



State of Rhode Island
Department of State - Business Services Division

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Partnership, Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

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 ONLY

Pursuant to the provisions of RIGL Title Z, the undersigned entities submit the following Articles of Merger ☒ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE *under which entity is organized
000040480	Centreville Bank	Mutual Bank	RI
001794872	Centreville Interim Bank	Stock Bank	RI

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

Centreville Interim Bank

which is to be governed by the laws of the state of:

Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

Centreville Bank

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED 11:45A
STAMP

AUG 19 2025

FOR
 SECRETARY OF STATE

BY MAVZJ

g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY
☒ Date received (Upon filing) ☐ Later effective date (see instructions) _____
SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.
a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.
b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]
c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
i) The name of the subsidiary corporation is:
ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.
a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.
SECTION IV: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1.
a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]
SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.
a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

Centreville Bank

Type or Print Name of Person Signing

Harold M. Horvat

Title of Person Signing

Chairman, President and CEO

Signature



Date

August 19, 2025

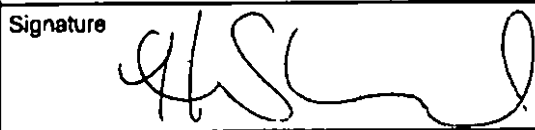
Type or Print Name of Person Signing

Hanna K. Stangl

Title of Person of Signing

Secretary

Signature



Date

August 19, 2025

Type or Print Entity Name

Centreville Interim Bank

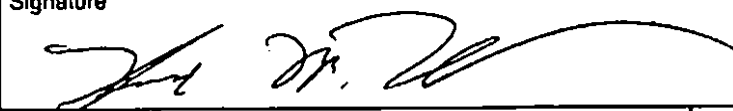
Type or Print Name of Person Signing

Harold M. Horvat

Title of Person Signing

Chairman, President and CEO

Signature



Date

August 19, 2025

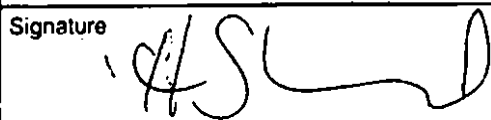
Type or Print Name of Person Signing

Hanna K. Stangl

Title of Person Signing

Secretary

Signature



Date

August 19, 2025

CENTREVILLE BANK

CENTREVILLE INTERIM BANK

MERGER CERTIFICATE

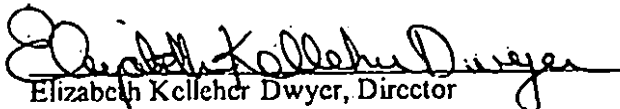
WHEREAS, an Application for Approval to Merge or Consolidate a Financial Institution has been submitted to the Director of the Department of Business Regulation ("Director") for the purpose of merging Centreville Bank with and into Centreville Interim Bank, and assuming the name Centreville Bank (the "Application");

WHEREAS, the Director has examined the Application and records accompanying the same;

WHEREAS, the Director finds that the Application and records accompanying the same conform to all provisions of applicable laws and regulations, including the Banking Laws of the State of Rhode Island; and,

WHEREAS, the Director finds that the Application and records accompanying the same conform to all the provisions and conditions of Administrative Order Number 2025-BK-014 entered by the Department on August 4, 2025.

NOW THEREFORE, the undersigned Director approves the within Articles of Merger of Centreville Bank and Centreville Interim Bank into Centreville Interim Bank and assuming the name Centreville Bank as of this 6th day of August, 2025.


Elizabeth Kelleher Dwyer, Director
State of Rhode Island
Department of Business Regulation

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Merger Agreement") dated as of February 24, 2025 is made by and among: (i) Centreville Interim Bank, a Rhode Island-chartered stock savings bank (the "Stock Bank"); (ii) Centreville, MHC, a Rhode Island-chartered mutual holding company (the "Mutual Holding Company"); and (iii) Centreville Bank, a Rhode Island-chartered mutual savings bank (the "Mutual Bank").

RECITALS:

1. Pursuant to the Agreement and Plan of Mutual Holding Company Reorganization and Merger of Centreville Bank, Centreville, MHC and Centreville Interim Bank, adopted on December 18, 2024 (the "Plan of Reorganization"), the Mutual Bank desires to reorganize into the mutual holding company structure (the "Reorganization"); the Mutual Bank has organized a Rhode Island-chartered mutual holding company named Centreville, MHC (the Mutual Holding Company). The Mutual Holding Company has organized the Stock Bank as a Rhode Island-chartered stock savings bank subsidiary of the Mutual Holding Company and has transferred to the Stock Bank all of its liabilities and all of its assets, except for \$2,000,000.

2. In order to complete the Reorganization, in accordance with the terms of the Plan of Reorganization, and on the Effective Date (as defined herein): (i) the Mutual Bank will merge with and into the Stock Bank with the Stock Bank as the resulting institution; (ii) all persons who had liquidation rights pursuant to Rhode Island law with respect to the Mutual Bank shall continue to have such rights solely with respect to the Mutual Holding Company; and (iii) all persons who prior to the Effective Date held depository rights with respect to or other rights as creditors of the Mutual Bank shall have such rights solely with respect to the Stock Bank.

