

CERTIFICATE OF MERGER

We, Clarence M. Cavanaugh and Peter J. Mayer, President and Secretary, respectively, of the Greenwood Credit Union, a corporation duly organized under the laws of the State of Rhode Island and having its principal place of business in the City of Warwick, County of Kent, State of Rhode Island, and we, E. F. Trimble and Ann Kindle, President and Secretary, respectively, of the Sealol Credit Union, a corporation duly organized under the laws of the State of Rhode Island and having its principal place of business in the City of Warwick, County of Kent, State of Rhode Island, do hereby certify for the respective Credit Unions as follows:

1. That on the 8th day of February, 1972, the Board of Directors of the Greenwood Credit Union, by a unanimous vote of those present, approved the proposed merger of the Greenwood Credit Union with the Sealol Employees' Credit Union. The plan of merger was to be proposed to the Shareholders at a meeting called for on the 7th day of March 1972.

2. That on the 7th day of March, 1972, the Shareholders of the Greenwood Credit Union, at a special meeting held at its auditorium, 764 Main Avenue, Warwick, Rhode Island, voted to accept the transfer of the assets and assume the liabilities of the Sealol Employees' Credit Union.

3. That the vote taken was on a proposal which read as follows: "That Greenwood Credit Union accept all the assets, as hereinafter defined, and assume all the liabilities of the Sealol Employees' Credit Union; that in consideration of said transfer the Greenwood Credit Union accept into its membership all the members of the Sealol Employees' Credit Union and give to all said members share accounts in the Greenwood Credit Union in the same manner as they have in the Sealol Employees' Credit Union at the time of the transfer; that said transfer of assets and assumption of liabilities shall be subject to the approval of the Director of Business Regulation of the State of Rhode Island."

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**BANKING DIVISION
BUSINESS REGULATION**

4. That on the 7th day of March, 1972, the membership of the Greenwood Credit Union, at a special meeting called for the purpose, held at 764 Main Avenue, Warwick, Rhode Island, the action of the shareholders, as described in paragraph two, was ratified by unanimous vote.

5. That on the 22nd day of February, 1972, the Board of Directors of the Sealol Credit Union, by a unanimous vote of those present, approved the proposed merger of the Sealol Credit Union with the Greenwood Credit Union. The plan of merger was to be proposed to the shareholders at a meeting called for the 8th day of March 1972.

6. That on the 8th day of March 1972 the shareholders of the Sealol Credit Union, at a special meeting held at its headquarters, Pioneer Avenue, Warwick, Rhode Island, voted to transfer its assets and liabilities to the Greenwood Credit Union.

7. That the vote of the shareholders to such action was unanimous.

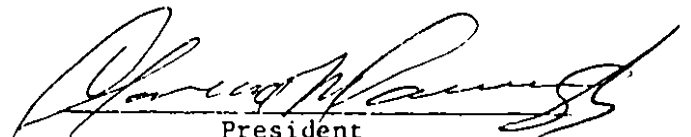
8. That the vote taken reads: As specified on the attached "Merger Agreement".

9. That on the 8th day of March 1972, the membership of the Sealol Credit Union, at a special meeting called for this purpose, held at Pioneer Avenue, Warwick, Rhode Island, the action of the shareholders, as described in paragraph 8 above, was confirmed and ratified.

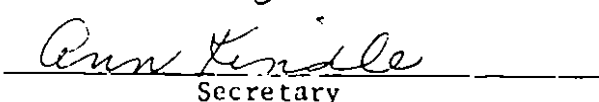
10. That the vote of the membership on the above confirmation and ratification was unanimous.

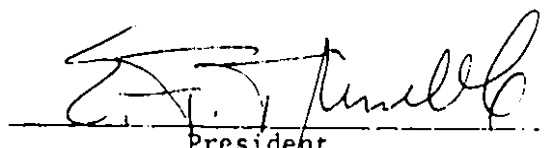
For Greenwood Credit Union:


Secretary


President

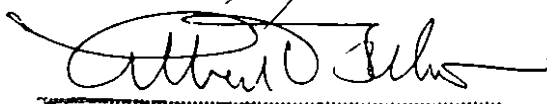
For Sealol Credit Union:


Secretary


President

APPROVED

4/5/72



DIRECTOR OF BUSINESS REGULATION

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

~~RECEIVED & FILED APR 13 1972~~

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