

State of Rhode Island and Providence Plantations

December 22, 1965

WE, the undersigned officers of

DOMESTIC CREDIT CORPORATION
a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the 22nd day of December, A. D. 1965,
the following amendment(s) to the consolidated Amended Articles of Association (or Charter) was (or were)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:—

- (a) 74 % of the outstanding shares of Class A Common Stock,
\$.10 par value;
- (b) 100 % of the outstanding shares of Class B Common Stock,
\$.10 par value; and
- (c) 53 % of the outstanding shares of 6% Cumulative Convertible
Preferred Stock, \$1.00 par value (where vote of this class is
required by law)

which said vote amends or adds the following Article(or Articles)to read as follows,viz—

"Article No. FIFTH

Please see inserted pages.

"Article No.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Robert R. Baker
President (or Vice President).
Norman Baker
Secretary (or Assistant Secretary).

State of Rhode Island,
County of PROVIDENCE . }

In the City of Providence
on this 22nd day of December
A. D. 1955, subscribed and sworn to before me.

Frank J. Fuyon
Notary Public.

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BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

Donatella Audit

Cooperative

Duly Incorporated Under the Laws of
the State of Rhode Island.

Donatella Audit
National Securities

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 22 1965

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FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be One Hundred Three Thousand (\$103,000) dollars as follows, viz:

6% Cumulative Convertible Preferred Stock in the amount of \$50,000 to be divided into 50,000 shares of the par value of one dollar (\$1.00) per share.

Class A Common Stock in the amount of \$50,000 to be divided into 500,000 shares of the par value of ten cents (\$.10) per share.

Class B Common Stock in the amount of \$3,000 to be divided into 30,000 shares of the par value of ten cents (\$.10) per share.

Description of the several classes of stock, including terms on which they are created, and voting rights of each, viz:

6% CUMULATIVE CONVERTIBLE PREFERRED STOCK, \$1 Par Value

1. Dividends: Commencing July 10, 1963, the holders of record of 6% Cumulative Convertible Preferred Stock, \$1 Par Value, shall be entitled to receive, when and as declared, from the surplus or net profits of the Corporation preferential dividends at the rate of thirty cents per annum and no more, payable quarterly on the 10th day of January, April, July and October of each year. The Directors of the company may set aside from net profits and surplus for contingency reserves such sums as they in their sole discretion deem appropriate before making any such funds available for dividends. The dividends on such 6% Cumulative Convertible Preferred Stock shall be cumulative from the last quarterly dividend date preceding the date of issue so that, if on any quarterly dividend date, a dividend of seven and one-half cents per share shall not be paid on such 6% Cumulative Convertible Preferred Stock, the deficiency shall be payable subsequently, but without interest, before any dividend shall be declared or paid upon or set apart for the Class A Common Stock, \$.10 par value, or the Class B Common Stock \$.10 par value.

2. Redemption: The 6% Cumulative Convertible Preferred Stock, \$1 par value, shall be redeemable in whole or in part on any quarterly dividend payment date on or after January 10, 1964, at the option of the Directors, upon payment of five dollars and fifty cents (\$5.50) per share plus all unpaid dividends thereon in arrears or accrued to the date of redemption. In case less than all of the shares of such 6% Cumulative Convertible Preferred Stock outstanding are to be redeemed, the shares to be redeemed shall be determined by the Board of Directors by lot or in such other equitable manner as the Directors in their discretion shall determine. Notice of such redemption shall be given by depositing a copy of such notice in a United States Post Office box, postpaid, addressed to each holder of record of the shares of such 6% Cumulative Convertible Preferred Stock to be redeemed at his address appearing on the books of the Corporation, at least thirty (30) days prior to the date fixed in any such notice as the date of redemption. From and after the date fixed in any such notice as the date of redemption, unless failure shall be made by the Corporation in providing for the payment of the redemption price, all rights of the holders of the shares of such 6% Cumulative Convertible Preferred Stock so redeemed as stockholders of the Corporation, except to receive the redemption price, without interest, shall cease.

3. Conversion Rights: The 6% Cumulative Convertible Preferred Stock, \$1 par value, shall be convertible share for share at any time up to and including June 30, 1970 at the option of the respective holders of record into Class A Common Stock, \$.10 par value, and in the event that 6% Cumulative Convertible Preferred Stock, \$1 par value, shall be called for redemption those shares

that are to be redeemed shall be convertible share for share at any time prior to June 30, 1970 up to twenty-four hours prior to the redemption date. One share of such Class A Common Stock shall be exchanged by the Corporation for each share of such 6% Cumulative Convertible Preferred Stock delivered and surrendered to the Corporation.

Except as otherwise expressly provided by the law, in the event of any type of change in the capitalization of the Corporation which may affect the conversion rights of the holder of this Preferred Stock, the Board of Directors shall make appropriate adjustments regarding conversion rights of this 6% Cumulative Convertible Preferred Stock as they in their sole discretion may deem proper and equitable. No adjustment shall be made for the issuing of authorized but unissued stock for either cash or assets. No adjustment shall be made for stock issued under any Stock Option Plan of the Corporation.

