

CERTIFICATE OF MERGER *See page copy*
Pursuant to 19-21-44 of the Rhode Island General Laws

We, (Ruth J. Gaboury, President and (Patricia Lange), Secretary, of the (E.P. Teachers' C.U.) and (Joseph C. Hamilton), President and (Mary M. Mello), Secretary, of the (Mobil (East Prov) employees Fed.) hereby certify that all of the meeting referred to below were held in accordance with proper notices which stipulated the purpose of the meetings, and attest to the following for the respective credit unions:

18359

- | | NAME OF
CONTINUING CR. UN. | NAME OF
MERGING CR. UN. |
|---|---|--|
| (a) Meeting of Boards of Directors | East Prov. Teachers' | Mobil (E.P.) employees Fed. |
| 1. Time, date | Aug. 28, 1985, 4:15 p.m. | Aug. 26, 1985, 12 p.m. |
| 2. Place | 1075 South Broadway
(c.u. office) East Prov. R.I. | 1001 Wampanoag Trail
(c.u. office) Riverside, R.I. |
| (b) Vote in favor of adoption of the plan | 8 present
one absent | 8 in favor |
| (c) Copy of resolution or other action by which was agreed upon | (If resolutions cannot fit, indicate here their separate attachments) | |
| (d) Meeting of members | | |
| 1. Time, date | Sept. 12, 1985 3:15 p.m. | Sept. 30, 1985 @ 4:30 P.M. |
| 2. Place | Silver Spring School
Silver Spring Ave: East Prov. | Mobil
Riverside, R. I. |
| (e) Vote by which the plan was approved by members. | (Must be at least by the affirmative vote of the majority of members present.)

44 present-44 approved. | (Must be by affirmative vote of members representing at least 2/3 of the dollar amount of shares)

15 present-25 approved... includes 10 by mail |

Enclosures:

1. Copy of the agreed plan of merger.
2. Statements of condition of the respective credit unions before the merger and the projected condition of the continuing credit union after the merger.
3. Each credit union's potential losses on loans, investments, deposits and/or other assets.
4. Each credit union's amounts of contingent liabilities under contracts possible understatements of shares, deposits and other payables; amounts under litigations; class action suits and/or other contingencies.
5. Certificate of approval by the agency which insures members' accounts, NCUA or RISDIC.

We further certify in behalf of the respective credit unions that all the other requisites of the law providing for such merger have been met and accomplished.

Ruth J. Gaboury
President

Joseph C. Hamilton
President

Patricia Lange
Secretary

APPROVED
DATE 10/25/85

Mary Mello
Secretary

Clifton Q. Moore
DIRECTOR OF BUSINESS REGULATION

EAST PROVIDENCE TEACHERS' CREDIT UNION

M E R G E R A G R E E M E N T

This agreement, made and entered into this 31st day of Oct., 19 85,
at East Providence R.I., _____, by and between
(city, town) (state)

East Providence Teachers' Credit Union (hereinafter called the
"continuing Credit Union") and Mobil (East Prov.) Employees ^{Federal} Credit Union,
(hereinafter called the "Merging Credit Union").

W I T N E S S E T H

That in consideration of the mutual agreements, promises, covenants, and acts herein described and contained, the Continuing Credit Union and the Merging Credit Union hereby agree, promise, and covenant to and with each other as follows:

1. That Merging Credit Union does hereby sell, assign, transfer, set over and convey unto the Continuing Credit Union all of its assets, rights, and property, and chooses in action of every character, kind and description, and the Merging Credit Union will do all acts and will execute and deliver unto the Continuing Credit Union any and all additional agreements, documents, deeds, assignments, and other instruments of conveyance which may be necessary to transfer to the Continuing Credit Union the individual assets, rights and property, and chooses in action hereby sold by the Merging Credit Union to the Continuing Credit Union.

2. The Continuing Credit Union does hereby assume and agree to pay all the liabilities of the Merging Credit Union and the Continuing Credit Union agrees that, by virtue of this agreement, all of the members of the Merging Credit Union as of this date have become members of the Continuing Credit Union and that they are entitled to, and the Continuing Credit Union will issue to them, the same amount in shares in the Continuing Credit Union which they own in the Merging Credit Union as of the effective date hereof.

3. The office of the Continuing Credit Union will be located at:

1075 South Broadway, East Providence, R. I. 02914

(Optional)

(
(4. Each credit union is to verify all members' accounts in connection)
(with the merger.))

IN WITNESS WHEREOF, the Continuing Credit Union and the Merging Credit Union have caused these presents to be executed by their respective officers thereunto duly authorized the day and year first above written which date is the effective date of the merger provided for herein, unless such effective date is otherwise determined by the Director, Department of Business Regulation of the State of Rhode Island.

EAST PROVIDENCE TEACHERS Credit Union
by: Ruth J. Gaboury, President; Joan M. Saunders Treasurer

MOBIL (EAST PROVIDENCE) EMPLOYEES FEDERAL Credit Union
by: Joseph P. Hamilton, President; Mary M. Mallo, Treasurer

State of RHODE ISLAND)
County of East providence)

Before me a Notary Public (or other officer authorized) appeared the above named Joan Saunders Ruth J. Gaboury and Joseph P. Hamilton President and Treasurer of Mary M. Mallo Credit Union who being personally known to me as (or proved by the oath of credible witnesses to be) the persons who executed the annexed instrument acknowledged the same to be their free act and deed and in their respective capacities the free act and deed of said credit unions.

(SEAL)

Mary Charles Mutter
Notary Public

My commission Expires June, 1986

APPROVED
DATE 10/25/85
Clifford D. Moore
DIRECTOR OF BUSINESS REGULATION

OCT, 21 1903
V.F.

10/27/85

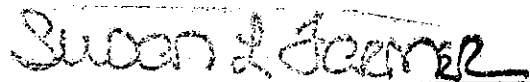
CERTIFICATE OF MERGER
CREDIT UNIONS
INTO

East Providence Teachers Credit Union

The undersigned, as Secretary of State of the State of Rhode Island, hereby certifies that duplicate originals of Articles of Merger of East Providence Teachers Credit Union and Mobil (East Prov.) Employees Federal Credit Union, into East Providence Teachers Credit Union, duly signed pursuant to the provisions of Chapter 19-21-44 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in her by law, hereby issues this Certificate of Merger of East Providence Teachers Credit Union and Mobile (East Prov.) Employees Federal Credit Union into East Providence Teachers Credit Union and attaches hereto a duplicate original of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal fo the State of Rhode Island this twenty-eighth day of October A.D. 1985



Secretary of State

Acting Deputy Secretary of State