

4. The above resolution was adopted by the board of directors acting alone, there being no shareholders or subscribers.  the board of directors being so authorized pursuant to P.A. 75-159(1)(a), 1975 Public Acts and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: 9  
6. The number of directors' votes in favor of the resolution was: 13

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) Frank J. Godwin, Jr.  
NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) Donald C. Davis  
SIGNED (Secretary or Assistant Secretary) *Donald C. Davis*

4. The above resolution was adopted by the board of directors and by shareholders.  
5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
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(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)  
NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)  
SIGNED (Secretary or Assistant Secretary)

4. The above resolution was adopted by the board of directors and by members.  
5. Vote of members:

(a) (Use if no members are required to vote as a class)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
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(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)  
NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)  
SIGNED (Secretary or Assistant Secretary)

FILED STATE OF CONNECTICUT SEP 19 1975  
SECRETARY OF STATE  
By *[Signature]* 3 A.M. P.M.

FILED FEE \$ 4	CERTIFICATION FEE \$ 7	TOTAL FEES \$ 11
SIGNED (for Secretary of the State) <i>C. Lacey</i>		INITIALS
CERTIFIED COPY SENT ON (Date)		
TO Dzialo, Pickett & Allen, P. C. John F. Pickett, Middletown Savings Bank Bldg. Middletown, Ct. 06451		
CARD <i>col</i>	LIST	PAGE <i>145/126</i>

