” and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series EE Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series EE Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series EE Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term “*junior to the Series EE Preferred Stock*” and like terms refer to the common stock and any other class or series of capital stock over which the Series EE Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series EE Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation’s Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S,

6.70% Non-Cumulative Preferred Stock, Series T, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC and 5.75% Non-Cumulative Preferred Stock, Series DD.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set her hand as of this 23rd day of January, 2019.

JPMORGAN CHASE & CO.

By: _____

Name: Molly Carpenter

Title: Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF THE
6.70% NON-CUMULATIVE PREFERRED STOCK, SERIES T
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware:

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as heretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"); the Stock Committee of the Board (the "Stock Committee"), by resolutions duly adopted, authorized the issuance of a series of 97,750 shares of 6.70% Non-Cumulative Preferred Stock, Series T, par value \$1.00 per share and with a liquidation preference of \$10,000 per share (the "Series T Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series T Preferred Stock, and, on January 29, 2014, the Company filed a Certificate of Designations, Powers, Preferences and Rights (the "Series T Certificate") for the Series T Preferred Stock with the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series T Preferred Stock are outstanding and no shares thereof will be issued subject to the Series T Certificate.

3. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

WHEREAS, as of the date hereof, no shares of the series of 6.70% Non-Cumulative Preferred Stock, Series T (the "Series T Preferred Stock") of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations, Powers, Preferences and Rights (the "Series T Certificate") filed on January 29, 2014 with the Secretary of State of the State of Delaware (the "Secretary"), are outstanding, and henceforth no shares of such Series T Preferred Stock will be issued;

NOW, THEREFORE, it is:


RESOLVED, that a Certificate of Elimination be filed with the Secretary to eliminate the Series T Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and

RESOLVED, that each of the Chief Executive Officer, any President, any Vice Chairman, any Executive Vice President, the Chief Financial Officer, the General Counsel and the Corporate Secretary of the Company be, and each of them hereby is, authorized to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series T Certificate.

4. That, accordingly, all matters set forth in the Series T Certificate are eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 7th day of March, 2019.

JPMORGAN CHASE & CO.

By: 
Molly Carpenter
Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES FF
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of \$2,250,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF" (the "*Series FF Preferred Stock*"). The Series FF Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series FF Preferred Stock shall be 225,000 shares.

2. Dividends.

(a) Holders of the Series FF Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series FF Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series FF Preferred Stock (i) during the period from the original issue date of the Series FF Preferred Stock to, but excluding, August 1, 2024 (the "*Fixed Rate Period*"), semi-annually in arrears, on February 1 and August 1 of each year, beginning on February 1, 2020, and (ii) during the period from August 1, 2024 through the redemption date of the Series FF Preferred Stock, if any (the "*Floating Rate Period*"), quarterly in

arrears, on February 1, May 1, August 1 and November 1 of each year, beginning on November 1, 2024 (each such day on which dividends are payable a “*Dividend Payment Date*”).

Dividends on each share of the Series FF Preferred Stock shall accrue from the original issue date at a rate equal to (i) 5.00% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) the Benchmark (as defined in Section 11) plus a spread of 3.38% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

Notwithstanding the foregoing paragraph, if the Calculation Agent determines on or prior to the relevant Reference Time that a Benchmark Transition Event and its related Benchmark Replacement Date (each as defined in Section 11) have occurred with respect to the then-current Benchmark, then the provisions set forth in Section 9 will thereafter apply to all determinations of the dividend rate on the Series FF Preferred Stock for each Dividend Period during the Floating Rate Period.

The Calculation Agent’s determination of the Benchmark and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent’s determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series FF Preferred Stock will be binding and conclusive.

Each such dividend shall be paid to the holders of record of the shares of the Series FF Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series FF Preferred Stock to but excluding the next Dividend Payment Date. A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

If the then-current Benchmark is Three-Month Term SOFR (as defined in Section 11) and any of the foregoing provisions concerning the calculation of the dividend rate and the payment of dividends during the Floating Rate Period are inconsistent with any of the Three-Month Term SOFR Conventions (as defined in Section 11) determined by the Corporation, then the relevant Three-Month Term SOFR Conventions will apply. Furthermore, if the Calculation Agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark at any time when the Series FF Preferred Stock is outstanding, then the foregoing provisions concerning the calculation of the dividend rate and the payment of dividends during the Floating Rate Period will be modified in accordance with Section 9.

(b) Dividends on shares of the Series FF Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series FF Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series FF Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series FF Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series FF Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series FF Preferred Stock for any period unless full dividends on the shares of the Series FF Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series FF Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series FF Preferred Stock, all dividends declared and paid upon the shares of the Series FF Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series FF Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series FF Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series FF Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series FF Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series FF Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series FF Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or

other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series FF Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series FF Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series FF Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series FF Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series FF Preferred Stock or, in the case of capital stock ranking on a parity with the Series FF Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series FF Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series FF Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series FF Preferred Stock and such capital stock ranking on a parity with the Series FF Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series FF Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series FF Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series FF Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series FF Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series FF Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series FF Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series FF Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series FF Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series FF Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series FF Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series FF Preferred Stock are not paid in full, the holders of the shares of the Series FF Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series FF Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series FF Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series FF Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series FF Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock (as defined below) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series FF Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as expressly provided herein or by law, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series FF Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote

of the holders of shares of the Series FF Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series FF Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series FF Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series FF Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series FF Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series FF Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series FF Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series FF Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series FF Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series FF Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series FF Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series FF Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series FF Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series FF Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series FF Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series FF Preferred Stock on any Dividend Payment Date on or after August 1, 2024 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series FF Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series FF Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series FF Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series FF Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“Capital Treatment Event” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series FF Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series FF Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series FF Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series FF Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series FF Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series FF Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 5 days and not more than 60 days before the date fixed for

redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series FF Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series FF Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series FF Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series FF Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series FF Preferred Stock at the time outstanding, the shares of the Series FF Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series FF Preferred Stock in proportion to the number of Series FF Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series FF Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series FF Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series FF Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series FF Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series FF Preferred Stock (and as used herein, the term "*senior to the Series FF Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series FF Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series FF Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series FF Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series FF Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series FF Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series FF Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series FF Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series FF Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series FF Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series FF Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series FF Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, 6.30% Non-Cumulative Preferred Stock, Series W, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC, 5.75% Non-Cumulative Preferred Stock, Series DD and 6.00% Non-Cumulative Preferred Stock, Series EE.

9. Effect of Benchmark Transition Event. If the Calculation Agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred on or prior to the Reference Time in respect of any determination of the Benchmark on any date, then the Benchmark Replacement (as defined in Section 11) will replace the then-current Benchmark for all purposes relating to the Series FF Preferred Stock during the Floating Rate Period in respect of such determination on such date and all determinations on all subsequent dates, and the dividend rate on the Series FF Preferred Stock for each Dividend Period during the Floating Rate Period will thereafter be an annual rate equal to the sum of the Benchmark Replacement and the spread of 3.38% per annum. In connection with the implementation of a Benchmark Replacement, the Corporation will have the right to make Benchmark Replacement Conforming Changes (as defined in Section 11) from time to time.

10. Determinations and Decisions. The Corporation and the Calculation Agent are expressly authorized to make certain determinations, decisions and elections hereunder, including with respect to the use of Three-Month Term SOFR (as defined in Section 11) as the Benchmark for the Floating Rate Period and under Section 9. Any determination, decision or election that may be made by the Corporation or by the Calculation Agent hereunder, including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection: (i) will be conclusive and binding absent manifest error; (ii) if made by the Corporation, will be made in its sole discretion; (iii) if made by the Calculation Agent, will be made after consultation with the Corporation, and the Calculation Agent will not make any such determination, decision or election to which the Corporation reasonably objects; and (iv) notwithstanding anything to the contrary herein, shall become effective without consent from the holders of the Series FF Preferred Stock or any other party. If the Calculation Agent fails to make any determination, decision or election that it is required to make hereunder, then the Corporation will make that determination, decision or election on the same basis as described above.

11. Definitions. As used herein:

"Benchmark" means, initially, Three-Month Term SOFR; provided that if the Calculation Agent determines on or prior to the Reference Time that a Benchmark Transition Event and its

related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR or the then-current Benchmark, then “Benchmark” means the applicable Benchmark Replacement.

