

**WARWICK MUNICIPAL  
CREDIT UNION**

Donald R. Staley  
Chairman of the Board

David P. Dupéré  
President/CEO

**Services**

- ATM Cards
- Mastermoney Debit Card
- 24 Hour Audio Response
- Drive Up Window
- Direct Deposit
- Home Banking

**Lending**

- Auto Leasing
- Federal Student Loans
- First Mortgage Service
- Home Equity Loans
- Home Equity Line Of Credit
- Home Improvement Loans
- Loan Counseling
- Motorcycle Loans
- New and Used Auto Loans
- New and Used Boat Loans
- Personal Line of Credit, Overdraft Protection
- RV/Mobile Home Loans

**Savings**

- Share Savings Accounts
- Business Checking
- Dividend Bearing
- Share Draft Checking
- Individual Retirement Accounts (IRA)
- Roth Education
- Payroll IRAs
- Term Share Certificates
- Christmas Vacation Clubs
- Premium 60 Senior Account



1217 Warwick Avenue  
Warwick, RI 02888  
Ph: (401) 463-9574  
Fax: (401) 463-5161  
Internet Address:  
www.wmccu.org

111436

May 24, 2004

State of Rhode Island  
Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

To Whom It May Concern:

Please accept this letter as notification of our conversion from a state chartered credit union to a federal charter effective May 1, 2004.

Also, please find attached:

1. A copy of our May 18, 2004 correspondence to the Rhode Island Division of Banking to comply with the necessary rules and regulations.
2. A copy of a May 20, 2004 Rhode Island Division of Banking response to our conversion.

We appreciate your cooperation in this matter and if you have any further questions, please do not hesitate to contact me at (401) 463-9574.

Sincerely,

David P. Dupéré  
President/CEO

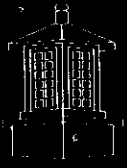
DPD/jal

Enclosures

cc: Dennis F. Zirolu, Rhode Island Division of Banking

**FILED**

MAY 25 2004  
By



**WARWICK MUNICIPAL  
CREDIT UNION**

Donald R. Staley  
Chairman of the Board

David P. Dupere  
President/CEO

**Services**

ATM Cards

MasterMoney Debit Card

24 Hour Audio Response

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**Lending**

Auto Leasing

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Personal Line of Credit/Overdraft

Protection

RV/Mobile Home Loans

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Share Draft Checking

Individual Retirement Accounts (IRA)

Roth, Educator

Payroll IRAs

Term Share Certificates

Christmas Vacation Clubs

Premium 60 Senior Account



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Warwick, RI 02888  
Ph: (401) 463-9574  
Fax: (401) 463-5161  
Internet Address:  
www.wmecu.org

COPY

May 18, 2004

**Dennis F. Zioli**  
**Department of Business Regulation**  
**Division of Banking**  
**233 Richmond Street, Suite 231**  
**Providence, RI 02903-4231**

Dear Mr. Zioli:

Please accept this letter as notification of our conversion to a federal charter effective May 1, 2004.

Per RI Rules and Regulations, Chapter 5, 19-5-23, please also find attached our articles of incorporation and a certified copy of our NCUA Federal Charter.

We have enjoyed and appreciated our relationship with the Division of Banking over the past 58 years. Your staff has always been very professional and supportive in the development, growth and regulatory guidance of our credit union.

Sincerely,

**David P. Dupere**  
**President/CEO**

DPD/jl

Enclosures

**FILED**  
MAY 25 2004  
By



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Business Regulation  
DIVISION OF BANKING  
233 Richmond Street, Suite 231  
Providence, RI 02903-4231  
(401) 222-2405  
FAX (401) 222-5628  
TDD (401) 222-2999

May 20, 2004

David P. Dupere, President/CEO  
Warwick Municipal Credit Union  
1217 Warwick Avenue  
Warwick, RI 02888

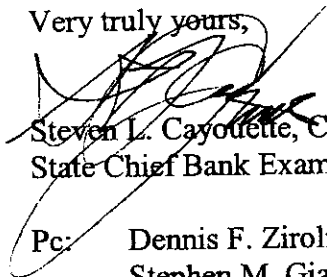
Re: Conversion to Federal Charter

Dear Mr. Dupere:

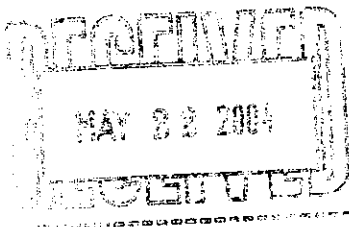
Please be advised that I have reviewed the information filed with the Division of Banking ("Division") on May 19, 2004 relative to the conversion by Warwick Municipal Credit Union from a state charter to a federal charter. The documents filed with the Division satisfy all charter conversion filing requirements with the exception of the filing with Division of evidence that the conversion from a state charter to a federal charter has been filed with the Office of the Rhode Island Secretary of State.

