

State of Rhode Island and Providence Plantations

September 29, 19 61

WE, the undersigned officers of

INSURANCE INSTALLMENT 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 28th day of September, A. D. 19 61,
the following amendment(s) to the 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:—

Unanimous vote of all issued and outstanding stock,

which said vote amends ~~reads~~ the following Article(or Articles)to read as follows,viz.—
"Article No.

SECOND: Said corporation shall be known by the name of

DOMESTIC CREDIT CORPORATION

"Article No. FIFTH: The TOTAL amount of authorized capital stock of
said corporation, with par value, shall be Fifty-
Three Thousand (\$53,000) Dollars as follows, viz:

Class A - common stock - in the amount of
\$50,000 to be divided into 500,000 shares of
the par value of \$.10 each; and

Class B - common stock in the amount of
\$3,000 to be divided into 30,000 shares of
\$.10 each.

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

(OVER)

XXXXXX
XXXXXX

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.

~~Reference 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 ration of \$1.00 for Class A to \$.10 for Class B.

3. Voting Rights. The holders of record of Class A common stock shall have one vote per share; provided however until October 1, 1966 they shall be only permitted to elect 2/5 of the representation on the Board of Directors. The holders of Class B common stock shall have ten votes per share and shall be entitled to elect 3/5 of the representation of the Board of Directors until October 1, 1966; provided however, that after October 1, 1966, Class B stock shall have only one vote per share and the same voting privileges as Class A stock, as to electing Directors and all other matters.

4. Conversion Privileges. Class B stock may be converted into Class A stock on a share for share basis after October 1, 1966.

5. Corporate Debentures - Series A and Series B. Series A shall consist of \$80,000 worth of 6% corporate debentures convertible anytime prior to October 1, 1966 to Class A common stock at the rate of \$4.00 per share.

Series B shall consist of \$120,000 worth of 6 1/2% corporate debentures convertible anytime prior to October 1, 1966 to Class A common stock at the rate of \$5.00 per share.

M. H. S.
T. W. P.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

W. H. Soper
President (or Vice-President).

Thomas W. Pearson
Secretary (or Assistant Secretary).

State of Rhode Island,

County of PROVIDENCE . }

In the City of Providence
on this *28th* day of September
A. D. 19 *61*, subscribed and sworn to before me.

James M. Pearson
Notary Public.

✓ 235
BUSINESS ✓

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

INSURANCE INSTALLMENT CORPORATION
(formerly NATIONAL SECURITIES
CORPORATION)

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

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

OCT - 6 1961 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 29679

Providence

1961

Thereby Certify That *Insurance Installment Corporation*

has paid into the State Treasury a fee of *Twenty* Dollars for *Amendment*

in accordance with the provisions of 7-1-9, General Law.

Argament N. Sharkey
General Treasurer.