

FEDERAL HOME LOAN BANK BOARD

OFFICE OF SUPERVISORY AGENT
DISTRICT ONE

ONE FEDERAL STREET, BOSTON

P.O. BOX 2196
BOSTON, MA 02106-2196
(617) 223-5300

March 19, 1985

Mr. William T. Brightman, III
President and Chief Executive Officer
Old Colony Bank, a Federal Savings Bank
58 Weybosset Street
P.O. Box 788
Providence, Rhode Island 02903

*3/20/85
Acquired by
Bank of New
England
became Federal*

Dear Mr. Brightman:

This will acknowledge that final approval has been given to Old Colony Co-operative Bank, Providence, Rhode Island, for a Federal charter. The effective date of this conversion is March 20, 1985. A Federal mutual savings bank charter will be issued in the name of Old Colony Bank, a Federal Savings Bank.

Sincerely,



Paul W. Webber
Supervisory Agent

CMM:abm

cc: The Honorable Edward L. Blue, Assistant Director,
Banking and Securities, State of Rhode Island

*12/90
Assets purchased
by Fleet + Citizens
Charter
Surrendered*

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

Rec'd & Filed MAR 20 1985 at 10:00

CERTIFICATE

The undersigned hereby certifies that the Department of Business Regulation has in its possession a true copy of the resolution of the shareholders of Old Colony Co-operative Bank approving a Plan of Conversion from a state chartered mutual institution to a federally chartered mutual savings bank as provided in § 19-22-26 of the General Laws of Rhode Island (1956) as amended.



Edward L. Blue
Assistant Director, Banking and
Securities
Department of Business Regulation
State of Rhode Island

WITNESS:  _____

Date: 3/19/85

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

Rec'd & Filed MAR 20 1985 10:00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

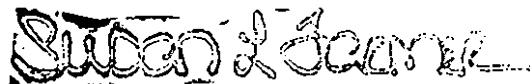
Susan L. Farmer
Secretary of State

March 20, 1985

CERTIFICATE

I, SUSAN L. FARMER, Secretary of State of the State of Rhode Island and Providence Plantations, HEREBY CERTIFY that on March, 20, 1985, I received for filing and have filed a copy of the authorization of the Federal Home Loan Bank Board which permits Old Colony Co-operative Bank to convert from a state chartered building-loan association to a federally chartered mutual savings bank as provided in § 19-22-26 of the General Laws of Rhode Island (1956) as amended and a check in the amount of two dollars (\$2.00).

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed the seal of the State
of Rhode Island this twentieth
day of March, A.D. 1985.



Secretary of State

Acting Deputy Secretary of State