

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

SMA Equities, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is

SMA Equities, Inc.

SECOND: The name which it elects to use in Rhode Island is

SMA Equities, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is March 27, 1969 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 440 Lincoln Street, Worcester, MA 01605

SIXTH: The address of its proposed registered office in Rhode Island is Suite 300 West, 1 Richmond Sq., 3rd Floor and the name of its proposed registered agent in Rhode Island at that address is Terrence J. Nolan, CLU

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To act as underwriter and broker/dealer of securities.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
.....	Director	SEE ATTACHMENT
.....	Director
.....	Director
.....
.....	President
.....	Vice President
.....	Secretary
.....	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		\$10.00

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>
950	Common		\$10.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,000,000

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

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 24,000,000

FOURTEENTH: 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 \$ 17,768.40

FIFTEENTH: 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 August 22, 19 85

SMA EQUITIES, INC.

[Exact Corporate Name of Corporation Making Application]

By Martin G. Dyer
Its Vice President
and Sheldon B. St. Hilari
Its Secretary

STATE OF Massachusetts

COUNTY OF Worcester

} Sc.

At Worcester in said County on the 22nd day
of August 19 85, before me personally appeared
Martin G. Dyer, who being by me first duly sworn, declared that
he is the Vice President of SMA Equities, Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Elizabeth B. Phelps
Notary Public
ELIZABETH B. PHELPS
NOTARY PUBLIC
MY COMMISSION EXPIRES
DECEMBER 19, 1991

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	CHEK	65.00
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SMA EQUITIES, INC.

OFFICERS

Address and Date of Becoming Officer

Harold E. Ahlquist, Jr., Vice President, Controller and Treasurer
75 Birchwood Drive
Holden, MA 01520
June 25, 1969

John W. Bosselman, Assistant Treasurer
15 Boylston Road
Berlin, MA 01530
August 15, 1978

Donald T. Bouffard, Vice President
19 Kay Street
Westboro, MA 01581
August 1, 1983

Robert L. Butler, Vice President
4 Westwood Drive
Auburn, MA 01501
August 14, 1972

Martin G. Dyer, Vice President
45 Rollinson Road
Worcester, MA 01606
August 1, 1983

Richard T. Granger, Assistant Secretary
18 Lexington Drive
West Boylston, MA 01583
December 7, 1983

Donald M. Griswold, Assistant Secretary
16 Williamsburg Drive
Springfield, MA 01108
December 7, 1983

Marcel R. Keable, Assistant Treasurer
2 Marianna Avenue
Auburn, MA 01501
August 15, 1978

Edward A. Ostrout, Assistant Treasurer
104 Main Street
East Brookfield, MA 01515
December 5, 1984

John M. Quinlan, Chairman of the Board and President
31 John Alden Road
Holden, MA 01520
September 3, 1981

Sheila B. St. Hilaire, Secretary and Counsel
39 High Street
Gardner, MA 01440
July 15, 1980

M. Barbara Smith, Assistant Secretary
19 Pine Tree Drive
Worcester, MA 01609
July 15, 1980

R. Ray Summa, Vice President
One Crestwood Road
Paxton, MA 01612
December 6, 1972

Harrison G. Taylor, Jr., Assistant Treasurer
22 Ardmore Road
Worcester, MA 01609
November 21, 1969

Robert E. Toppin, Assistant Vice President
25 Armory Road
Marlborough, MA 01752
August 13, 1982

SMA EQUITIES, INC.

DIRECTORS

Harold E. Ahlquist, Jr., Vice President, Controller and Treasurer
75 Birchwood Drive
Holden, MA 01520
December 27, 1972

Edmund T. Bennett, Director
23 John Alden Road
Holden, MA 01520
May 6, 1985

Donald R. Nelson, Director
642 Salisbury Street
Holden, MA 01520
August 15, 1972

John F. Kelly, Director
8 Sears Road
Southboro, MA 01772
May 6, 1985

John M. Quinlan, Chairman of the Board and President
31 John Alden Road
Holden, MA 01520
September 3, 1981

R.A.
RECEIVED

MAR 27 1969

CORPORATION DIVISION
SECRETARY'S OFFICE

59658

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 \$ 75.00 having
been paid, said articles are deemed to have been filed
with me this

March 1969. 27th day of

John F. H. Davoren

Secretary of the Commonwealth

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

TO:

Henry O. Smith, Esq.

440 Lincoln Street

Worcester, Massachusetts 01605

FILING FEE: 1/30 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.

A TRUE COPY ATTEST

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

DATE 8/12/85 CLERK

V.C.

Copy Mailed

MVN
4-7-69

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