

CERTIFICATE

FIRST NH BANK

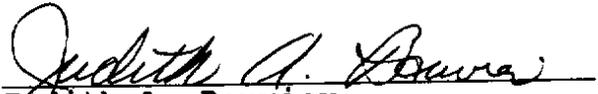
FILED

OCT 9 1991

NEW HAMPSHIRE  
SECRETARY OF STATE

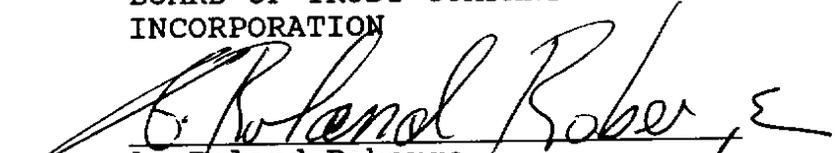
I hereby certify that I am the duly elected  
Secretary/Clerk of First NH Bank and further certify that  
the attached is a true copy of the Amendments to the Amended  
and Restated Articles of Agreement of First NH Bank as of  
the date hereof.

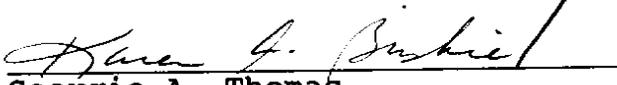
Dated: October 9, 1991

  
Judith A. Bouvier  
Secretary/Clerk

Approved by the undersigned members of the Board of Trust  
Company Incorporation this 9<sup>th</sup> day of October, 1991.

BOARD OF TRUST COMPANY  
INCORPORATION

  
A. Roland Roberge

  
~~Georgie A. Thomas~~  
Karen A. Briskie

  
Monica A. Ciolfi

**AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF AGREEMENT  
  
FIRST NH BANK**

Section C of Article Fifth of the Amended and Restated Articles of First NH Bank shall be amended by deleting the first sentence thereof in its entirety and inserting the following words and punctuation in its place:

"The Corporation shall have a class of preferred capital stock entitled Class A Non-Cumulative Perpetual Preferred Stock (hereinafter referred to in this Article as "Class A Stock") of the par value of Twenty Five Dollars (\$25.00) per share."

Section C.2(b) of Article Fifth of the Amended and Restated Articles of First NH Bank shall be amended by deleting the following words and punctuation from the last sentence thereof:

"...so that the amount of dividends declared per share on this Class A Stock and such other class or series ranking on a parity with this Class A Stock shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of this Class A Stock and such other class or series ranking on a parity with this Class A Stock bear to each other."

Section C.3(a) of Article Fifth of the Amended and Restated Articles of First NH Bank shall be amended by deleting the last sentence thereof in its entirety and inserting the following words and punctuation in its place:

"The term "Unpaid Dividends" shall mean, with respect to shares of this Class A Stock as of any date, an amount equal to the sum of all dividends with respect to such shares that have been declared during the year in which such date falls but which remains unpaid."

Section C.4(a) of Article Fifth of the Amended and Restated Articles of First NH Bank shall be amended by deleting the first sentence thereof in its entirety and replacing it with the following words and punctuation:

"The shares of this Class A Stock shall be redeemable as a whole or in part, at the Corporation's option, subject to the prior approval of the primary Federal regulator having jurisdiction over the Corporation, at any time after the seventh annual anniversary of the date of the initial issuance of the Class A Stock, at a redemption price per share equal to \$25.00 per share of this Class A Stock plus an amount equal to Unpaid Dividends (as defined in Section 3(a)) on such share as of the date of such redemption (the "Redemption Price")."

Dated: October 9, 1991

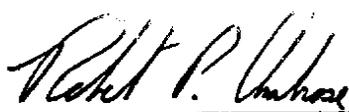
DPV15614526.AH2

State of New Hampshire  
Department of State

Be it known, that whereas the attached petition for amended and restated articles of agreement of FIRST NH BANK, has complied with the provisions of the statutes of this State in such case made and provided, as appears from the petition duly approved by the BOARD OF TRUST COMPANY INCORPORATION and recorded in this office:

Now, therefore, I, Robert P. Ambrose, Deputy Secretary of State do hereby certify that said amended and restated articles of agreement of FIRST NH BANK, has been filed with this office.

Witness my official signature hereunto subscribed, and the seal of the State of New Hampshire, affixed, this 9th day of October in the year one thousand nine hundred and ninety-one.



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Robert P. Ambrose  
Deputy Secretary of State