“*Benchmark Replacement*” means the Interpolated Benchmark with respect to the then-current Benchmark, plus the Benchmark Replacement Adjustment for such Benchmark; provided that if (a) the Calculation Agent cannot determine the Interpolated Benchmark as of the Benchmark Replacement Date or (b) the then-current Benchmark is Three-Month Term SOFR and a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR (in which event no Interpolated Benchmark with respect to Three-Month Term SOFR shall be determined), then “Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Calculation Agent as of the Benchmark Replacement Date:

- (1) Compounded SOFR;
- (2) the sum of: (a) the alternate rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor and (b) the Benchmark Replacement Adjustment;
- (3) the sum of: (a) the ISDA Fallback Rate and (b) the Benchmark Replacement Adjustment;
- (4) the sum of: (a) the alternate rate that has been selected by the Corporation as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted rate as a replacement for the then-current Benchmark for U.S. dollar-denominated floating rate securities at such time and (b) the Benchmark Replacement Adjustment.

“*Benchmark Replacement Adjustment*” means the first alternative set forth in the order below that can be determined by the Calculation Agent as of the Benchmark Replacement Date:

- (1) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (2) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment;
- (3) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Corporation giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate securities at such time.

“*Benchmark Replacement Conforming Changes*” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the

definition of “Dividend Period”, timing and frequency of determining rates with respect to each Dividend Period and making payments of dividends, rounding of amounts or tenors, and other administrative matters) that the Corporation decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Corporation decides that adoption of any portion of such market practice is not administratively feasible or if the Corporation determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Corporation determines is reasonably necessary).

“*Benchmark Replacement Date*” means the earliest to occur of the following events with respect to the then-current Benchmark:

- (1) in the case of clause (1) of the definition of “Benchmark Transition Event,” the relevant Reference Time in respect of any determination;
- (2) in the case of clause (2) or (3) of the definition of “Benchmark Transition Event,” the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark; or
- (3) in the case of clause (4) of the definition of “Benchmark Transition Event,” the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination.

“*Benchmark Transition Event*” means the occurrence of one or more of the following events with respect to the then-current Benchmark:

- (1) if the Benchmark is Three-Month Term SOFR, (a) the Relevant Governmental Body has not selected or recommended a forward-looking term rate for a tenor of three months based on SOFR, (b) the development of a forward-looking term rate for a tenor of three months based on SOFR that has been recommended or selected by the Relevant Governmental Body is not complete or (c) the Corporation determines that the use of a forward-looking rate for a tenor of three months based on SOFR is not administratively feasible;
- (2) a public statement or publication of information by or on behalf of the administrator of the Benchmark announcing that such administrator has ceased or will cease to provide the Benchmark, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark;
- (3) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark, the central bank for the currency of the Benchmark, an

insolvency official with jurisdiction over the administrator for the Benchmark, a resolution authority with jurisdiction over the administrator for the Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark has ceased or will cease to provide the Benchmark permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark; or

- (4) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative.

“Calculation Agent” means such bank or other entity (which may be the Corporation or an affiliate of the Corporation) as may be appointed by the Corporation to act as Calculation Agent for the Series FF Preferred Stock during the Floating Rate Period.

“Compounded SOFR” means the compounded average of SOFRs for the applicable Corresponding Tenor, with the rate, or methodology for this rate, and conventions for this rate being established by the Corporation in accordance with:

- (1) the rate, or methodology for this rate, and conventions for this rate selected or recommended by the Relevant Governmental Body for determining compounded SOFR; provided that:
- (2) if, and to the extent that, the Corporation determines that Compounded SOFR cannot be determined in accordance with clause (1) above, then the rate, or methodology for this rate, and conventions for this rate that have been selected by the Corporation giving due consideration to any industry-accepted market practice for U.S. dollar-denominated floating rate securities at such time.

For the avoidance of doubt, the calculation of Compounded SOFR shall exclude the Benchmark Replacement Adjustment and the spread of 3.38% per annum.

“Corresponding Tenor” with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark.

“Federal Reserve Bank of New York’s Website” means the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor source,

“Interpolated Benchmark” with respect to the Benchmark means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Benchmark for the longest period (for which the Benchmark is available) that is shorter than the Corresponding Tenor and (2) the Benchmark for the shortest period (for which the Benchmark is available) that is longer than the Corresponding Tenor.

“ISDA Definitions” means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time.

“ISDA Fallback Adjustment” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor.

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment.

“Reference Time” with respect to any determination of the Benchmark means (1) if the Benchmark is Three-Month Term SOFR, the time determined by the Calculation Agent after giving effect to the Three-Month Term SOFR Conventions, and (2) if the Benchmark is not Three-Month Term SOFR, the time determined by the Calculation Agent after giving effect to the Benchmark Replacement Conforming Changes.

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto.

“SOFR” means the secured overnight financing rate published by the Federal Reserve Bank of New York, as the administrator of the benchmark (or a successor administrator), on the Federal Reserve Bank of New York’s Website.

“Term SOFR” means the forward-looking term rate based on SOFR that has been selected or recommended by the Relevant Governmental Body.

“Term SOFR Administrator” means any entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or a successor administrator).

“Three-Month Term SOFR” means the rate for Term SOFR for a tenor of three months that is published by the Term SOFR Administrator at the Reference Time for any Dividend Period, as determined by the Calculation Agent after giving effect to the Three-Month Term SOFR Conventions.

“Three-Month Term SOFR Conventions” means any determination, decision or election with respect to any technical, administrative or operational matter (including with respect to the manner and timing of the publication of Three-Month Term SOFR, or changes to the definition of “Dividend Period”, timing and frequency of determining Three-Month Term SOFR with respect to each Dividend Period and making payments of dividends, rounding of amounts or tenors, and other administrative matters) that the Corporation decides may be appropriate to reflect the use of

Three-Month Term SOFR as the Benchmark in a manner substantially consistent with market practice (or, if the Corporation decides that adoption of any portion of such market practice is not administratively feasible or if the Corporation determines that no market practice for the use of Three-Month Term SOFR exists, in such other manner as the Corporation determines is reasonably necessary).

“Unadjusted Benchmark Replacement” means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 30th day of July, 2019.

JPMORGAN CHASE & CO.

By: Stephen B. Grant
Name: Stephen B. Grant
Title: Assistant Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF THE
6.30% NON-CUMULATIVE PREFERRED STOCK, SERIES W
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as heretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"), the Stock Committee of the Board (the "Stock Committee"), by resolutions duly adopted, authorized the issuance of a series of 97,750 shares of 6.30% Non-Cumulative Preferred Stock, Series W, par value \$1.00 per share and with a liquidation preference of \$10,000 per share (the "Series W Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series W Preferred Stock, and, on June 20, 2014, the Company filed a Certificate of Designations, Powers, Preferences and Rights (the "Series W Certificate") for the Series W Preferred Stock with the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series W Preferred Stock are outstanding and no shares thereof will be issued subject to the Series W Certificate.

3. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

WHEREAS, as of the date hereof, no shares of the series of 6.30% Non-Cumulative Preferred Stock, Series W (the "Series W Preferred Stock") of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations, Powers, Preferences and Rights (the "Series W Certificate") filed on June 20, 2014 with the Secretary of State of the State of Delaware (the "Secretary"), are outstanding, and henceforth no shares of such Series W Preferred Stock will be issued;

NOW, THEREFORE, it is:


RESOLVED, that a Certificate of Elimination be filed with the Secretary to eliminate the Series W Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and

RESOLVED, that each of the Chief Executive Officer, any President, any Vice Chairman, any Executive Vice President, the Chief Financial Officer, the General Counsel and the Corporate Secretary of the Company be, and each of them hereby is, authorized to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series W Certificate.

4. That, accordingly, all matters set forth in the Series W Certificate are eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 16th day of September, 2019.

JPMORGAN CHASE & CO.

By: 
Molly Carpenter
Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
4.75% NON-CUMULATIVE PREFERRED STOCK, SERIES GG
(\$10,000.00 liquidation preference per share)

OF

JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of \$900,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "4.75% Non-Cumulative Preferred Stock, Series GG" (the "*Series GG Preferred Stock*"). The Series GG Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series GG Preferred Stock shall be 90,000 shares.