Please file the above requested evidence with the Division on or before June 4, 2004.

Very truly yours,

  
Steven L. Cayouette, CFE  
State Chief Bank Examiner

Pc: Dennis F. Ziroli  
Stephen M. Giannini



State of Rhode Island and Providence Plantations

111436

DUPLICATE ARTICLES OF ASSOCIATION.

(NON-BUSINESS CORPORATION.)

Know all Men by these Presents, That we Mary G. Munson, Carmela E. Santoro, Harold F. Scott, Warren A. Sherman, W.T. Callaway, Manuel F. Cooney, Robert G. Barker, John H. Miller, Stanley V. Madison, Aloysius E. McGroarty

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Article III of Chapter 146 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of WARWICK MUNICIPAL EMPLOYEES CREDIT UNION

THIRD. Said corporation is constituted for the purpose of To operate a Credit Union under the Laws of the State of Rhode Island

In addition to the foregoing, said corporation shall have the following powers and authority, viz:— (See § 75, Chapter 116 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
(b) to sue and be sued in its corporate name;
(c) to have and use a comon seal and alter the same at pleasure;
(d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
(e) to make by-laws not inconsistent with the constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
(f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all \$150,000.00. But if such corporation desires to take and hold property to an amount exceeding \$150,000.00 either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto.

FOURTH. Said corporation shall be located in Warwick, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH.....

SIXTH.....

SEVENTH.....

In Testimony Whereof, We have hereunto set our hands and stated our residences this

24th day of June A. D. 19 46

NAME.	RESIDENCE.
Mary G. Munson	272 Rugby St. Prov. R.I.
Carmela E. Santoro	108 Commodore St. Providence
Harold F. Scott	347 Fair St Providence, R.I.
Warren A. Sherman	323 Gates Rd. Blvd. Greenwood
W. T. Callaway	182 Gould St. Norwood
Manuel F. Cooney	40 Edison St. Providence R.I.
Robert C. Barker	178 Central Blvd. Providence R.I.
John H. Miller	156 Regent Ave. Oakland Beach R.I.
Stanley V. Madison	RFD. #1 East Greenwich R.I.
Aloysius E. McCroarty	112 Votter Ave. Greenwood, R.I.

STATE OF RHODE ISLAND,  
COUNTY OF Kent

In the City of Warwick R.I. Town of Warwick R.I. in said county this 24th day of June A. D. 19 46, then personally appeared before me The above listed

Mary G. Munson, Carmela E. Santoro, Harold F. Scott, Warren A. Sherman, W. T. Callaway, Manuel F. Cooney, Robert C. Barker, John H. Miller, Stanley V. Madison, Aloysius E. McCroarty

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Walter O. Buckley Notary Public.

APPROVED August 5, 1946 [Signature] Board of Bank Incorporation [Signature] ATTORNEY GENERAL [Signature] GENERAL TREASURER

Non-Business Corporation

DUPLICATE

ARTICLES OF ASSOCIATION OF

WARWICK MUNICIPAL EMPLOYEES

CREDIT UNION

ORIGINAL

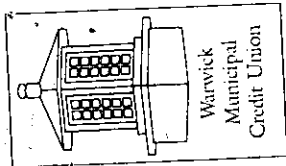
FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

AUG 14 1946 19

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS.

I, ARMAND H. COTE Secretary of State  
hereby certify that Mary G. Munson, Carmala E. Santoro, Harold F. Scott, Warren A. Sherman, W.T. Callaway, Manual F. Cooney, Robert G. Barker, John H. Miller, Stanley V. Madison and Aloysius E. McCroarty  
filed in the office of the Secretary of State on the fourteenth  
day of August, A. D. 19 46, an original and a duplicate  
of the articles of association for forming a corporation under the name of  
WARWICK MUNICIPAL EMPLOYEES CREDIT UNION;  
and that the foregoing is the duplicate of said articles of association.

WITNESS my hand and the seal of the State of



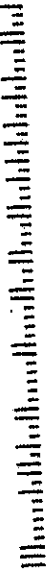
1217 WARWICK AVENUE  
WARWICK, RI 02888

ADDRESS SERVICE REQUESTED



1190 U.S. POSTAGE / PB 3582337  
0461 \$00.370 MAY 24 2004  
2610 MAILED FROM ZIP CODE 02888

State of Rhode Island  
Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

02903+1335 2# 



RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

MAY 25 10 48 AM '04