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ID Number: 000083574



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

2014 AUG 12 AM 10:05
CORPORATIONS DIV

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 Textron Business Credit, Inc.
2. The dissolution was approved by (check one):
[checked] 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 90th 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: August 7, 2014

Signature of Authorized Officer of the Corporation

Thomas N. Nichipor, its President
Type or Print Name of Authorized Officer

FILED

AUG 12 2014

BY [Signature] 230266
10:05



State of Rhode Island and Providence Plantations
DEPARTMENT OF BUSINESS REGULATION
1511 Pontiac Avenue, Bldg. 68-2
Cranston, Rhode Island 02920

Division of Banking

January 27, 2014

Ed Pare, Jr.
Brown Rudnick LLP
10 Memorial Boulevard
Providence, RI 02903
epare@brownrudnick.com

Re: Textron Business Credit, Inc. ("TBC") - Surrender of Charter

Dear Mr. Pare:

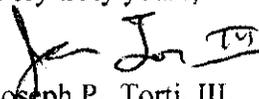
The Division has reviewed the December 3, 2013 submission as requested for the liquidation of Textron Business Credit, Inc. (TBC). The Division has no objection to the planned surrender of the TCB charter and the termination of TBC's status with the Rhode Island Secretary of State.

Enclosed is the Certificate of Approval by the Director of the Department of Business Regulation to liquidate TCB. Please provide:

- a. A certificate of dissolution and liquidation signed under oath by the President, Treasurer, or liquidating agent who conducted the liquidation and made the final distribution of assets to the members, depositors, trust clients, whichever is applicable.
- b. The original charter (agreement to form) and each Certificate of Public Convenience and Advantage held for surrender to the Division of Banking along with evidence that articles of dissolution or the equivalent have been filed with the Rhode Island Office of the Secretary of State.

You may contact Sara Paterson Cabral at (401) 462-9570 or sara.cabral@dbr.ri.gov with any questions you may have regarding this matter.

Very truly yours,


Joseph P. Torti, III,
Deputy Director & Superintendent
of Banking and Insurance

Enclosures

Tel: 401-462-9503

Fax: 401-462-9532

TTY: 711

Web Site: www.dbr.ri.gov

Textron Business Credit, Inc.

40 Westminster Street, 12th Floor
Providence, Rhode Island 02903

November 29, 2013

Honorable Paul McGreevy
Director
R.I. Department of Business Regulation
1511 Pontiac Avenue
Cranston, RI 02920

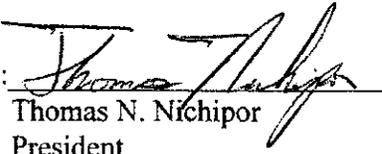
RE: Textron Business Credit, Inc. – Notice of Liquidation

Dear Director McGreevy:

The purpose of this letter is to provide notice that the Board of Directors unanimously voted to liquidate Textron Business Credit, Inc. ("TBC") pursuant to a Plan of Voluntary Liquidation (the "Plan") attached hereto.

We respectfully request your approval of the Plan and liquidation of TBC.

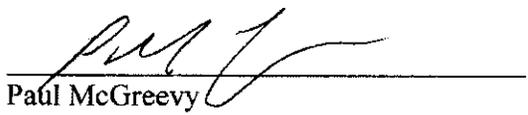
Textron Business Credit, Inc.

By: 

Thomas N. Nichipor
President

PLAN OF LIQUIDATION APPROVED:

Dated: 27 June 2014


Paul McGreevy

Director

Rhode Island Department of Business Regulation

CERTIFICATE¹

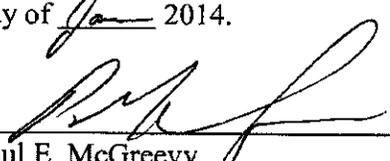
WHEREAS, the Textron Business Credit has submitted to the Director of the Department of Business Regulation ("Director") a Request for Approval to Liquidate ("Request"), together with the evidence of affirmative vote of the holders of two thirds (2/3) of its capital stock to surrender the charter and 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 27th day of Jan 2014.



Paul E. McGreevy
Director of Business Regulation

¹ 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.

83574



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

2014 AUG 12 AM 10:05
CORPORATIONS DIV

PAMELA J. TORO
TEXTRON BUSINESS CREDIT, INC.
40 WESTMINSTER STREET, 15TH FLOOR
PROVIDENCE, RI 02903-2525

LETTER OF GOOD STANDING

It appears from our records that **TEXTRON BUSINESS CREDIT INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **07/25/2014** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Lori Baccari, Supervising Révenue Officer
Compliance and Collections

16546510:10607341
DLN: 0254246001

FILED

AUG 12 2014

BY M 230266
10:05