2. Dividends.

(a) Holders of the Series GG Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series GG Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series GG Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on March 1, 2020 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and

no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series GG Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series GG Preferred Stock shall accrue from the original issue date at a rate equal to 4.75% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series GG Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series GG Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series GG Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series GG Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series GG Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series GG Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series GG Preferred Stock for any period unless full dividends on the shares of the Series GG Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series GG Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series GG Preferred Stock, all dividends declared and paid upon the shares of the Series GG Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series GG Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments

based on the ratio between the then-current dividends due on the shares of the Series GG Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series GG Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series GG Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series GG Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series GG Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series GG Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series GG Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series GG Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series GG Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series GG Preferred Stock or, in the case of capital stock ranking on a parity with the Series GG Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series GG Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series GG Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series GG Preferred Stock and such capital stock ranking on a parity with the Series GG Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series GG Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series GG Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series GG Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series GG Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series GG Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series GG Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series GG Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series GG Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series GG Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series GG Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series GG Preferred Stock are not paid in full, the holders of the shares of the Series GG Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series GG Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series GG Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series GG Preferred Stock have not been paid for an aggregate of six or more quarterly Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series GG Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock (as defined below) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series GG Preferred Stock for at least four quarterly consecutive Dividend Periods at which time such right shall terminate, except as

expressly provided herein or by law, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series GG Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series GG Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series GG Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series GG Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series GG Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series GG Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series GG Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series GG Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series GG Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series GG Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series GG Preferred Stock (a) remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series GG Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series GG Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series GG Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series GG Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series GG Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem, out of assets legally available therefor, the Series GG Preferred Stock on any Dividend Payment Date on or after December 1, 2024 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series GG Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series GG Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series GG Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series GG Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series GG Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series GG Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series GG Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series GG Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series GG Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series GG Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series GG Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series GG Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series GG Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series GG Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series GG Preferred Stock at the time outstanding, the shares of the Series GG Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series GG Preferred Stock in proportion to the number of Series GG Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series GG Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the “*Depository Company*”), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so

deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series GG Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series GG Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series GG Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series GG Preferred Stock (and as used herein, the term "*senior to the Series GG Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series GG Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series GG Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series GG Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series GG Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series GG Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series GG Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series GG Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series GG Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series GG Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series GG Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series GG Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I, 5.45% Non-Cumulative Preferred Stock, Series P, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC, 5.75% Non-Cumulative Preferred Stock, Series DD, 6.00% Non-Cumulative Preferred Stock, Series EE and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 6th day of November, 2019.

JPMORGAN CHASE & CO.

By: Stephen B. Grant
Name: Stephen B. Grant
Title: Assistant Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF THE
5.45% NON-CUMULATIVE PREFERRED STOCK, SERIES P
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as heretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"), the Stock Committee of the Board (the "Stock Committee"), by resolutions duly adopted, authorized the issuance of a series of 97,750 shares of 5.45% Non-Cumulative Preferred Stock, Series P, par value \$1.00 per share and with a liquidation preference of \$10,000 per share (the "Series P Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series P Preferred Stock, and, on February 4, 2013, the Company filed a Certificate of Designations, Powers, Preferences and Rights (the "Series P Certificate") for the Series P Preferred Stock with the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series P Preferred Stock are outstanding and no shares thereof will be issued subject to the Series P Certificate.

3. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

WHEREAS, as of the date hereof, no shares of the series of 5.45% Non-Cumulative Preferred Stock, Series P (the "Series P Preferred Stock") of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations, Powers, Preferences and Rights (the "Series P Certificate") filed on February 4, 2013 with the Secretary of State of the State of Delaware (the "Secretary"), are outstanding, and henceforth no shares of such Series P Preferred Stock will be issued;

NOW, THEREFORE, it is:

RESOLVED, that a Certificate of Elimination be filed with the Secretary to eliminate the Series P Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and

RESOLVED, that each of the Chief Executive Officer, any President, any Vice Chairman, any Executive Vice President, the Chief Financial Officer, the General Counsel, the Corporate Secretary and any Assistant Corporate Secretary of the Company be, and each of them hereby is, authorized to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series P Certificate.

4. That, accordingly, all matters set forth in the Series P Certificate are eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 3rd day of December, 2019.

JPMORGAN CHASE & CO.

By: Stephen B. Grant
Stephen B. Grant
Assistant Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES HH
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of \$3,000,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series HH" (the "*Series HH Preferred Stock*"). The Series HH Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series HH Preferred Stock shall be 300,000 shares.

2. Dividends.

(a) Holders of the Series HH Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series HH Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series HH Preferred Stock (i) during the period from the original issue date of the Series HH Preferred Stock to, but excluding, February 1, 2025 (the "*Fixed Rate Period*"), semi-annually in arrears, on February 1 and August 1 of each year, beginning on August 1, 2020, and (ii) during the period from February 1, 2025 through the redemption date of the Series HH Preferred Stock, if any (the "*Floating Rate Period*"), quarterly

in arrears, on February 1, May 1, August 1 and November 1 of each year, beginning on May 1, 2025 (each such day on which dividends are payable a “*Dividend Payment Date*”).

Dividends on each share of the Series HH Preferred Stock shall accrue from the original issue date at a rate equal to (i) 4.60% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) the Benchmark (as defined in Section 11) plus a spread of 3.125% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

Notwithstanding the foregoing paragraph, if the Calculation Agent determines on or prior to the relevant Reference Time that a Benchmark Transition Event and its related Benchmark Replacement Date (each as defined in Section 11) have occurred with respect to the then-current Benchmark, then the provisions set forth in Section 9 will thereafter apply to all determinations of the dividend rate on the Series HH Preferred Stock for each Dividend Period during the Floating Rate Period.

The Calculation Agent’s determination of the Benchmark and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent’s determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series HH Preferred Stock will be binding and conclusive.

Each such dividend shall be paid to the holders of record of the shares of the Series HH Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series HH Preferred Stock to but excluding the next Dividend Payment Date. A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

If the then-current Benchmark is Three-Month Term SOFR (as defined in Section 11) and any of the foregoing provisions concerning the calculation of the dividend rate and the payment of dividends during the Floating Rate Period are inconsistent with any of the Three-Month Term SOFR Conventions (as defined in Section 11) determined by the Corporation, then the relevant Three-Month Term SOFR Conventions will apply. Furthermore, if the Calculation Agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark at any time when the Series HH Preferred Stock is outstanding, then the foregoing provisions concerning the calculation of the dividend rate and the payment of dividends during the Floating Rate Period will be modified in accordance with Section 9.

(b) Dividends on shares of the Series HH Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series HH Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series HH Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series HH Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series HH Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series HH Preferred Stock for any period unless full dividends on the shares of the Series HH Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series HH Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series HH Preferred Stock, all dividends declared and paid upon the shares of the Series HH Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series HH Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series HH Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series HH Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series HH Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series HH Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series HH Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or

other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series HH Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series HH Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series HH Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series HH Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series HH Preferred Stock or, in the case of capital stock ranking on a parity with the Series HH Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series HH Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series HH Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series HH Preferred Stock and such capital stock ranking on a parity with the Series HH Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series HH Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series HH Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series HH Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series HH Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series HH Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series HH Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series HH Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series HH Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series HH Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series HH Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series HH Preferred Stock are not paid in full, the holders of the shares of the Series HH Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series HH Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series HH Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series HH Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series HH Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock (as defined below) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series HH Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as expressly provided herein or by law, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series HH Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote

of the holders of shares of the Series HH Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series HH Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series HH Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series HH Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series HH Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series HH Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series HH Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series HH Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series HH Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series HH Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series HH Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series HH Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series HH Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series HH Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series HH Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series HH Preferred Stock on any Dividend Payment Date on or after February 1, 2025 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series HH Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series HH Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series HH Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series HH Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series HH Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series HH Preferred Stock; or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series HH Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series HH Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series HH Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series HH Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 5 days and not more than 60 days before the date fixed for

redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series HH Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series HH Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series HH Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series HH Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series HH Preferred Stock at the time outstanding, the shares of the Series HH Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series HH Preferred Stock in proportion to the number of Series HH Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series HH Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series HH Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series HH Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series HH Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series HH Preferred Stock (and as used herein, the term “*senior to the Series HH Preferred Stock*” and like terms refer to any class or series of capital stock that ranks senior to the Series HH Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series HH Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series HH Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series HH Preferred Stock (and as used herein, the term “*Parity Preferred Stock*,” and “*on a parity with the Series HH Preferred Stock*” and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series HH Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series HH Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series HH Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term “*junior to the Series HH Preferred Stock*” and like terms refer to the common stock and any other class or series of capital stock over which the Series HH Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series HH Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC, 5.75% Non-Cumulative Preferred Stock, Series DD, 6.00% Non-Cumulative Preferred Stock, Series EE, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF and 4.75% Non-Cumulative Preferred Stock, Series GG.

