

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

CITIZENS FINANCIAL GROUP, 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 Citizens Financial Group, Inc.

SECOND: The name which it elects to use in Rhode Island is Citizens Financial Group, 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 the State of Delaware

FOURTH: The date of its incorporation is November 21, 1984 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 1209 Orange Street, Wilmington, Delaware.

SIXTH: The address of its proposed registered office in Rhode Island is 870 Westminster Street, Providence, RI and the name of its proposed registered agent in Rhode Island at that address is Kenneth E. Hogberg

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

To act as a bank holding company, to act as a savings and loan holding company, and for any lawful purpose or purposes.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	
		(See Attached)
	President	
	Vice President	
	Secretary	
	Treasurer	
		(See Attached)

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>
25,000,000	Common	-	\$1
10,000,000	Serial Preferred	-	\$1

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>
None*			

*6,250,000 shares of the \$1.00 par value Common Stock of the Corporation were offered to certain eligible depositors of Citizens Savings Bank, FSB and Citizens Trust Company, two subsidiaries of the Corporation. The remaining shares are now being offered to the general public. (An additional 937,500 shares may also be offered to permit the exercise of the underwriters' over-allotment option). Upon completion of the offering, the Corporation's shares of Common Stock will be issued.

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 215,906,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 215,906,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 10,000,000

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 \$ 10,000,000

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 June 14, 1985

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

By L E Hogben
Its President
and Anne M. Shannon
Its Secretary

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the 14th day
of June 1985, before me personally appeared Anne M.
Shannon, who being by me first duly sworn, declared that
she is the Secretary of Citizens Financial Group
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Judith A. Sullivan
Notary Public
Judith A. Sullivan

JUN 17 1985

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CHER 70400.00
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DIRECTORS OF CITIZENS FINANCIAL GROUP, INC.

<u>Name</u>	<u>Address</u>	<u>Class</u>
Herbert W. Cummings	10 Robbins Drive Barrington, RI 02806	II
Robert S. Davis	11 Abbottsford Court Providence, RI 02906	III
4 Louis A. Fazzano	102 Williams Street Providence, RI 02906	I
George Graboys	2 Terrace Drive Barrington, RI 02806	III
W.H. Heisler, III	1 Quincy Adams Road Barrington, RI 02806	I
John A. Horton	18 Stone Tower Lane Barrington, RI 02806	III
John J. Kane	50 Abigail Street East Greenwich, RI 02818	II
Frank Licht	60 Elmgrove Avenue Providence, RI 02906	III
Edmund M. Mauro, Jr.	90 Congdon Street Providence, RI 02906	II
John M. Noonan	8706 Tarrytown Drive Richmond, VA 23229	II
Richard F. Staples	180 Slater Avenue Providence, RI 02906	I
Maurice G. Wilkins	122 Beacon Avenue Warwick, RI 02889	I

OFFICERS OF CITIZENS FINANCIAL GROUP, INC.

President & Chief Executive Officer	George Graboys
Executive Vice President	Herbert W. Cummings
Senior Vice President & Treasurer	Kenneth E. Hogberg
Vice President	Robert C. Sanderson
Controller	Arthur R. Langlais
Secretary	Anne M. Shannon
Assistant Secretary	Judith A. Sullivan



CITIZENS BANK

870 Westminster Street,
Providence, Rhode Island 02903

June 17, 1985

TO WHOM IT MAY CONCERN:

I, Anne M. Shannon, Secretary of Citizens Savings Bank, FSB, Citizens Trust Company, Citizens Financial Services Corporation and Citizens Leasing Corporation, hereby consent to the use by Citizens Financial Group, Inc. of its name in transacting business as a foreign corporation in Rhode Island.

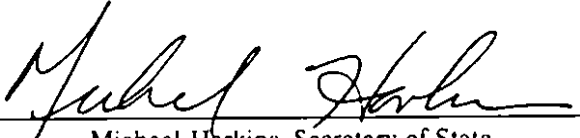
Anne M. Shannon
Anne M. Shannon
Secretary



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF CITIZENS FINANCIAL GROUP, INC. FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1984, AT 10 O'CLOCK A.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10524766

DATE: 06/10/1985

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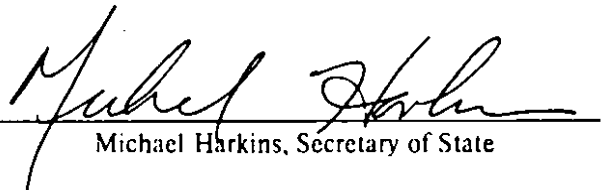
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY CITIZENS FINANCIAL GROUP, INC. IS
DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR
AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.


Michael Harkins, Secretary of State

AUTHENTICATION: 0524683

DATE: 06/10/1985

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