

Filing Fee: \$50.00

ID Number: 000040489



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**ARTICLES OF DISSOLUTION**

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Newport County Trust Company
2. The dissolution was approved by (check one):
  - consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.
  - or
  - by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/18/12

Gregory Derderian  
Signature of Authorized Officer of the Corporation

Gregory Derderian, Treasurer  
Type or Print Name of Authorized Officer

08:11 AM 8 - JUN 2012

**FILED** *m*

SECRETARY OF STATE  
CORPORATIONS DIV.

JUN 08 2012

*37* 172239 11:30

**CERTIFICATE<sup>1</sup>**

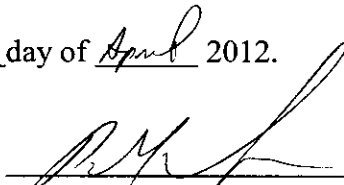
WHEREAS, the Newport County Trust Company has submitted to the Director of the Department of Business Regulation ("Director") a Request for Approval to Liquidate ("Request"), together with the evidence of affirmative vote of the holders of two thirds (2/3) of its capital stock to surrender the charter and to dissolve the corporation;

WHEREAS, said Director has examined the same;

WHEREAS, the Director finds that request conforms to the applicable provisions of R.I. Gen. Laws Title 19, as determined by the Director;

NOW THEREFORE, the undersigned Director grants approval of said request.

Dated at Cranston, Rhode Island this 6<sup>th</sup> day of April 2012.

  
\_\_\_\_\_  
Paul E. McGreevy  
Director of Business Regulation

SECRETARY OF STATE  
CORPORATIONS DIV

2012 JUN -8 AM 11:30

<sup>1</sup> This form to be included in the certified notice of the vote to liquidate the financial institution by its president, cashier, or treasurer under the seal.

**AFFIDAVIT**

KNOW ALL MEN BY THESE PRESENTS that I, Sheila M. Sulentic, Senior Vice President and Controller of BankNewport, a Rhode Island financial institution, on oath depose and say:

That Newport County Trust Company was formed in October of 1966 as a wholly-owned subsidiary of BankNewport and operated as a separate financial institution within the branches of BankNewport until 1987 when, with the approval of the Division of Banking and the FDIC, it merged its operations with BankNewport;

That Newport County Trust Company never filed separate tax returns, as its returns were always consolidated with those of BankNewport;

That with the merger of 1987 Newport County Trust Company in effect went out of existence as an operating financial corporation, as it had no assets and no income and retained only One Hundred (\$100.00) Dollars as a capital asset;

That BankNewport maintained the Newport County Trust Company charter as a separate dormant charter in case it was ever needed;

That there is no record for income tax returns for Newport County Trust Company, as the corporation, during its active existence, filed a consolidated return with its parent corporation, BankNewport, and Newport County Trust Company has had no income since the merger in 1987;

That this Affidavit is made for the purpose of allowing the Rhode Island Secretary of State's Office to accept Newport County Trust Company's Articles of Dissolution without

2012 JUN -8 AM 11:30

SECRETARY OF STATE  
CORPORATIONS DIV.  
PROVIDENCE

providing a certificate of good standing from the Rhode Island Division of Taxation.

Sheila M. Sulentic  
Sheila M. Sulentic

Subscribed and sworn to before me this 4 day of June, A. D.  
2012 at Middleton, Rhode Island.

William J. [Signature]  
Notary Public

# 62051

Ex. 4/8/2016

**CORCORAN, PECKHAM, HAYES & GALVIN, P. C.**  
ATTORNEYS AND COUNSELLORS AT LAW

EDWARD B. CORCORAN  
WILLIAM W. CORCORAN  
PATRICK O'N. HAYES, JR.  
NEIL P. GALVIN  
JOSEPH H. OLAYNACK III  
MATTHEW H. LEYS  
GIRARD A. GALVIN  
  
OF COUNSEL  
WILLIAM J. CORCORAN

31 AMERICA'S CUP AVENUE  
P. O. BOX 389  
NEWPORT, R. I. 02840  
TELEPHONE 401-847-0872  
FAX 401-847-5810  
EMAIL: [cphg@cphglaw.com](mailto:cphg@cphglaw.com)  
[www.cphglaw.com](http://www.cphglaw.com)

WILLIAM A. PECKHAM  
1919-1963  
EDWARD J. CORCORAN  
1919-1997  
PATRICK O'N. HAYES  
1942-2005

June 6, 2012

Maureen E. Ewing  
Director of Division of Business Services  
Office of the Secretary of State  
148 West River Street  
Providence, Rhode Island 02904-2615

Re: Dissolution of Newport County Trust Company

Dear Ms. Ewing:

I am enclosing herewith the articles of dissolution for the Newport County Trust Company signed by Gregory Derderian, the Treasurer of the corporation. I also enclose a check of BankNewport for the \$50.00 filing fee, a certificate authorizing the dissolution signed by Paul E. McGreevy, Director of Business Regulation, and an affidavit of Sheila M. Sulentic, Senior Vice President and Controller of BankNewport concerning the tax status of Newport County Trust Company as we have previously discussed.

I hope with this documentation we are now in a position to complete the dissolution of the Newport County Trust Company. If anything further is required, please advise.

Thank you for your assistance in this matter.

Sincerely yours,



William W. Corcoran

WWC/bem  
Enclosures