

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I D. # 93183

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Mayflower Financial Corporation

.....
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

To invest in real estate and such other assets as the corporation may deem prudent and to transact any and all lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act, as the same may be amended from time to time hereafter.

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cc # 6.3
By 178577

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares 8,000
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)
Par Value: \$1.00

or

- (b) *If more than one class:* Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles)

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

See Exhibit A attached hereto.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

See Exhibit B attached hereto.

SEVENTH: The address of the initial registered office of the corporation is19 Frank Street, Pawtucket, Rhode Island 02860..... (add Zip Code) and the name of its initial registered agent at such address is: James J. Belliveau.....

James J. Belliveau
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is0..... and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
James J. Belliveau - President	19 Frank Street, Pawtucket, R.I. 02860
James J. Belliveau - Vice President	19 Frank Street, Pawtucket, R.I. 02860
James J. Belliveau - Treasurer	19 Frank Street, Pawtucket, R.I. 02860
James J. Belliveau - Secretary	19 Frank Street, Pawtucket, R.I. 02860

NINTH: The name and address of each incorporator is:

Name	Address
James J. Belliveau	19 Frank Street, Pawtucket, R.I. 02860

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

Upon filing.

Dated January 21, 19 97

James J. Belliveau
Signature of each incorporator

STATE OF RHODE ISLAND } City } of Providence
COUNTY OF Providence } In the }
Town }
in said County this 21st day of January, A.D. 19 97
then personally appeared before me James J. Belliveau

each and all known to me and known by me to be the parties^X executing the foregoing instrument,
and they severally^{he} acknowledged said instrument by ~~them~~^{him} subscribed to be ~~their~~^{his} free act and
deed.

Kathrin J. Pagonis
KATHRIN J. PAGONIS Notary Public
My Commission Expires: 12-7-2000

EXHIBIT A

The shareholders of the corporation shall be entitled to a pre-emptive right, for a period of thirty (30) days following the notice referred to below, to subscribe for, purchase or otherwise acquire, in the proportions which their holdings of the shares of common stock of the corporation bear to all of the issued and outstanding shares of common stock of the corporation, (i) any shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation which the corporation proposes to issue, or (ii) any rights or options which the corporation proposes to grant (a) for the purchase of shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, or (b) for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The pre-emptive right granted herein shall be deemed waived by any shareholder who does not so exercise it and pay for shares, rights, options, bonds, securities or obligations within sixty (60) days after receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of such sixty (60) day period, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions regarding pre-emptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act.

EXHIBIT B

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.

2. Except for those actions excluded by Section 7-1.1-30.3(b) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

3. No director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The stock of the corporation is subject to transfer restrictions contained in its bylaws and copies thereof are on file at the registered office of the corporation. Certificates of stock of the corporation are transferable only upon compliance with the provisions of said transfer restrictions.

5. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted then such indemnifications may be permitted to the full extent permitted by such law as amended.