9. Effect of Benchmark Transition Event. If the Calculation Agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred on or prior to the Reference Time in respect of any determination of the Benchmark on any date, then the Benchmark Replacement (as defined in Section 11) will replace the then-current Benchmark for all purposes relating to the Series HH Preferred Stock during the Floating Rate Period in respect of such determination on such date and all determinations on all subsequent dates, and the dividend rate on the Series HH Preferred Stock for each Dividend Period during the Floating Rate Period will thereafter be an annual rate equal to the sum of the Benchmark Replacement and the spread of 3.125 per annum. In connection with the implementation of a Benchmark Replacement, the Corporation will have the right to make Benchmark Replacement Conforming Changes (as defined in Section 11) from time to time.

10. Determinations and Decisions. The Corporation and the Calculation Agent are expressly authorized to make certain determinations, decisions and elections hereunder, including with respect to the use of Three-Month Term SOFR (as defined in Section 11) as the Benchmark for the Floating Rate Period and under Section 9. Any determination, decision or election that may be made by the Corporation or by the Calculation Agent hereunder, including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection: (i) will be conclusive and binding absent manifest error; (ii) if made by the Corporation, will be made in its sole discretion; (iii) if made by the Calculation Agent, will be made after consultation with the Corporation, and the Calculation Agent will not make any such determination, decision or election to which the Corporation reasonably objects; and (iv) notwithstanding anything to the contrary herein, shall become effective without consent from the holders of the Series HH Preferred Stock or any other party. If the Calculation Agent fails to make any determination, decision or election that it is required to make hereunder, then the Corporation will make that determination, decision or election on the same basis as described above.

11. Definitions. As used herein:

“*Benchmark*” means, initially, Three-Month Term SOFR; provided that if the Calculation Agent determines on or prior to the Reference Time that a Benchmark Transition Event and its

related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR or the then-current Benchmark, then “Benchmark” means the applicable Benchmark Replacement.

“*Benchmark Replacement*” means the Interpolated Benchmark with respect to the then-current Benchmark, plus the Benchmark Replacement Adjustment for such Benchmark; provided that if (a) the Calculation Agent cannot determine the Interpolated Benchmark as of the Benchmark Replacement Date or (b) the then-current Benchmark is Three-Month Term SOFR and a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR (in which event no Interpolated Benchmark with respect to Three-Month Term SOFR shall be determined), then “Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Calculation Agent as of the Benchmark Replacement Date:

- (1) Compounded SOFR;
- (2) the sum of: (a) the alternate rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor and (b) the Benchmark Replacement Adjustment;
- (3) the sum of: (a) the ISDA Fallback Rate and (b) the Benchmark Replacement Adjustment;
- (4) the sum of: (a) the alternate rate that has been selected by the Corporation as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted rate as a replacement for the then-current Benchmark for U.S. dollar-denominated floating rate securities at such time and (b) the Benchmark Replacement Adjustment.

“*Benchmark Replacement Adjustment*” means the first alternative set forth in the order below that can be determined by the Calculation Agent as of the Benchmark Replacement Date:

- (1) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (2) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment;
- (3) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Corporation giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate securities at such time.

“*Benchmark Replacement Conforming Changes*” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the

definition of “Dividend Period”, timing and frequency of determining rates with respect to each Dividend Period and making payments of dividends, rounding of amounts or tenors, and other administrative matters) that the Corporation decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Corporation decides that adoption of any portion of such market practice is not administratively feasible or if the Corporation determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Corporation determines is reasonably necessary).

“*Benchmark Replacement Date*” means the earliest to occur of the following events with respect to the then-current Benchmark:

- (1) in the case of clause (1) of the definition of “Benchmark Transition Event,” the relevant Reference Time in respect of any determination;
- (2) in the case of clause (2) or (3) of the definition of “Benchmark Transition Event,” the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark; or
- (3) in the case of clause (4) of the definition of “Benchmark Transition Event,” the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination.

“*Benchmark Transition Event*” means the occurrence of one or more of the following events with respect to the then-current Benchmark:

- (1) if the Benchmark is Three-Month Term SOFR, (a) the Relevant Governmental Body has not selected or recommended a forward-looking term rate for a tenor of three months based on SOFR, (b) the development of a forward-looking term rate for a tenor of three months based on SOFR that has been recommended or selected by the Relevant Governmental Body is not complete or (c) the Corporation determines that the use of a forward-looking rate for a tenor of three months based on SOFR is not administratively feasible;
- (2) a public statement or publication of information by or on behalf of the administrator of the Benchmark announcing that such administrator has ceased or will cease to provide the Benchmark, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark;
- (3) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark, the central bank for the currency of the Benchmark, an

insolvency official with jurisdiction over the administrator for the Benchmark, a resolution authority with jurisdiction over the administrator for the Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark has ceased or will cease to provide the Benchmark permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark; or

- (4) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative.

“Calculation Agent” means such bank or other entity (which may be the Corporation or an affiliate of the Corporation) as may be appointed by the Corporation to act as Calculation Agent for the Series HH Preferred Stock during the Floating Rate Period.

“Compounded SOFR” means the compounded average of SOFRs for the applicable Corresponding Tenor, with the rate, or methodology for this rate, and conventions for this rate being established by the Corporation in accordance with:

- (1) the rate, or methodology for this rate, and conventions for this rate selected or recommended by the Relevant Governmental Body for determining compounded SOFR; provided that:
- (2) if, and to the extent that, the Corporation determines that Compounded SOFR cannot be determined in accordance with clause (1) above, then the rate, or methodology for this rate, and conventions for this rate that have been selected by the Corporation giving due consideration to any industry-accepted market practice for U.S. dollar-denominated floating rate securities at such time.

For the avoidance of doubt, the calculation of Compounded SOFR shall exclude the Benchmark Replacement Adjustment and the spread of 3.125% per annum.

“Corresponding Tenor” with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark.

“Federal Reserve Bank of New York’s Website” means the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor source.

“Interpolated Benchmark” with respect to the Benchmark means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Benchmark for the longest period (for which the Benchmark is available) that is shorter than the Corresponding Tenor and (2) the Benchmark for the shortest period (for which the Benchmark is available) that is longer than the Corresponding Tenor.

“ISDA Definitions” means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time.

“ISDA Fallback Adjustment” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor.

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment.

“Reference Time” with respect to any determination of the Benchmark means (1) if the Benchmark is Three-Month Term SOFR, the time determined by the Calculation Agent after giving effect to the Three-Month Term SOFR Conventions, and (2) if the Benchmark is not Three-Month Term SOFR, the time determined by the Calculation Agent after giving effect to the Benchmark Replacement Conforming Changes.

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto.

“SOFR” means the secured overnight financing rate published by the Federal Reserve Bank of New York, as the administrator of the benchmark (or a successor administrator), on the Federal Reserve Bank of New York’s Website.

“Term SOFR” means the forward-looking term rate based on SOFR that has been selected or recommended by the Relevant Governmental Body.

“Term SOFR Administrator” means any entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or a successor administrator).

“Three-Month Term SOFR” means the rate for Term SOFR for a tenor of three months that is published by the Term SOFR Administrator at the Reference Time for any Dividend Period, as determined by the Calculation Agent after giving effect to the Three-Month Term SOFR Conventions.

“Three-Month Term SOFR Conventions” means any determination, decision or election with respect to any technical, administrative or operational matter (including with respect to the manner and timing of the publication of Three-Month Term SOFR, or changes to the definition of “Dividend Period”, timing and frequency of determining Three-Month Term SOFR with respect to each Dividend Period and making payments of dividends, rounding of amounts or tenors, and other administrative matters) that the Corporation decides may be appropriate to reflect the use of

Three-Month Term SOFR as the Benchmark in a manner substantially consistent with market practice (or, if the Corporation decides that adoption of any portion of such market practice is not administratively feasible or if the Corporation determines that no market practice for the use of Three-Month Term SOFR exists, in such other manner as the Corporation determines is reasonably necessary).

