

# Office of Thrift Supervision

Department of the Treasury



*I certify that annexed hereto are true copies of documents described below from records of the Office of Thrift Supervision, Department of the Treasury, successor to the Federal Home Loan Bank Board. Said records are in the official custody of the Dissemination Branch, Records Management and Information Policy Division, and are maintained in its offices at 1700 G Street, Northwest, Washington, District of Columbia.*

*Copy of Charter Number 6550, in the form of Federal Stock Charter effective February 28, 1997 in the name of Domestic Bank, Cranston, Rhode Island consisting of three (3) pages.*

*Signed in Washington, District of Columbia, and the Seal of the Office of Thrift Supervision affixed, this 31st day of October, 1997*

Marilyn R. Abbott  
Manager, Dissemination Branch  
Office of Thrift Supervision

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

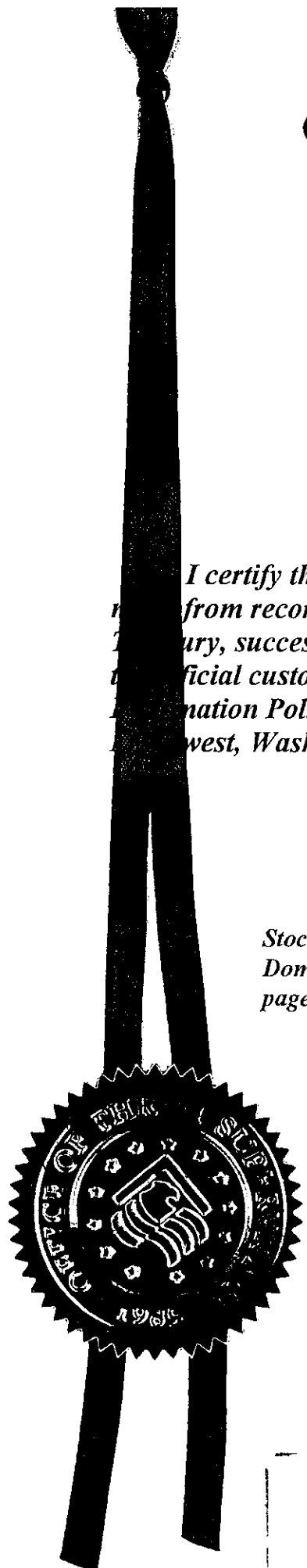
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FEDERAL STOCK CHARTER

DOMESTIC BANK

SECTION 1. Corporate title. The full corporate title of the savings bank is "Domestic Bank."


SECTION 2. Office. The home office of the savings bank shall be located at 815 Reservoir Avenue, Cranston, Providence County, State of Rhode Island.

SECTION 3. Duration. The duration of the savings bank is perpetual.

SECTION 4. Purpose and powers. The purpose of the savings bank is to pursue any or all of the lawful objectives of a federal savings and loan association chartered under section 5 of the Home Owners' Loan Act and to exercise all of the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations, and orders of the Office of Thrift Supervision ("Office").

SECTION 5. Capital stock. The total number of shares of all classes of the capital stock which the savings bank has the authority to issue is two thousand five hundred (2,500) shares of common stock, par value of \$100 per share. The shares may be issued from time to time as authorized by the board of directors without further approval of stockholders, except as otherwise provided in this Section 5 or to the extent that such approval is required by governing law, rule or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the savings bank. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted), labor, or services actually performed for the savings bank or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the savings bank, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the surplus of the savings bank which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance.

No shares of capital stock (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the savings bank other than as part of a general public offering or as qualifying shares to a director, unless their issuance or the plan under which they would be issued



has been approved by a majority of the total votes eligible to be cast at a legal meeting.

The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder, except as to the cumulation of votes for the election of directors. Subject to any provision for a liquidation account, in the event of any liquidation, dissolution, or winding up of the savings bank, the holders of the common stock shall be entitled, after payment or provision for payment of all debts and liabilities of the savings bank, to receive the remaining assets of the savings bank available for distribution, in cash or in kind. Each share of common stock shall have the same relative rights and be identical in all respects with all the other shares of common stock.

SECTION 6. Preemptive rights. Holders of the capital stock of the savings bank shall not be entitled to preemptive rights with respect to any shares of the savings bank which may be issued.

SECTION 7. Directors. The savings bank shall be under the direction of a board of directors. The authorized number of directors, as stated in the savings bank's bylaws, shall not be fewer than five nor more than fifteen.

SECTION 8. Amendment of charter. Except as provided in Section 5, no amendment, addition, alteration, change or repeal of this charter shall be made, unless such is first proposed by the board of directors of the savings bank, then preliminarily approved by the Office, which preliminary approval may be granted by the Office pursuant to regulations specifying preapproved charter amendments, and thereafter approved by the stockholders by a majority of the total votes eligible to be cast at a legal meeting. Any amendment, addition, alteration, change, or repeal so acted upon shall be effective upon filing with the Office in accordance with regulatory procedures or on such other date as the Office may specify in its preliminary approval.

DOMESTIC BANK

ATTEST: *Constance J. B. Lester*  
Secretary ~~Secretary~~

By: *Harold B. Bell*  
President

OFFICE OF THRIFT SUPERVISION

ATTEST: *Nadine G. Washington*  
Corporate Secretary

By: *Nicolae P. Reti*  
Director of the Office *6/4/97*  
of Thrift Supervision

Declared effective this 28th day of February, 1997.