

State of Rhode Island and Providence Plantations

April 15, 19 63

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 12th day of April, A. D. 19 63,
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:—

Class B Stockholders - Unanimous

Class A Stockholders - Unanimous

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

"Article No. FIFTH

DESCRIPTION OF STOCKS & BONDS

The TOTAL amount of authorized capital stock of said Corporation,
with par value, shall be One-Hundred and Three Thousand (\$103,000) 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 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.

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

All Stock is fully paid and non-assessable.

T. W. D.
1963

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Howard B. Babin

President (or Vice President).

Thomas W. Pearlm

Secretary (or Assistant Secretary).

State of Rhode Island,
County of Providence }

In the City of Providence
on this 15th day of April
A. D. 1963, subscribed and sworn to before me.

Jean Frechette
Notary Public.

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BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

DOMESTIC CREDIT CORPORATION

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

APR 18 63 STATE SEC-07 067 CD:--**20.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

APR 18 1963 19

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. Dividends payable within a calendar year, after payment during such 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 in 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 record of Class A common stock shall have one vote per share; provided however, until October 1, 1966, Class B 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. The voting rights are subject to the rights of 6% Cumulative Convertible Preferred Stock to elect one Director in the event six of its quarterly dividends are in arrears.

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

5. Transferability: These securities are offered pursuant to an exemption from registration with the United States Securities and Exchange Commission and are to be sold to bona fide residents of the State of Rhode Island for their own account for investment purposes only. Stock may not be transferred to a non-resident of Rhode Island only upon receipt by the Corporation of an opinion of its counsel that such transfer does not involve a violation of the Securities Act of 1933, as amended, of the United States of America.

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

1. Dividends: Commencing July 10, 1963, the holders of re 6% Cumulative Convertible Preferred Stock, \$1 Par Value, shall be to receive, when and as declared, from the surplus or net profits of Corporation preferential dividends at the rate of thirty cents per ann no more, payable quarterly on the 10th day of January, April, July : October of each year. The Directors of the company may set aside profits and surplus for contingency reserves such sums as they in th discretion deem appropriate before making any such funds available . dividends. The dividends on such 6% Cumulative Convertible Prefer shall be cumulative from the last quarterly dividend date preceding t of issue so that, if on any quarterly dividend date, a dividend of seven one-half cents per share shall not be paid on such 6% Cumulative Cor Preferred Stock, the deficiency shall be payable subsequently, but w interest, before any dividend shall be declared or paid upon or set a the Class A common stock, \$. 10 par value, or the Class B common s \$. 10 par value.

2. Redemption: The 6% Cumulative Convertible Preferred S \$1 par value, shall be redeemable in whole or in part on any quarter dividend payment date on or after January 1, 1964, at the option of th Directors, upon payment of five dollars and fifty cents (\$5.50) per sh plus all unpaid dividends thereon in arrears or accrued to the date of demption. In case less than all of the shares of such 6% Cumulative vertible Preferred Stock outstanding are to be redeemed, the shares redeemed shall be determined by the Board of Directors by lot or in other equitable manner as the Directors in their discretion shall dete Notice of such redemption shall be given by depositing a copy of such in a United States Post Office box, postpaid, addressed to each holde record of the shares of such 6% Cumulative Convertible Preferred St be redeemed at his address appearing on the books of the Corporation least thirty (30) days prior to the date fixed in any such notice as the redemption. From and after the date fixed in any such notice as the redemption, unless failure shall be made by the Corporation in provi the payment of the redemption price, all rights of the holders of the of such 6% Cumulative Convertible Preferred Stock so redeemed as s holders of the Corporation, except to receive the redemption price, interest, shall cease.

3. Conversion Rights: The 6% Cumulative Convertible Prefe Stock, \$1 par value, shall be convertible share for share at any time to and including June 30, 1968 at the option of the respective holders record into Class A Common Stock, \$. 10 par value, and shall be cor share for share at any time prior to June 30, 1968 up to twenty-four

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 of this 6% Cumulative Convertible Preferred Stock as they in their sole discretion may deem proper and equitable. No adjustment shall be made in 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 the Charter, 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 shall vote individually 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 holder 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.

[REDACTED]

6. Transferability: These securities are offered pursuant to exemption from the registration with the United States Securities and Exchange Commission and are to be sold to bona fide residents of the State of Rhode Island for their own account for investment purposes only. These securities may be transferred to a non-resident of Rhode Island only upon receipt from the Corporation of an opinion of its counsel that such transfer does not involve a violation of the Securities Act of 1933, as amended, of the United States of America.

7. Majority Vote to Amend: An affirmative vote of the majority of the stockholders of the 6% Cumulative Convertible Preferred Stock is required for 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 votes required to amend articles".

8. No Pre-emptive Rights: Stockholders of Class A and C 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 issues" are expressly precluded in the by laws and articles of association of this Corporation as they may pertain to this 6% Cumulative Convertible P

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