4. Voting Rights: Except as otherwise expressly provided by law, the 6% Cumulative Convertible Preferred Stock, \$1 par value, shall not have any voting rights unless six quarterly dividends on such 6% Cumulative Convertible Preferred Stock shall have accrued and be unpaid, whereupon the holders of record of such 6% Cumulative Convertible Preferred Stock collectively and together as a class shall have the right to vote for one director to represent such 6% Cumulative Convertible Preferred Stock on the Board of Directors; and such voting right for one director shall continue until there are less than six quarterly dividends on such 6% Cumulative Convertible Preferred Stock in arrears. Whenever the holders of such 6% Cumulative Convertible Preferred Stock are entitled to exercise voting rights, each holder of record of such 6% Cumulative Convertible Preferred Stock shall have one vote for each share thereof so held by him.

5. Preference as to Assets: The 6% Cumulative Convertible Preferred Stock, \$1 par value, shall be preferred as to earnings and assets over the Class A Common Stock. \$.10 par value, and over

the Class B Common Stock. \$.10 par value, and in the event of liquidation, dissolution, winding up, receivership or bankruptcy proceedings, whether voluntary or involuntary, the holders of record of such 6% Cumulative Convertible Preferred Stock shall be entitled in priority to the holders of record of such other classes of stock to Five Dollars (\$5.00) per share plus all unpaid dividends thereon in arrears or accrued to the date of final distribution to the holders of such 6% Cumulative Convertible Preferred Stock; and any assets remaining after such payment of \$5.00 plus unpaid dividends in arrears or accrued without interest for each share of such 6% Cumulative Convertible Preferred Stock shall be payable to the holders of such other classes of stock as hereinafter provided.

6. Majority Vote to Amend: An affirmative vote of the majority of the stockholders of the 6% Cumulative Convertible Preferred Stock shall be all that is required to vote any issue set forth in Section 7-2-19 of the General Laws of Rhode Island of 1956 as amended, entitled "Proportion of vote required to amend articles".

7. No Pre-emptive Rights: Stockholders of Class A and Class B stock shall have no pre-emptive rights to this issue of stock and holders of this issue shall have no pre-emptive rights nor special subscription rights to any new stock or bonds which this Corporation may issue, unless otherwise declared at the sole discretion of the Directors of this Corporation. The provisions of Section 7-3-16 of the General Laws of Rhode Island of 1956, as amended, entitled "Stockholders' pre-emptive right to new stock" are expressly precluded in the by-laws and articles of association of this Corporation as they may pertain to this 6% Cumulative Convertible Preferred.

COMMON STOCK

Class A and Class B

1. Dividends: The holders of record of all common stock shall be entitled to receive dividends from the surplus or net profits of the Corporation when and as declared; provided however, that

no dividends shall be payable to the holders of Class B stock within any calendar year unless dividends at the rate of twenty cents per share shall theretofore have been paid during said calendar year to holders of Class A common stock. All dividends payable within a calendar year, after payment during such calendar year to Class A at twenty cents per share, as aforesaid, shall be payable to all holders of common stock. Dividends are subject to prior rights of 6% Cumulative Convertible Preferred Stock.

2. Preference as to Assets: In the event of liquidation, dissolution, winding up, receivership or bankruptcy proceedings, whether voluntary or involuntary assets payable to the holders of common stock shall be at the ratio of \$1.00 for Class A to \$.10 for Class B, subject to prior rights of 6% Cumulative Convertible Preferred Stock.

3. Voting Rights: The holders of Class A Common Stock shall have one vote per share and shall be entitled to elect $\frac{2}{5}$ of the representation on the Board of Directors. The holders of Class B Common Stock shall have 10 votes per share and shall be entitled to elect $\frac{3}{5}$ of the representation on the Board of Directors. The voting rights of the Common Stock are subject to the rights of the holders of the 6% Cumulative Convertible Preferred Stock to elect one Director in the event six of its quarterly dividends are in arrears.

4. Conversion Privileges: The holders of at least $\frac{2}{3}$ of the Class B Common Stock at the time outstanding may, by notice sent to the corporation and to all other holders of Class B Common Stock at least 30-days prior to the conversion date specified therein, require the corporation to convert all the authorized Class B Common Stock into Class A Common Stock on a share for share basis. In the event of such action, each share of Class B Common Stock shall, at the close of the corporation's business on the conversion date specified in the above mentioned notice, without further action

be automatically converted into a share of Class A Common Stock;
all distinctions between Class A and Class B Common Stock shall
cease to exist so that the corporation shall be deemed to have only
one class of Common Stock; each share of the corporation's Common
Stock shall be entitled to one vote; the Common Stock shall elect
the entire Board of Directors, subject to the rights of the 6%
Cumulative Convertible Preferred Stock; and all shares of Common
Stock shall share equally in dividend and liquidation distributions.