“Unadjusted Benchmark Replacement” means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 22nd day of January, 2020.

JPMORGAN CHASE & CO.

By: Stephen B. Grant
Name: Stephen B. Grant
Title: Assistant Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES II
(\$10,000.00 liquidation preference per share)**

**OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of \$1,500,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series II" (the "*Series II Preferred Stock*"). The Series II Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series II Preferred Stock shall be 150,000 shares.

2. Dividends.

(a) Holders of the Series II Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series II Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series II Preferred Stock (i) during the period from the original issue date of the Series II Preferred Stock to, but excluding, April 1, 2025 (the "*Fixed Rate Period*"), semi-annually in arrears, on April 1 and October 1 of each year, beginning on October 1, 2020, and (ii) during the period from April 1, 2025 through the redemption date of the Series II Preferred Stock, if any (the "*Floating Rate Period*"), quarterly in

arrears, on January 1, April 1, July 1 and October 1 of each year, beginning on July 1, 2025 (each such day on which dividends are payable a “*Dividend Payment Date*”).

Dividends on each share of the Series II Preferred Stock shall accrue from the original issue date at a rate equal to (i) 4.00% per annum on the liquidation preference of \$10,000 per share, for each semi-annual Dividend Period (as defined below) during the Fixed Rate Period and (ii) the Benchmark (as defined in Section 11) plus a spread of 2.745% per annum on the liquidation preference of \$10,000 per share, for each quarterly Dividend Period (as defined below) during the Floating Rate Period. The amount of dividends payable during the Fixed Rate Period shall be calculated on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable during the Floating Rate Period shall be calculated on the basis of the actual number of days in a Dividend Period and a 360-day year. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

Notwithstanding the foregoing paragraph, if the Calculation Agent determines on or prior to the relevant Reference Time that a Benchmark Transition Event and its related Benchmark Replacement Date (each as defined in Section 11) have occurred with respect to the then-current Benchmark, then the provisions set forth in Section 9 will thereafter apply to all determinations of the dividend rate on the Series II Preferred Stock for each Dividend Period during the Floating Rate Period.

The Calculation Agent’s determination of the Benchmark and calculation of the amount of dividends for each Dividend Period during the Floating Rate Period will be on file at the principal offices of the Corporation. Absent manifest error, the Calculation Agent’s determination of the dividend rate for each Dividend Period during the Floating Rate Period for the Series II Preferred Stock will be binding and conclusive.

Each such dividend shall be paid to the holders of record of the shares of the Series II Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. In the event that any Dividend Payment Date during the Fixed Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and no additional dividends shall accrue as a result of that postponement. In the event that any Dividend Payment Date during the Floating Rate Period falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and dividends shall accrue to but excluding the date dividends are paid. However, if the postponement would cause the day to fall in the next calendar month during the Floating Rate Period, the Dividend Payment Date shall instead be brought forward to the immediately preceding Business Day (as defined below). The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series II Preferred Stock to but excluding the next Dividend Payment Date. A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

If the then-current Benchmark is Three-Month Term SOFR (as defined in Section 11) and any of the foregoing provisions concerning the calculation of the dividend rate and the payment of dividends during the Floating Rate Period are inconsistent with any of the Three-Month Term SOFR Conventions (as defined in Section 11) determined by the Corporation, then the relevant Three-Month Term SOFR Conventions will apply. Furthermore, if the Calculation Agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark at any time when the Series II Preferred Stock is outstanding, then the foregoing provisions concerning the calculation of the dividend rate and the payment of dividends during the Floating Rate Period will be modified in accordance with Section 9.

(b) Dividends on shares of the Series II Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series II Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series II Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series II Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series II Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series II Preferred Stock for any period unless full dividends on the shares of the Series II Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series II Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series II Preferred Stock, all dividends declared and paid upon the shares of the Series II Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series II Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments based on the ratio between the then-current dividends due on the shares of the Series II Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series II Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series II Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series II Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series II Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other

distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series II Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series II Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series II Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series II Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series II Preferred Stock or, in the case of capital stock ranking on a parity with the Series II Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series II Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series II Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series II Preferred Stock and such capital stock ranking on a parity with the Series II Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series II Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series II Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series II Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series II Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series II Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series II Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series II Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series II Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series II Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series II Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series II Preferred Stock are not paid in full, the holders of the shares of the Series II Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series II Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series II Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series II Preferred Stock have not been paid for an aggregate of three or more semi-annual or six or more quarterly Dividend Periods, as applicable, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series II Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock (as defined below) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series II Preferred Stock for at least two semi-annual or four quarterly consecutive Dividend Periods, as applicable, at which time such right shall terminate, except as expressly provided herein or by law, subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series II Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote

of the holders of shares of the Series II Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series II Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series II Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series II Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series II Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series II Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series II Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series II Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series II Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which (a) the shares of the Series II Preferred Stock remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series II Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series II Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series II Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series II Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series II Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of assets legally available therefor the Series II Preferred Stock on any Dividend Payment Date on or after April 1, 2025 in whole, or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series II Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series II Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series II Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series II Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series II Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series II Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series II Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series II Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series II Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series II Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 5 days and not more than 60 days before the date fixed for

redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series II Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series II Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series II Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series II Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series II Preferred Stock at the time outstanding, the shares of the Series II Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series II Preferred Stock in proportion to the number of Series II Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series II Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the "*Depository Company*"), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depository Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series II Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series II Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series II Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series II Preferred Stock (and as used herein, the term "*senior to the Series II Preferred Stock*" and like terms refer to any class or series of capital stock that ranks senior to the Series II Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series II Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series II Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series II Preferred Stock (and as used herein, the term "*Parity Preferred Stock*," and "*on a parity with the Series II Preferred Stock*" and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series II Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series II Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series II Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term "*junior to the Series II Preferred Stock*" and like terms refer to the common stock and any other class or series of capital stock over which the Series II Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series II Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series I, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, 6.125% Non-Cumulative Preferred Stock, Series Y, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC, 5.75% Non-Cumulative Preferred Stock, Series DD, 6.00% Non-Cumulative Preferred Stock, Series EE, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, 4.75% Non-Cumulative Preferred Stock, Series GG and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series HH.

9. Effect of Benchmark Transition Event. If the Calculation Agent determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred on or prior to the Reference Time in respect of any determination of the Benchmark on any date, then the Benchmark Replacement (as defined in Section 11) will replace the then-current Benchmark for all purposes relating to the Series II Preferred Stock during the Floating Rate Period in respect of such determination on such date and all determinations on all subsequent dates, and the dividend rate on the Series II Preferred Stock for each Dividend Period during the Floating Rate Period will thereafter be an annual rate equal to the sum of the Benchmark Replacement and the spread of 2.745% per annum. In connection with the implementation of a Benchmark Replacement, the Corporation will have the right to make Benchmark Replacement Conforming Changes (as defined in Section 11) from time to time.

10. Determinations and Decisions. The Corporation and the Calculation Agent are expressly authorized to make certain determinations, decisions and elections hereunder, including with respect to the use of Three-Month Term SOFR (as defined in Section 11) as the Benchmark for the Floating Rate Period and under Section 9. Any determination, decision or election that may be made by the Corporation or by the Calculation Agent hereunder, including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection: (i) will be conclusive and binding absent manifest error; (ii) if made by the Corporation, will be made in its sole discretion; (iii) if made by the Calculation Agent, will be made after consultation with the Corporation, and the Calculation Agent will not make any such determination, decision or election to which the Corporation reasonably objects; and (iv) notwithstanding anything to the contrary herein, shall become effective without consent from the holders of the Series II Preferred Stock or any other party. If the Calculation Agent fails to make any determination, decision or election that it is required to make hereunder, then the Corporation will make that determination, decision or election on the same basis as described above.

11. Definitions. As used herein:

“*Benchmark*” means, initially, Three-Month Term SOFR; provided that if the Calculation Agent determines on or prior to the Reference Time that a Benchmark Transition Event and its

related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR or the then-current Benchmark, then “Benchmark” means the applicable Benchmark Replacement.

