



**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Douglas R. Watts	Director	
Susan B. Watts	Director	(See Attachment)
Robert C. Rier	Director	
Robert C. Gable		
John M. Daly		
Paul W. Finnegan		
Douglas R. Watts	President	
John M. Daly	Vice President	
Paul W. Finnegan	Clerk Secretary	
Douglas R. Watts	Treasurer	

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
15,000	Common	N/A	No Par Value

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
5,500	Common	N/A	No Par Value

**ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 10,000.00.....**

**TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,210,611.00.....**

**THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-.....**

**FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$13,000,000.00.....**

**FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 500,000.00.....**

**SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.**

Dated 8/8/84, 19 84

Financial Concepts, Inc.  
[Exact Corporate Name of Corporation Making Application]

By Douglas R. Watts Douglas R. Watts  
Its President  
and Paul W. Finnegan Paul W. Finnegan  
Its Clerk ~~Secretary~~

STATE OF MASS }  
COUNTY OF SUFFOLK } Sc.

At Boston in said County on the 6<sup>th</sup> day  
of ~~July~~, August 19 84, before me personally appeared Douglas R.  
Watts, who being by me first duly sworn, declared that  
he is the President of Financial Concepts, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public 8/31/80

(NOTARIAL SEAL)

State of MASS )  
County of SUFFOLK ) Sc.

At Boston in said County on the 22<sup>nd</sup> day  
of ~~July~~, August 1984, before me personally appeared Paul W.  
Finnegan, who being by me first duly sworn, declared  
that he is the Clerk of Financial Concepts, Inc.,  
that he signed the foregoing document as such Clerk of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public  
8/31/80

(NOTARIAL SEAL)

APPLICATION FOR CERTIFICATE OF  
AUTHORITY OF FINANCIAL CONCEPTS, INC.

ATTACHMENT A

<u>Directors</u>	<u>Address</u>
Douglas R. Watts	c/o Financial Concepts, Inc. Nine Mercer Road Natick, Massachusetts 01760
Susan B. Watts	Nine Pocumtuck Avenue Norfolk, Massachusetts 02056
Robert C. Rier	543 Shore Drive Laconia, New Hampshire 03246
Robert C. Gable	c/o Kiddie, Inc. 10 Industrial Way P.O. Box 645 Amesbury, Massachusetts 01913
John M. Daly	c/o Financial Concepts, Inc. Nine Mercer Road Natick, Massachusetts 01760
Paul W. Finnegan	c/o Finnegan, Stanzler, Nadeau & Walker, P.C. 20 Beacon Street Boston, Massachusetts 02108
 <u>Officers</u>	
Douglas R. Watts, President	c/o Financial Concepts, Inc. Nine Mercer Road Natick, Massachusetts 01760
John M. Daly, Vice President	c/o Financial Concepts, Inc. Nine Mercer Road Natick, Massachusetts 01760
Douglas R. Watts, Treasurer	c/o Financial Concepts, Inc. Nine Mercer Road Natick, Massachusetts 01760
Paul W. Finnegan, Clerk	c/o Finnegan, Stanzler, Nadeau & Walker, P.C. 20 Beacon Street Boston, Massachusetts 02108

The Commonwealth of Massachusetts

Secretary of the Commonwealth  
STATE HOUSE  
BOSTON, MASS.

ARTICLES OF ORGANIZATION  
(Under G.L. Ch. 156B)  
Incorporators

NAME POST OFFICE ADDRESS  
*Include given name in full name of natural persons. In case of a corporation, give state of incorporation.*

Paul W. Finnegan 34 Mount Vernon Street  
Boston, Massachusetts 02108

The above-named incorporator, ~~do~~ <sup>does</sup> hereby act as sole incorporator, ~~for the purpose of forming a corporation~~ with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

FINANCIAL CONCEPTS, INC. ✓

2. The purposes for which the corporation is formed are as follows:

To plan, design, build, equip, sell, rent or lease financial quarters, and provide services, to the financial community; and to carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B, as from time to time amended.

NOTE: Each of the blank sheets accompanying this form should be numbered 1, 2, 3, etc. in sufficient additions should be set out in the margin of the sheets to be numbered 1A, 1B, etc., indicate under each article, where the provision is set out. Continuation sheets shall be on a "11" paper and must have a left-hand margin line for binding. Only one side should be used.

CLASS OF STOCK	AMOUNT AUTHORIZED	NUMBER OF SHARES	PREFERRED	PAR VALUE
Preferred	1,000	1,000		\$
Common	1,000	NONE		

\*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

NONE

\*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

NONE

\*6. Other laws or provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheet attached.