NOW, THEREFORE, in consideration of the premises and mutual covenants, representations, warranties and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto have agreed as follows:

1. **Merger.** On the Effective Date: (i) the Mutual Bank shall be merged (the "Merger") with and into the Stock Bank with the Stock Bank as the surviving or resulting institution (the "Resulting Institution"); (ii) all persons who prior thereto held depository rights with respect to or other rights as creditors of the Mutual Bank shall have such rights solely with respect to the Stock Bank and the corresponding liability or obligation of the Mutual Bank to such persons shall be assumed by the Stock Bank; and (iii) all persons who had liquidation rights pursuant to Rhode Island law with respect to the Mutual Bank shall continue to have such rights solely with respect to the Mutual Holding Company.

2. **Effective Date.** The Merger shall be effective when approved by the Rhode Island Department of Business Regulation and when all conditions to the consummation of the Reorganization have been satisfied (the "Effective Date").

3. **Name.** The name of the Resulting Institution shall be "Centreville Bank."

4. **Offices.** The main banking office of the Mutual Bank shall become the main banking office of the Resulting Institution, and all branch offices of the Mutual Bank that were in lawful operation prior to the Merger shall be operated as branch offices of the Resulting Institution.

5. **Trustees, Directors & Officers.** The trustees and officers of the Mutual Bank immediately prior to the Effective Date shall become the directors and officers of the Resulting Institution after the Effective Date.

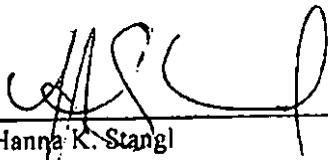
6. **Effect of Merger.** On the Effective Date, the corporate existence of the Mutual Bank shall be discontinued and consolidated into that of the Stock Bank, which shall continue. All rights, privileges and franchises of each of the Mutual Bank and the Stock Bank and its right, title and interest to all property of whatever kind, whether real, personal or mixed, and things in action, and every right, privilege, interest or asset of conceivable value or benefit then existing which would inure to it under an unconsolidated existence, shall be deemed fully and finally, and without any right of reversion, transferred to or vested in the Stock Bank, without further act or deed, and the Stock Bank shall have and hold the same in its own right as fully as if the same was possessed and held by the Mutual Bank from which it was transferred. The Mutual Bank's rights, obligations and relations to any depositor, creditor, trustee or beneficiary of any trust, or other person, as of the Effective Date, shall remain unimpaired, and the Stock Bank shall, by the Merger, succeed to all such relations, obligations and liabilities, as though the Stock Bank had itself assumed the relation or incurred the obligation or liability; and the Mutual Bank's liabilities and obligations to creditors existing for any cause whatsoever shall not be deemed impaired by the Merger, nor shall any obligation or liability of any depositor in either the Mutual Bank or the Stock Bank, be affected by the Merger, but such obligations and liabilities shall continue as fully and to the same extent as the same existed before the Merger. Any pending action or other judicial proceeding to which either the Mutual Bank or the Stock Bank is a party shall not be deemed to have abated or to have discontinued by reason of the Merger, but may be prosecuted to final judgment, order or decree in the same manner as if the Merger had not been made, or the Stock Bank may be substituted as a party to any such action or proceeding to which the Mutual Bank was a party, and any judgment, order or decree may be rendered for or against the Stock Bank that might have been rendered for or against the Mutual Bank if the Merger had not occurred. After the Merger, a foreclosure of a mortgage begun by either the Mutual Bank or the Stock Bank may be completed by the Stock Bank.

7. **Other Terms.** All terms used in this Merger Agreement shall, unless defined herein, have the meaning set forth in the Plan of Reorganization. The Plan of Reorganization is incorporated herein by this reference and made a part hereof to the extent necessary or appropriate to effect and consummate the terms of the Merger.

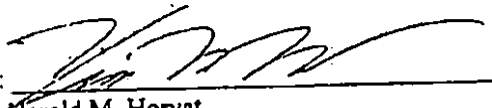
8. **Governing Law.** This Merger Agreement shall be governed by the law of the State of Rhode Island.

IN WITNESS WHEREOF, the Stock Bank, the Mutual Bank and the Mutual Holding Company have caused this Merger Agreement to be executed as of the date first above written.

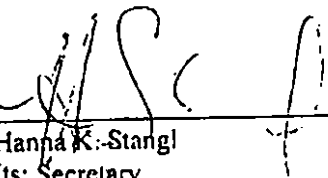
ATTEST:

By: 
Hanna K. Stangl
Its: Secretary

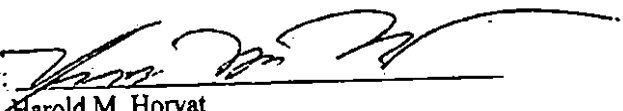
CENTREVILLE BANK

By: 
Harold M. Horvat
Its: President and Chief Executive Officer

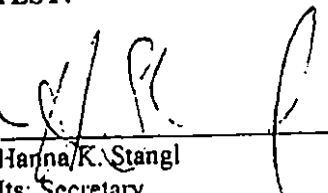
ATTEST:

By: 
Hanna K. Stangl
Its: Secretary

CENTREVILLE INTERIM BANK

By: 
Harold M. Horvat
Its: President and Chief Executive Officer

ATTEST:

By: 
Hanna K. Stangl
Its: Secretary

CENTREVILLE, MHC

By: 
Harold M. Horvat
Its: President and Chief Executive Officer



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

August 19, 2025 11:45 AM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore
Secretary of State