“*Benchmark Replacement*” means the Interpolated Benchmark with respect to the then-current Benchmark, plus the Benchmark Replacement Adjustment for such Benchmark; provided that if (a) the Calculation Agent cannot determine the Interpolated Benchmark as of the Benchmark Replacement Date or (b) the then-current Benchmark is Three-Month Term SOFR and a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to Three-Month Term SOFR (in which event no Interpolated Benchmark with respect to Three-Month Term SOFR shall be determined), then “Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Calculation Agent as of the Benchmark Replacement Date:

- (1) Compounded SOFR;
- (2) the sum of: (a) the alternate rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor and (b) the Benchmark Replacement Adjustment;
- (3) the sum of: (a) the ISDA Fallback Rate and (b) the Benchmark Replacement Adjustment;
- (4) the sum of: (a) the alternate rate that has been selected by the Corporation as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted rate as a replacement for the then-current Benchmark for U.S. dollar-denominated floating rate securities at such time and (b) the Benchmark Replacement Adjustment.

“*Benchmark Replacement Adjustment*” means the first alternative set forth in the order below that can be determined by the Calculation Agent as of the Benchmark Replacement Date:

- (1) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (2) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment;
- (3) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Corporation giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate securities at such time.

“*Benchmark Replacement Conforming Changes*” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the

definition of “Dividend Period”, timing and frequency of determining rates with respect to each Dividend Period and making payments of dividends, rounding of amounts or tenors, and other administrative matters) that the Corporation decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Corporation decides that adoption of any portion of such market practice is not administratively feasible or if the Corporation determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Corporation determines is reasonably necessary).

“*Benchmark Replacement Date*” means the earliest to occur of the following events with respect to the then-current Benchmark:

- (1) in the case of clause (1) of the definition of “Benchmark Transition Event,” the relevant Reference Time in respect of any determination;
- (2) in the case of clause (2) or (3) of the definition of “Benchmark Transition Event,” the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark; or
- (3) in the case of clause (4) of the definition of “Benchmark Transition Event,” the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination.

“*Benchmark Transition Event*” means the occurrence of one or more of the following events with respect to the then-current Benchmark:

- (1) if the Benchmark is Three-Month Term SOFR, (a) the Relevant Governmental Body has not selected or recommended a forward-looking term rate for a tenor of three months based on SOFR, (b) the development of a forward-looking term rate for a tenor of three months based on SOFR that has been recommended or selected by the Relevant Governmental Body is not complete or (c) the Corporation determines that the use of a forward-looking rate for a tenor of three months based on SOFR is not administratively feasible;
- (2) a public statement or publication of information by or on behalf of the administrator of the Benchmark announcing that such administrator has ceased or will cease to provide the Benchmark, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark;
- (3) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark, the central bank for the currency of the Benchmark, an

insolvency official with jurisdiction over the administrator for the Benchmark, a resolution authority with jurisdiction over the administrator for the Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark has ceased or will cease to provide the Benchmark permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark; or

- (4) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative.

“Calculation Agent” means such bank or other entity (which may be the Corporation or an affiliate of the Corporation) as may be appointed by the Corporation to act as Calculation Agent for the Series II Preferred Stock during the Floating Rate Period.

“Compounded SOFR” means the compounded average of SOFRs for the applicable Corresponding Tenor, with the rate, or methodology for this rate, and conventions for this rate being established by the Corporation in accordance with:

- (1) the rate, or methodology for this rate, and conventions for this rate selected or recommended by the Relevant Governmental Body for determining compounded SOFR; provided that:
- (2) if, and to the extent that, the Corporation determines that Compounded SOFR cannot be determined in accordance with clause (1) above, then the rate, or methodology for this rate, and conventions for this rate that have been selected by the Corporation giving due consideration to any industry-accepted market practice for U.S. dollar-denominated floating rate securities at such time.

For the avoidance of doubt, the calculation of Compounded SOFR shall exclude the Benchmark Replacement Adjustment and the spread of 2.745% per annum.

“Corresponding Tenor” with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark.

“Federal Reserve Bank of New York’s Website” means the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor source.

“Interpolated Benchmark” with respect to the Benchmark means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Benchmark for the longest period (for which the Benchmark is available) that is shorter than the Corresponding Tenor and (2) the Benchmark for the shortest period (for which the Benchmark is available) that is longer than the Corresponding Tenor.

“ISDA Definitions” means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time.

“ISDA Fallback Adjustment” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor.

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment.

“Reference Time” with respect to any determination of the Benchmark means (1) if the Benchmark is Three-Month Term SOFR, the time determined by the Calculation Agent after giving effect to the Three-Month Term SOFR Conventions, and (2) if the Benchmark is not Three-Month Term SOFR, the time determined by the Calculation Agent after giving effect to the Benchmark Replacement Conforming Changes.

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto.

“SOFR” means the secured overnight financing rate published by the Federal Reserve Bank of New York, as the administrator of the benchmark (or a successor administrator), on the Federal Reserve Bank of New York’s Website.

“Term SOFR” means the forward-looking term rate based on SOFR that has been selected or recommended by the Relevant Governmental Body.

“Term SOFR Administrator” means any entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or a successor administrator).

“Three-Month Term SOFR” means the rate for Term SOFR for a tenor of three months that is published by the Term SOFR Administrator at the Reference Time for any Dividend Period, as determined by the Calculation Agent after giving effect to the Three-Month Term SOFR Conventions.

“Three-Month Term SOFR Conventions” means any determination, decision or election with respect to any technical, administrative or operational matter (including with respect to the manner and timing of the publication of Three-Month Term SOFR, or changes to the definition of “Dividend Period”, timing and frequency of determining Three-Month Term SOFR with respect to each Dividend Period and making payments of dividends, rounding of amounts or tenors, and other administrative matters) that the Corporation decides may be appropriate to reflect the use of

Three-Month Term SOFR as the Benchmark in a manner substantially consistent with market practice (or, if the Corporation decides that adoption of any portion of such market practice is not administratively feasible or if the Corporation determines that no market practice for the use of Three-Month Term SOFR exists, in such other manner as the Corporation determines is reasonably necessary).

“Unadjusted Benchmark Replacement” means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 21st day of February, 2020.

JPMORGAN CHASE & CO.

By: Stephen B. Grant
Name: Stephen B. Grant
Title: Assistant Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF THE
6.125% NON-CUMULATIVE PREFERRED STOCK, SERIES Y
OF
JPMORGAN CHASE & CO.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:35 AM 03/04/2020
FILED 09:35 AM 03/04/2020
SR 20201899281 - File Number 691011

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

JPMorgan Chase & Co., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as heretofore amended, and in resolutions duly adopted by the Board of Directors of the Company (the "Board"), the Stock Committee of the Board (the "Stock Committee"), by resolutions duly adopted, authorized the issuance of a series of 143,000 shares of 6.125% Non-Cumulative Preferred Stock, Series Y, par value \$1.00 per share and with a liquidation preference of \$10,000 per share (the "Series Y Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions, of the Series Y Preferred Stock, and, on February 11, 2015, the Company filed a Certificate of Designations, Powers, Preferences and Rights (the "Series Y Certificate") for the Series Y Preferred Stock with the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series Y Preferred Stock are outstanding and no shares thereof will be issued subject to the Series Y Certificate.

3. That pursuant to authority granted in resolutions duly adopted by the Board, the Stock Committee has adopted the following resolutions:

WHEREAS, as of the date hereof, no shares of the series of 6.125% Non-Cumulative Preferred Stock, Series Y (the "Series Y Preferred Stock") of JPMorgan Chase & Co. (the "Company"), designated pursuant to a Certificate of Designations, Powers, Preferences and Rights (the "Series Y Certificate") filed on February 11, 2015 with the Secretary of State of the State of Delaware (the Secretary), are outstanding, and henceforth no shares of such Series Y Preferred Stock will be issued;

NOW, THEREFORE, it is:

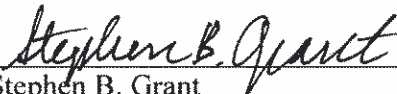
RESOLVED, that a Certificate of Elimination be filed with the Secretary to eliminate the Series Y Certificate from the Company's Restated Certificate of Incorporation, as heretofore amended; and

RESOLVED, that each of the Chief Executive Officer, any President, any Vice Chairman, any Executive Vice President, the Chief Financial Officer, the General Counsel, the Corporate Secretary and any Assistant Corporate Secretary of the Company be, and each of them hereby is, authorized to execute and cause to be filed with the Secretary a Certificate of Elimination setting forth a copy of these resolutions, such certificate to have the effect of eliminating from the Restated Certificate of Incorporation of the Company all matters set forth in the Series Y Certificate.