\*If there are no provisions state "None".

the by-laws to any of the by-laws vote their amendment.

All Common place of provided

Each any other corporati expenses arising c by reason to includ corpora to corpora respect t suit or p that his of any ma expense, the expen in conduc indemnifi director reasonable shall be

No c other fir the fact is or are officer, such other individua in any cor poration tion with shall be or direct parties to way connec or corpor officer or might othe benefit o which be

The which

... of the corporation, or of any other corporation a majority of the stock of which is owned by the corporation, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been such director or officer, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailing costs of litigation. The corporation shall not, however, indemnify any such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law. In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final.

All meetings of stockholders of the corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States. The place of such meetings shall be fixed in, or determined in the manner provided in, the by-laws.

Each director or officer, present or former, of the corporation or of any other corporation a majority of the stock of which is owned by the corporation, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been such director or officer, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailing costs of litigation. The corporation shall not, however, indemnify any such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law. In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final.

No contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, partner, or officer, or are members, stockholders, directors, partners, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, partnership, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, partnership, firm, association or corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any partnership, firm, association or corporation in which he may be in any way interested.

The corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

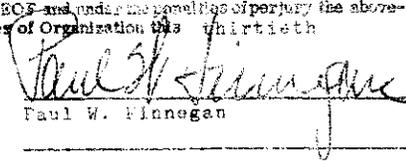
The following information shall not for any purpose be treated as a part of the financial statements of the corporation.

- a. The post office address of the initial principal office of the corporation in Massachusetts is: 11 Kelsey Road, Wayland, Mass. 01778
- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCY	POST OFFICE ADDRESS
President:	Robert C. Rier	11 Kelsey Road Wayland, Mass. 01778	11 Kelsey Road Wayland, Mass. 01778
Treasurer:	Robert C. Rier	Same as above	Same as above
Clerk:	Donald B. Gile	22 Marshall Road Natick, Mass. 01760	22 Marshall Road Natick, Mass. 01760
Directors:	Robert C. Rier	Same as above	Same as above
	Donald B. Gile	Same as above	Same as above
	Kenneth F. Parry	86 Windsor Road Weymouth, Mass. 02188	86 Windsor Road Weymouth, Mass. 02188

- c. The date initially adopted on which the corporation's fiscal year ends is:  
June 30
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:  
Second Monday of August
- e. The name and business address of the resident agent, if any, of the corporation is:  
NONE

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this thirtieth day of June 1978.

  
Paul W. Finnegan

The signature of each incorporator, which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on behalf to sign these Articles of Organization.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 158B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$75<sup>00</sup> having been paid, said articles are deemed to have been filed with me this June 1972 30<sup>th</sup> day of

Effective date  
7/3/72

*John F. A. Dwyer*  
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:  
Paul W. Finnegan, Esq.,  
34 Mount Vernon Street  
Boston, Massachusetts 02108

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$75. General Laws, Chapter 158B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed JUL 7 1972

A TRUE COPY ATTEST  
*Michael Joseph Connolly*  
MICHAEL JOSEPH CONNOLLY  
SECRETARY OF STATE  
DATE 7-31-72 CLERK RJD

To en  
and f  
organ  
all o  
to as  
perso  
busin  
corpo  
lease  
duce,  
trade  
conne  
NO  
be  
at  
bus

700

# The Commonwealth of Massachusetts

Secretary of the Commonwealth  
STATE HOUSE, BOSTON, MASS.  
02133

## ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Robert C. Rier  
Paul W. Finnegan

, President/~~Vice President~~, and  
~~Assistant Clerk~~ of

FINANCIAL CONCEPTS, INC.

(Name of Corporation)

located at 9 Mercer Road, Natick, Massachusetts 01760

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted ~~at a meeting held on~~ by action of the Stockholders July 1, 1977, by vote of

100 shares of common out of 100 shares outstanding,  
(Class of Stock)  
shares of out of shares outstanding, and  
(Class of Stock)  
shares of out of shares outstanding,  
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon ~~and~~

CROSS OUT  
INAPPLICABLE  
CLAUSE

two-thirds of each class outstanding and entitled to vote thereon and of each class or series of stock whose rights are adversely affected thereby.<sup>1</sup>

A TRUE COPY ATTEST  
*Michael Joseph Conally*  
SECRETARY OF STATE  
DATE 5/30/84 CLERK F. C.  
(This certification stamp replaces our previous certification system.)

