

99324

**AGREEMENT TO FORM  
FINANCIAL INSTITUTION**

**(Rhode Island)**

KNOW ALL MEN BY THESE PRESENTS, THAT we, the subscribers hereto, do hereby associate ourselves with the intention of forming a financial institution pursuant to Rhode Island General Laws, Title 19 ("Title 19") to transact business authorized by Title 19 within and without this State. And we further agree to and with each other:

- First: That said financial institution shall be known by the name of The Geneva Business Bank.
- Second: That said financial institution is to be formed for the purpose of engaging in the business of a state chartered financial institution, with all the powers, rights, and privileges and subject to all the duties, restrictions, and liabilities set forth in Title 19, as amended, provided, however, that said financial institution shall not accept any deposits, including without limitation time, savings or demand deposits or certificates of deposit, as permitted by Title 19, Chapter 3, as amended.
- Third: That said financial institution shall be located and its business shall be transacted from its main office at 10 Weybosset Street, Providence, Rhode Island, and from such other offices within and without the State as may be lawfully established from time to time.
- Fourth: That the amount of capital stock of said financial institution shall be Three Million Dollars, to be divided into 300,000 shares of the par value of \$10.00 each.
- Fifth: That the financial institution does not intend to exercise trust powers.

And we hereby designate A. Michael Marques, one of the subscribers hereto, for the purpose of calling the first meeting of the subscribers to this Agreement.

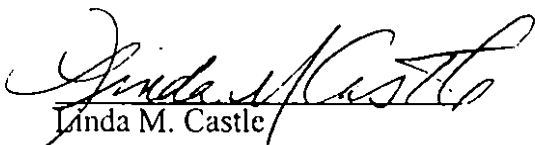
Dated at Providence this 19th day of November, 1997.

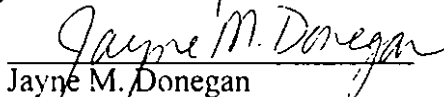
**SUBSCRIBERS:**

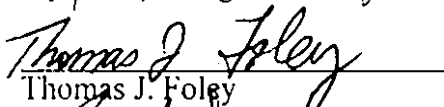
<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>	<u>Shares</u>
Linda M. Castle	162 Gulf Street, Warwick	Same	- 0 -
Jayne M. Donegan	135 Fox Run, East Greenwich	Same	- 0 -
Thomas J. Foley	97 Vincent Way, Cranston	Same	- 0 -
Joseph E. Fonseca	201 Brookdale Boulevard, Pawtucket	Same	- 0 -
Barbara W. Hogg	480 Comstock Parkway, Cranston	Same	- 0 -
Thomas F. Hogg	480 Comstock Parkway, Cranston	Same	- 0 -
Winfield W. Major	3 Ashbrook Run, East Greenwich	Same	- 0 -
Anthony J. Marouchoc	118 Sweet Farm Road, Portsmouth	Same	- 0 -
A. Michael Marques	33 Sharon Drive, Coventry	Same	- 0 -
Wanda J. Marques	33 Sharon Drive, Coventry	Same	- 0 -
Cathleen A. Paniccia	71 Russett Way, Cranston	Same	- 0 -
Gerald Parascandolo	22 Oakview Terrace, Gloucester	Same	- 0 -
James V. Rosati	671 Boston Neck Road, Narragansett	Same	- 0 -
Deborah A. Smith	112 Deerfield Court, No. Kingstown	Same	- 0 -
Cynthia J. Warren	17 Bay Street, Wickford	Same	- 0 -
GENEVA SUNROCK FINANCIAL CORP.	c/o The Geneva Companies 425 Park Avenue New York, NY 10022	Same	300,000

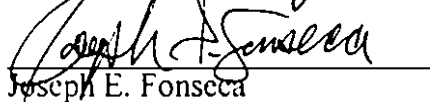
**ENDORSEMENT**

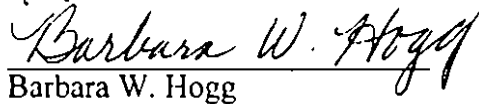
WE, the undersigned, being all the subscribers, hereby waive notice of the first meeting of the subscribers to the within Agreement to Form, and fix the time and place of such meeting at 2:00 P.M. on November 19, 1997, at One Providence Washington Plaza, Providence, Rhode Island 02903.

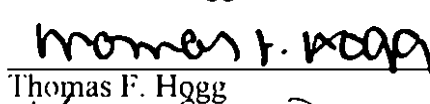
  
Linda M. Castle

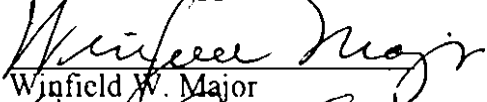
  
Jayne M. Donegan

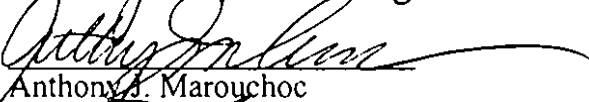
  
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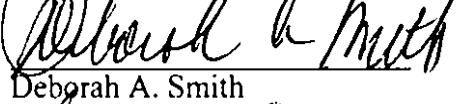
  
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Wanda J. Marques

  
Cathleen A. Paniccia

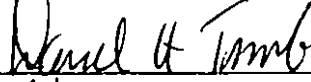
  
Gerald Parascandolo

  
James V. Rosati

  
Deborah A. Smith

  
Cynthia J. Warren

GENEVA SUNROCK FINANCIAL CORP.

By:   
Name: Daniel H. Tomb  
Title: Chairman + CEO

**FILED**

MAR 05 1998

B. J. M. D.

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RECEIVED  
SECRETARY OF STATE  
COMMUNICATIONS  
DIVISION  
Mar 2 10 04 AM '98

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State of Rhode Island and Providence Plantations  
OFFICE OF GENERAL TREASURER

CGE



MARCH 2, 1998

CHECK# 049076 2-27-98

Received of THE GENEVA BUSINESS BANK

BANKING CERTIFICATE\*\*\*\*\* POST 1/10 OF 1 % IN ACCORDANCE WITH  
THE RHODE ISLAND GENERAL LAWS #19-2-7

\$ 3,000.00

*Nancy J. Hayer*  
GENERAL TREASURER