4. That, accordingly, all matters set forth in the Series Y Certificate are eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

IN WITNESS WHEREOF, JPMorgan Chase & Co. has caused this Certificate to be executed by its duly authorized officer, on this 4th day of March, 2020.

JPMORGAN CHASE & CO.

By: 
Stephen B. Grant
Assistant Corporate Secretary

**CERTIFICATE OF DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS
OF THE
4.55% NON-CUMULATIVE PREFERRED STOCK, SERIES JJ
(\$10,000.00 liquidation preference per share)
OF
JPMORGAN CHASE & CO.**

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

JPMORGAN CHASE & CO., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES that the following resolution was duly adopted by the Stock Committee of the Board of Directors of the Corporation (the "Board of Directors") in accordance with Section 151(g) of the General Corporation Law of the State of Delaware pursuant to the authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Corporation and pursuant to the authority duly delegated to the Stock Committee by the Board of Directors:

RESOLVED, that the Corporation be, and hereby is, authorized to issue a new series of its preferred stock, par value \$1.00 per share, with a liquidation preference, in the aggregate, of \$1,500,000,000, on the following terms and with the following designations, powers, preferences and rights:

1. Designation and Amount. The series of preferred stock, par value \$1.00 per share, shall be designated as the "4.55% Non-Cumulative Preferred Stock, Series JJ" (the "*Series JJ Preferred Stock*"). The Series JJ Preferred Stock shall be perpetual, subject to the provisions of Section 6 hereof, and the authorized number of shares of the Series JJ Preferred Stock shall be 150,000 shares.

2. Dividends.

(a) Holders of the Series JJ Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, out of assets legally available for payment, non-cumulative cash dividends based on the liquidation preference of \$10,000 per share of the Series JJ Preferred Stock.

If declared by the Board of Directors or any duly authorized committee of the Board of Directors, the Corporation shall pay dividends on the Series JJ Preferred Stock quarterly in arrears, on March 1, June 1, September 1 and December 1 of each year, beginning on June 1, 2021 (each such day on which dividends are payable a "*Dividend Payment Date*"). In the event that any Dividend Payment Date falls on a day that is not a Business Day (as defined below), the dividend payment due on that date shall be postponed to the next day that is a Business Day and

no additional dividends shall accrue as a result of that postponement. The period from and including any Dividend Payment Date to but excluding the next Dividend Payment Date is referred to herein as a “*Dividend Period*”, provided that the initial Dividend Period shall be the period from and including the original issue date of the Series JJ Preferred Stock to but excluding the next Dividend Payment Date.

Dividends on each share of the Series JJ Preferred Stock shall accrue from the original issue date at a rate equal to 4.55% per annum on the liquidation preference of \$10,000 per share, for each Dividend Period.

Each such dividend shall be paid to the holders of record of the shares of the Series JJ Preferred Stock as they appear on the stock register of the Corporation on such record date, not more than 30 days preceding the applicable Dividend Payment Date, as shall be fixed by the Board of Directors or any duly authorized committee of the Board of Directors. The amount of dividends payable shall be calculated on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

A “*Business Day*” shall mean any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Dividends on shares of the Series JJ Preferred Stock shall be non-cumulative. To the extent that any dividends on shares of the Series JJ Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of shares of the Series JJ Preferred Stock shall have no right to receive, accrued and unpaid dividends for such Dividend Period on or after the Dividend Payment Date for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series JJ Preferred Stock or for any future dividend period with respect to any other series of preferred stock or the common stock. The Corporation shall not pay interest or any sum of money instead of interest in respect of any dividend that is not declared, or if declared is not paid, on the Series JJ Preferred Stock.

(c) No full dividends shall be declared or paid or set aside for payment on preferred stock of any series ranking as to dividends on a parity with or junior to the Series JJ Preferred Stock for any period unless full dividends on the shares of the Series JJ Preferred Stock for the most recently completed Dividend Period have been or contemporaneously are declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for such payment). When dividends are not paid in full as aforesaid upon the shares of the Series JJ Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series JJ Preferred Stock, all dividends declared and paid upon the shares of the Series JJ Preferred Stock and any other series of preferred stock ranking on a parity as to dividends with the Series JJ Preferred Stock shall be declared and paid pro rata. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate dividend payments

based on the ratio between the then-current dividends due on the shares of the Series JJ Preferred Stock and (i) in the case of any series of non-cumulative preferred stock ranking on a parity as to dividends with the Series JJ Preferred Stock, the aggregate of the current and unpaid dividends due on such series of preferred stock and (ii) in the case of any series of cumulative preferred stock ranking on a parity as to dividends with the Series JJ Preferred Stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

(d) So long as any shares of the Series JJ Preferred Stock are outstanding, (i) no dividend (other than a dividend in common stock or in any other capital stock ranking junior to the Series JJ Preferred Stock as to dividends and upon liquidation, dissolution or winding-up) shall be declared or paid or a sum sufficient for the payment thereof set aside for such payment or other distribution declared or made upon the common stock or upon any other capital stock ranking junior to the Series JJ Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series JJ Preferred Stock as to dividends or upon liquidation, dissolution or winding-up shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such capital stock) by the Corporation (except (1) by conversion into or exchange for capital stock ranking junior to the Series JJ Preferred Stock, (2) as a result of reclassification into capital stock ranking junior to the Series JJ Preferred Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of shares of capital stock ranking junior to the Series JJ Preferred Stock or, in the case of capital stock ranking on a parity with the Series JJ Preferred Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of capital stock ranking on a parity with the Series JJ Preferred Stock, (4) in the case of capital stock ranking on a parity with the Series JJ Preferred Stock, pursuant to pro rata offers to purchase all or a pro rata portion of the shares of the Series JJ Preferred Stock and such capital stock ranking on a parity with the Series JJ Preferred Stock, (5) in connection with the satisfaction of the Corporation's obligations pursuant to any contract entered into in the ordinary course prior to the beginning of the most recently completed Dividend Period, or (6) any purchase, redemption or other acquisition of capital stock ranking junior to the Series JJ Preferred Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of the Corporation or any of its subsidiaries (including any employment, severance or consulting arrangements) adopted before or after the issuance of the Series JJ Preferred Stock), unless, in each case, full dividends on all outstanding shares of the Series JJ Preferred Stock shall have been declared and paid or a sum sufficient for the payment thereof set aside for such payment in respect of the most recently completed Dividend Period. However, the foregoing will not restrict the ability of the Corporation or any of its affiliates to engage in underwriting, stabilization, market-making or similar transactions in the capital stock of the Corporation in the ordinary course of business.

Subject to the conditions in this Section 2, and not otherwise, dividends (payable in cash, capital stock, or otherwise), as may be determined by the Board of Directors or a duly authorized committee of the Board of Directors, may be declared and paid on the common stock and any other capital stock ranking junior to or on a parity with the Series JJ Preferred Stock from time to time out of any assets legally available for such payment, and the holders of the Series JJ Preferred Stock will not be entitled to participate in those dividends.

3. Liquidation Preference.

(a) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the shares of the Series JJ Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation legally available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other capital stock ranking junior to the Series JJ Preferred Stock upon liquidation, dissolution or winding-up of the Corporation, the amount of \$10,000 per share, plus an amount equal to any declared and unpaid dividends on each such share without accumulation of undeclared dividends.