<sup>1</sup>For amendments adopted pursuant to Chapter 156B, Section 70.  
<sup>2</sup>For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

That all shares of stock of the corporation be subject to the following restriction on transferability:

No transfer of stock of this corporation by sale, gift, legacy, inheritance or otherwise, including transfers by operation of law, and whether voluntarily or involuntarily, shall be made until after the stock shall have been first offered in writing to the corporation through the Board of Directors, in the manner following: The stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, shall notify the Board of Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Board of Directors shall within sixty (60) days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Board of Directors shall have sixty (60) days within which to purchase the same at such valuation, but if at the expiration of sixty (60) days, the corporation shall not have exercised the right to so purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive all or any part of these requirements.

RECEIVED

AUG 14 1978

REGISTRATION DIVISION  
SECRETARY'S OFFICE

31975

**THE COMMONWEALTH OF MASSACHUSETTS**

**ARTICLES OF AMENDMENT**

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$ 50.00  
having been paid, said articles are deemed to have  
been filed with me this 17th  
day of August, 1978.

*Paul Guzzi*

Secretary of the Commonwealth  
State House, Boston, Mass.

**TO BE FILLED IN BY CORPORATION**

PHOTO COPY OF AMENDMENT TO BE SENT

TO: FINANCIAL CONCEPTS, INC.  
c/o Linsky, Springer & Finnegan

.....  
Ten Post Office Square

.....  
Boston, Massachusetts 02109  
.....

Copy Mailed

AUG 18 1978

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

3rd day of July, in the year 19 78

*[Handwritten signature]*

..... President/Vice President

*[Handwritten signature]*

..... Clerk/Assistant Clerk

023-140.

# The Commonwealth of Massachusetts

**MICHAEL JOSEPH CONNOLLY**

FEDERAL IDENTIFICATION

*Secretary of State*

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 04-2501264

## ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Robert C. Rier  
Paul W. Finnegan

, President ~~Vice President~~ and  
~~Clerk~~ Assistant Clerk of

FINANCIAL CONCEPTS, INC.

(Name of Corporation)

located at 9 Mercer Road, Natick Massachusetts 01760

I do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted ~~by action of the stockholders~~ by action of the Stockholders dated, January 5, 19 82, by vote of

11 shares of Common Stock out of 11 shares outstanding,  
(Class of Stock)  
shares of \_\_\_\_\_ out of \_\_\_\_\_ shares outstanding, and  
(Class of Stock)  
shares of \_\_\_\_\_ out of \_\_\_\_\_ shares outstanding,  
(Class of Stock)

being at least ~~a majority of each class outstanding and entitled to vote thereon~~

CROSS OUT two-thirds of each class outstanding and entitled to vote thereon and  
INAPPLICABLE of each class or series of stock whose rights are adversely affected  
CLAUSE thereby.<sup>1</sup>

That the authorized capital of this Corporation be increased from 1,000 shares of Common Stock with no par value, to 15,000 of such shares by the addition of 14,000 of such shares.

<sup>1</sup>For amendments adopted pursuant to Chapter 156B, Section 70.

<sup>2</sup>For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

4  
P.C.

FOR INCREASE IN CAPITAL FILL IN THE FOLLOWING:

The total amount of capital stock already authorized is

{	..... shares preferred	}	with par value
	1,000 shares common		
{	..... shares preferred	}	without par value
	..... shares common		

The amount of additional capital stock authorized is

{	..... shares preferred	}	with par value
	14,000 shares common		
{	..... shares preferred	}	without par value
	..... shares common		

35001

53-386  
14866

53-386  
15473

SECRETARY OF  
STATE  
1000 STATE STREET  
BOSTON, MASSACHUSETTS 02109

A TRUE COPY ATTEST	
<i>Michael Joseph Connolly</i>	
SECRETARY OF STATE	
DATE <i>5/30/82</i>	CLERK <i>F.C.</i>
(This certification stamp replaces our previous certification system.)	

**THE COMMONWEALTH OF MASSACHUSETTS**

**ARTICLES OF AMENDMENT**

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$*140.00*  
having been paid, said articles are deemed to have  
been filed with me this *12th*  
day of *May*, 19*82*.

*Michael Joseph Connolly*

**MICHAEL JOSEPH CONNOLLY**

*Secretary of State*

**TO BE FILLED IN BY CORPORATION**

PHOTO COPY OF AMENDMENT TO BE SENT

TO: Paul W. Finnegan,  
.....Linsky, Finnegan and Stanzler, P.C.  
.....Ten Post Office Square, Suite 1228  
.....Boston, Massachusetts...02109.  
Telephone ...(617) 357-4030.....

Copy Mailed

MAY 19 1982

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this  
fifth day of January, in the year 19 82.



Robert C. Rier

President/~~Vice President~~

Paul W. Finnegan

~~Clerk~~/Assistant Clerk