

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

DUPLICATE ORIGINAL OF
ARTICLES OF AMENDMENT
TO THE

ARTICLES OF INCORPORATION
AGREEMENT OF ASSOCIATION
OF

KNIGHTSVILLE LOAN & INVESTMENT CORPORATION

19-20-05

Pursuant to the provisions of Section 3366 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is
KNIGHTSVILLE LOAN & INVESTMENT CORPORATION

SECOND: The shareholders of the corporation on September 1, 1987, in the manner prescribed by Chapter 19-20 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:
XXXXXXXXXXXXXXXXXXXXX
Agreement of Association:

[Insert Amendment(s)]

That Article FIRST be amended to read as follows:

"FIRST: That said corporation shall be known by the name of Jefferson Loan and Investment Bank".

That Article FOURTH be amended to read as follows:

"FOURTH: That the amount of capital stock of said corporation shall be \$1,000,000.00, to be divided into 1,000,000 shares of the par value of \$1.00 each".

10/26/87 PAID

CP10 10.00
CASH 10.00
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JM/MR

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 332; and the number of shares entitled to vote thereon was 332.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	332

FIFTH: The number of shares voted for such amendment was 332; and the number of shares voted against such amendment was None.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	332	-0-

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

Stated capital is changed from 100,000 shares of par value of \$10 each to 1,000,000 shares of par value of \$1.00 each

Dated September 1, 1987

KNIGHTSVILLE LOAN & INVESTMENT CORPORATION

By

Its President

and

Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 1st day of September 87, 1987, personally appeared before me Steven R. Salvatore, who, being by me first duly sworn, declared that he is the President of KNIGHTSVILLE LOAN & INVESTMENT CORPORATION of

President of the corporation, and that the statements therein contained are true.

Emmett N. Accesti
Notary Public

(NOTARIAL SEAL)

EMMETT N. ACCESTI, Notary Public
My Commission Expires June 30, 1989

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF

Knightsville Loan & Investment Corporation

I, Maureen D. Rounds, Acting Deputy Secretary of State, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of Knightsville Loan & Investment Corporation, 19-20 duly signed and verified pursuant to the provisions of Chapter ~~XXXI~~ of the General Laws, 1956, as amended, have been received in this office and are found to conform to law and that the foregoing is a duplicate original of the Articles of Amendment.

Witness my hand and the seal of the State of Rhode Island this 22nd day of October 1987.

Maureen D. Rounds
Acting Deputy Secretary of State

APPROVED _____

ATTORNEY GENERAL

GENERAL TREASURER

DIRECTOR OF BUSINESS REGULATION

STATE SENATOR

STATE REPRESENTATIVE

Board of Bank
Incorporation

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

Rec'd & Filed OCT 22 1987

OCT 22 1987
J.M. a M.R.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
BOARD OF BANK INCORPORATION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

DECISION

IN RE:

APPLICATION OF
KNIGHTSVILLE LOAN & INVESTMENT CORP.
FOR AMENDMENT OF ITS AGREEMENT OF ASSOCIATION
CHANGING NAME TO JEFFERSON LOAN AND INVESTMENT BANK
AND CHANGE OF PAR VALUE OF STOCK

HEARINGS HELD ON: SEPTEMBER 22, 1987, October 20, 1987

BEFORE THE BOARD OF BANK INCORPORATION

Roger N. Begin.	Chairman; General Treasurer of the State of Rhode Island
Joseph L. Casinelli	Vice-Chairman; State Representative
Mark A. Pfeiffer	Secretary; Director of the Department of Business Regulation
James E. O'Neil	Attorney General of the State of Rhode Island
Albert J. Russo	State Senator

JURISDICTIONAL STATEMENT

This matter was before the Board of Bank Incorporation of the State of Rhode Island on the Application of Knightsville Loan & Investment Corporation for approval by the Board of amendments to its Agreement of Association pursuant to G.L. 1956 (1982 Reenactment) §19-20-5. After hearing thereon and upon consideration thereof, the Board of Bank Incorporation enters its Decision and provides its Order as hereinafter set forth.

DECISION

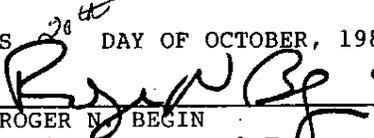
The amendments for which approval is sought by the Applicant herein would change its name to "Jefferson Loan & Investment Bank" and would change the par value of authorized capital stock from ten dollars (\$10.00) per share to one dollar (\$1.00) per share.

Upon careful review and consideration of these proposed amendments to the Agreement of Association of Knightsville Loan & Investment Corporation, the Board concludes that these amendments should be approved pursuant to G.L. 1956 (1982 Reenactment) §19-20-5.

ORDER

WHEREFORE, it is hereby ORDERED that the amended charter of Knightsville Loan & Investment Corporation presented by the Applicant herein shall be approved and our approval endorsed thereon.

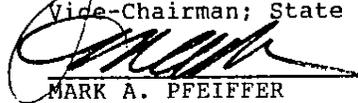
ENTERED AS AN ADMINISTRATIVE ORDER OF THE BOARD OF BANK
INCORPORATION ON THIS ^{28th} DAY OF OCTOBER, 1987.



ROGER N. BEGIN
Chairman; General Treasurer

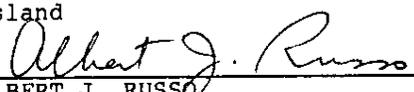


JOSEPH L. CASINELLI
Vice-Chairman; State Representative



MARK A. PFEIFFER
Secretary; Director of the Department
of Business Regulation

JAMES E. O'NEIL
Attorney General of the State of Rhode
Island



ALBERT J. RUSSO
State Representative