(b) After the payment to the holders of the shares of the Series JJ Preferred Stock of the full preferential amounts provided for in this Section 3, the holders of the Series JJ Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

(c) If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the shares of the Series JJ Preferred Stock and any other shares of capital stock ranking as to any such distribution of assets of the Corporation on a parity with the shares of the Series JJ Preferred Stock are not paid in full, the holders of the shares of the Series JJ Preferred Stock and of such other shares shall share ratably in any such distribution of assets of the Corporation in proportion to the full respective distributions to which they are entitled.

(d) Neither the sale of all or substantially all of the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other entity or the merger or consolidation of any other entity into or with the Corporation, shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for the purposes of this Section 3.

4. Preemption and Conversion. The holders of the Series JJ Preferred Stock shall not have any preemptive or conversion rights.

5. Voting Rights.

(a) The Series JJ Preferred Stock shall have no voting rights, except as provided below or as otherwise specifically required by law.

(b) Whenever, at any time or times, dividends on the shares of the Series JJ Preferred Stock have not been paid for an aggregate of six or more Dividend Periods, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Series JJ Preferred Stock shall have the right, with holders of shares of any other class or series of Parity Preferred Stock (as defined below) outstanding at the time upon which like voting rights have been conferred and are exercisable ("*Voting Parity Stock*"), voting together as a class, to elect two directors (hereinafter the "*Preferred Directors*" and each a "*Preferred Director*") to fill such newly created directorships at the Corporation's next annual meeting of stockholders and at each subsequent annual meeting of stockholders until full dividends have been paid on the Series JJ Preferred Stock for at least four consecutive Dividend Periods at which time such right shall terminate, except as expressly provided herein or by law,

subject to revesting in the event of each and every subsequent default of the character above mentioned.

Upon any termination of the right of the holders of shares of the Series JJ Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed and replaced at any time, with cause as provided by law or without cause by the affirmative vote of the holders of shares of the Series JJ Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. Any vacancy created by removal with or without cause may be filled only by the affirmative vote of the holders of shares of the Series JJ Preferred Stock voting together as a class with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) So long as any shares of the Series JJ Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series JJ Preferred Stock and any Voting Parity Stock, voting together as a class, authorize, create or issue any capital stock ranking senior to the Series JJ Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. So long as any shares of the Series JJ Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series JJ Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series JJ Preferred Stock.

Notwithstanding the foregoing, (1) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series JJ Preferred Stock as to dividends or upon liquidation, dissolution or winding-up, shall not be deemed to adversely affect such powers, preferences or special rights and (2) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series JJ Preferred Stock (a) remain outstanding or (b) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences and special rights that are not materially less favorable than the Series JJ Preferred Stock in each case shall not be deemed to adversely affect the powers, preferences or special rights of the Series JJ Preferred Stock.

(d) In exercising the voting rights set forth in this Section 5 or when otherwise granted voting rights by operation of law or by the Corporation, each share of the Series JJ Preferred Stock shall be entitled to one vote.

(e) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required or upon which the holders of the Series JJ Preferred Stock shall be entitled to vote shall be effected, all outstanding shares of the Series JJ Preferred Stock shall have been redeemed or shall have been called for redemption by the giving of notice thereof pursuant to Section 6(c) below and sufficient funds shall have been irrevocably deposited in trust to effect such redemption.

6. Redemption.

(a) The Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may redeem, out of assets legally available therefor, the Series JJ Preferred Stock on any Dividend Payment Date on or after June 1, 2026, in whole at any time or from time to time in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series JJ Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

(b) At any time within 90 days after a Capital Treatment Event (as defined below), the Corporation, at the option of the Board of Directors or any duly authorized committee of the Board of Directors, may provide notice of its intent to redeem the Series JJ Preferred Stock in accordance with the procedures described below, and the Corporation may subsequently redeem, out of assets legally available therefor, the Series JJ Preferred Stock in whole, but not in part, at a redemption price equal to \$10,000 per share, plus any declared and unpaid dividends on the shares of the Series JJ Preferred Stock called for redemption up to the redemption date. Subject to Section 6(e), dividends shall cease to accrue on such shares on the redemption date, without accumulation of undeclared dividends.

“*Capital Treatment Event*” shall mean the good faith determination by the Corporation that, as a result of any:

(i) amendment to, or change or any announced prospective change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series JJ Preferred Stock;

(ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series JJ Preferred Stock;
or

(iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series JJ Preferred Stock,

there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation amount of all shares of the Series JJ Preferred Stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series JJ Preferred Stock is outstanding.

(c) Notice of every redemption of shares of the Series JJ Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(c) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure to duly give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of the Series JJ Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of the Series JJ Preferred Stock. Each notice of redemption shall state (i) the redemption date; (ii) the number of shares of the Series JJ Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates representing such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed shall cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series JJ Preferred Stock is held in book-entry form through The Depository Trust Company, the Corporation may give such notice in any manner permitted or required by The Depository Trust Company.

(d) In the case of any redemption of only part of the shares of the Series JJ Preferred Stock at the time outstanding, the shares of the Series JJ Preferred Stock to be redeemed shall be selected either pro rata from the holders of record of the Series JJ Preferred Stock in proportion to the number of Series JJ Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of the Series JJ Preferred Stock shall be redeemed from time to time.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been irrevocably set aside by the Corporation, separate and apart from its other assets, in trust for the pro rata benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors, which bank or trust company may be an affiliate of the Corporation (the “*Depository Company*”), in trust for the pro rata benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall be cancelled and shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except for the right of the holders thereof to receive the amount payable on such redemption from the Depository Company at any time after the redemption date from the funds so

deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall look only to the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

(f) Shares of the Series JJ Preferred Stock that have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be retired and have the status of authorized and unissued shares of the class of preferred stock undesignated as to series and may be redesignated and reissued as part of any series of preferred stock.

7. Amendment of Resolution. The Board of Directors reserves the right from time to time to increase or decrease the number of shares that constitute the Series JJ Preferred Stock (but not below the number of shares thereof then outstanding) and in other respects to amend this Certificate of Designations within the limitations provided by law, this resolution and the Certificate of Incorporation.

8. Rank. Any capital stock of any class or series of the Corporation shall be deemed to rank:

(a) senior to shares of the Series JJ Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of shares of the Series JJ Preferred Stock (and as used herein, the term “*senior to the Series JJ Preferred Stock*” and like terms refer to any class or series of capital stock that ranks senior to the Series JJ Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require);

(b) on a parity with shares of the Series JJ Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, whether or not the dividend rates, dividend payment dates, or redemption or liquidation preferences per share thereof be different from those of the Series JJ Preferred Stock, if the holders of capital stock of such class or series shall be entitled by the terms thereof to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in proportion to or otherwise based on their respective dividend rates or liquidation preferences, without preference or priority of one over the other as between the holders of such capital stock and the holders of shares of the Series JJ Preferred Stock (and as used herein, the term “*Parity Preferred Stock*,” and “*on a parity with the Series JJ Preferred Stock*” and like terms refer to any class or series of capital stock that ranks on a parity with the shares of the Series JJ Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require); and

(c) junior to shares of the Series JJ Preferred Stock, either as to dividends or upon liquidation, dissolution or winding-up, or both, if such class or series shall be common stock or if the holders of the Series JJ Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding-up, as the case may be, in preference or priority to the holders of capital stock of such class or series (and as used herein, the term “*junior to the Series JJ Preferred Stock*” and like terms refer to the common stock and any other class or series of capital stock over which the Series JJ Preferred Stock has preference or priority, either as to dividends or upon liquidation, dissolution or winding-up, or both, as the context may require).

The Series JJ Preferred Stock shall rank as to dividends and upon liquidation, dissolution or winding-up on a parity with the Corporation’s Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Q, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series R, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, 6.10% Non-Cumulative Preferred Stock, Series AA, 6.15% Non-Cumulative Preferred Stock, Series BB, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series CC, 5.75% Non-Cumulative Preferred Stock, Series DD, 6.00% Non-Cumulative Preferred Stock, Series EE, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, 4.75% Non-Cumulative Preferred Stock, Series GG, Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series HH and Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series II.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set his hand as of this 16th day of March, 2021.

JPMORGAN CHASE & CO.

By: Stephen B. Grant
Name: Stephen B. Grant
Title: Assistant Corporate Secretary