

CONSENT OF INCORPORATORS

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We, the undersigned, intending to act as incorporators and to form a corporation under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, hereby consent to the following action and adopt the following votes in lieu of the first meeting of incorporators:

VOTED: That the Articles of Organization of the corporation, in the form proposed and executed by the incorporators, be and hereby are adopted as the Articles of Organization of the corporation, and that the Articles of Organization be submitted to the Secretary of the Commonwealth of Massachusetts for his approval and filing, together with the proper fee for same.

VOTED: That the By-Laws circulated herewith be and hereby are adopted as the By-Laws of the corporation.

VOTED: That the number of directors of the corporation, until changed in accordance with the By-Laws, be and hereby is fixed at two, and that the following individuals be and hereby are elected directors of the corporation to hold office in accordance with the By-Laws:

William E. Forrest
J. Philip Rawinski

VOTED: That the following individuals be and they hereby are elected officers of the corporation to hold office in accordance with the By-Laws:

William E. Forrest
William E. Forrest
J. Philip Rawinski

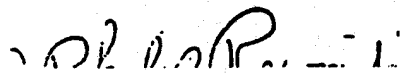
President
Treasurer
Clerk, Vice Pres.
and Asst. Treas.

IN WITNESS WHEREOF, this Consent has been executed and filed with the records of the corporation and shall for all purposes be treated as votes taken at a meeting.

INCORPORATORS:



William E. Forrest



CONSENT OF DIRECTORS

We, the undersigned, being all of the directors of Paul Revere Village Association, Inc., pursuant to the provisions of Chapter 180 and Chapter 156B, Section 59 of the General Laws of the Commonwealth of Massachusetts and of the By-Laws of the corporation, do hereby consent to the following actions and adopt the following votes as action of the directors without a meeting:

- VOTED: That the form of the corporation seal and the securing of same be left to the Clerk.
- VOTED: That the corporation open a corporate bank account with Millbury Savings Bank of Millbury, Massachusetts.
- VOTED: That the resolutions prescribed and furnished by said bank, in the form attached hereto, for opening said account and for designating the officers to sign drafts and checks thereon and to borrow without limit be and they are hereby adopted and made a part of this Consent, wherein the President, Treasurer, or Clerk, signing singly, are designated as the officers to sign drafts and checks and to borrow without limit.
- VOTED: That the directors of the corporation, singly or in combination, be and they are hereby authorized and directed in the name of and on behalf of the corporation to execute, certify, prepare and deliver in accordance with Chapter 183A, Section 6(d) of the General Laws of the Commonwealth of Massachusetts, the signature of either director to such a certificate to be conclusive evidence that such certificate is in satisfactory form.

IN WITNESS WHEREOF, this Consent shall be filed with the records of the meetings of the directors of Paul Revere Village Association, Inc., and shall for all purposes be treated as votes taken at a meeting.



William E. Forrest



J. Philip Rawinski

CORPORATE RESOLUTIONS
FOR
OPENING AND MAINTAINING CORPORATION ACCOUNTS

I HEREBY CERTIFY that the following is a true copy of resolutions adopted by the Board of Directors of

1. (Name of Corporation) Paul Revere Village Association, Inc.
Taxpayer Identification Number _____
2. (State granting Charter) Massachusetts corporation, at a meeting of the Board duly held on _____
(by a consent vote dated) _____
3. (Date Resolution Passed) _____ 19 ____ at which a quorum was present, that the same are in conformity with the provisions of the charter and by-laws of the Corporation and that each is now in full force and effect.

RESOLVED, that this corporation open a checking account or accounts and/or a savings account with MILLBURY SAVINGS BANK as follows:

A. (Name(s) of Account(s) to be opened) Paul Revere Village Association, Inc.

and subject to the discretion of the officers specified in Section B (1) of the next succeeding Resolution, acting as provided in Section B (2) of that Resolution, additional account(s) whenever necessary, which account(s) shall be named as the Bank and such officers agree, and that the Bank is hereby designated as a depository of this Corporation with authority to accept at any time for the credit of said account(s) deposits by whomsoever made of funds in whatever form and in whatever manner endorsed.

RESOLVED, that until duly notified in writing of a Resolution to the contrary, MILLBURY SAVINGS BANK is authorized and directed to pay, certify, apply, or otherwise honor and charge to the account(s) authorized by the next succeeding Resolution, without inquiry and without regard to the application of the proceeds thereof, checks, drafts, notes, bills of exchange, acceptances, undertakings, and other instruments or orders for the payment, transfer, or withdrawal of money for whatever purpose and to whomsoever payable, including those drawn to the individual order of a signer, and to recognize as valid all waivers of demand, protest, and notice of protest or dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed in the name of this Corporation, when signed, accepted, or endorsed by

B. (1) (Titles of Signers on Accounts) President, Treasurer, Clerk

NOTE: Do not use names of Signers unless such Signers do not hold Titles.

(2) Indicate Manner of Signing (Singly, any two or otherwise) Singly

RESOLVED, that until duly notified in writing of a Resolution to the contrary, MILLBURY SAVINGS BANK (is) (is not) authorized to transfer funds from the savings account to the checking account(s) and vice versa by telephone request from the officers specified in Section B (1). The Bank is hereby relieved from liability for errors, omissions, or unauthorized transfers which it may make, provided that in acting upon such telephoned requests it shall exercise due diligence and reasonable care.

RESOLVED, that until duly notified in writing of a Resolution to the contrary, MILLBURY SAVINGS BANK is authorized to accept and act upon the certificate of the Secretary or any other officer of this Corporation as to the names of the present and future officers of this Corporation and to act and rely upon any specimens of signatures of officers, or other persons, if any, authorized to sign and act for this Corporation, which are furnished to the Bank by such Secretary or any other officer.

Witness my hand and the official seal of this Corporation, this _____ day of _____ 19 ____

(SEAL) _____
Paul Revere Village Association, Inc.

(TITLE OF RECORDING OFFICER)
J. Philip Rawinski, Clerk

NOTE: If such secretary or other recording officer is authorized to act alone by the above resolution, this certificate must also be confirmed by another officer.

Confirmed