

APPLICATION FOR APPROVAL OF
AMENDMENT TO CHARTER OF
BANK OF NEWPORT

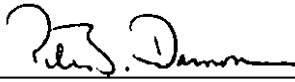
TO THE HONORABLE BOARD OF BANK INCORPORATION OF THE STATE OF RHODE ISLAND:

Bank of Newport, a Rhode Island mutual savings banking corporation, hereby makes application in accordance with the provisions of Section 19-2-22 of the General Laws of the State of Rhode Island, 1989 Re-enactment, to amend the first sentence of Section 7 of its Charter to read as follows:

"Section 7. The annual meeting of the corporation shall be held at a location in Newport County within ninety (90) days of the end of the corporation's fiscal year at a date, time and place fixed by the Trustees."

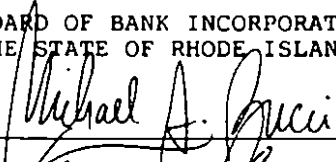
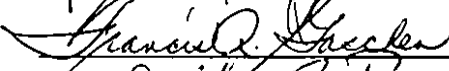
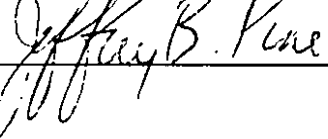
Attached hereto and made a part hereof is a statement showing that said Amendment has been duly adopted by a vote of the majority of the members of the corporation present at a regularly constituted meeting, and the date of such adoption, which statement has been signed by the President and Secretary.

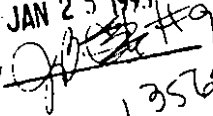
BANK OF NEWPORT

By 
Peter S. Damon, President

The Board of Bank Incorporation of the State of Rhode Island hereby approves the foregoing Amendment to the Charter of Bank of Newport, which said Amendment was duly adopted by a vote of majority members of the corporation present at a regularly constituted meeting held on February 7, 1994.

BOARD OF BANK INCORPORATION OF
THE STATE OF RHODE ISLAND

FILED
JAN 25 1995
BY  #9
135656

Dated: November 2, 1994

CERTIFICATE OF PRESIDENT AND SECRETARY
AS TO VOTE OF THE MEMBERS OF THE CORPORATION
TO AMEND THE CHARTER

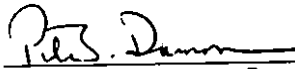
We, Peter S. Damon and John H. Ellis, President and Secretary, respectively, of the Bank of Newport, hereby certify that the following is a true copy of a resolution unanimously adopted by the Incorporators of Bank of Newport, at a regularly constituted meeting of the corporation duly called and held on February 7, 1994:


RESOLVED: That the first sentence of Section 7 of the Charter of Bank of Newport be amended to read as follows:

"Section 7. The annual meeting of the corporation shall be held at a location in Newport County within ninety (90) days of the end of the corporation's fiscal year at a date, time and place fixed by the Trustees."

BANK OF NEWPORT

(Seal)

By 
Peter S. Damon, President

By 
John H. Ellis, Secretary

RECEIVED
FEB 10 1994
BANK OF NEWPORT