

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NEW HAMPSHIRE MUTUAL BANCORP**

**ARTICLE I  
CORPORATE TITLE**

The full corporate title of the corporation is “New Hampshire Mutual Bancorp” (the “Corporation”).

**ARTICLE II  
OFFICE**

The main office of the Corporation shall be located in Concord, New Hampshire and may be changed from time to time by the Board of Trustees, subject to applicable law.

**ARTICLE III  
NATURE AND POWERS**

The Corporation is a mutual holding company organized under Chapter 383-B of the New Hampshire Revised Statutes Annotated (“RSA”) and shall have and may exercise all powers and authority, express and implied, prescribed under RSA 383-B, as amended from time to time, and under all other applicable state and federal laws. Notwithstanding any other provisions contained herein, the Corporation shall have no power to take deposits.

**ARTICLE IV  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE V  
CORPORATORS**

The Corporation shall have a body of Corporators who shall be exclusively representative of, and shall exclusively represent, the various interests and communities served by the Corporation and its subsidiary banks. The Corporators have the rights and duties of “corporators” as set forth in RSA 383-B. The number and qualifications of persons serving as Corporators, and the procedures for their election, shall be set forth in the Bylaws.

## **ARTICLE VI TRUSTEES**

The Corporation shall be under the direction of a Board of Trustees. The number of Trustees shall not be fewer than prescribed by law and shall be set from time to time in accordance with the Bylaws. Trustees shall be elected as provided in the Bylaws.

## **ARTICLE VII VOTE REQUIRED TO APPROVE A PLAN OF CONVERSION AND REORGANIZATION AND RELATED STOCK ISSUANCE PLAN**

Any plan of conversion and reorganization and related stock issuance plan of the Corporation, the subsidiary banks, and its affiliates, providing for the issuance of securities pursuant to subscription rights, shall be approved by both the affirmative vote of: (i) two-thirds (2/3) of the total votes of Trustees; and (ii) a majority of the total votes of Corporators and the New Hampshire Bank Commissioner, in accordance with the State of New Hampshire Revised Statutes.

## **ARTICLE VIII LIQUIDATION AND DISSOLUTION**

The Corporation may liquidate its affairs and be dissolved in accordance with the procedures set forth in RSA 383-B.

(a) Liquidation Rights. Except for persons having deposit accounts with a subsidiary bank which was acquired by the Corporation after the date of the Reorganization and which was in stock form prior to the time of its acquisition by the Corporation, all persons who have deposit accounts with any subsidiary bank of the Corporation within the thirty (30) days immediately prior to the time at which proceedings for the liquidation of the Corporation are commenced shall have the right, upon the liquidation of the Corporation, to receive any proceeds of the Corporation's assets and property which may remain after payment of the expenses of settling the Corporation's affairs and satisfaction of all liabilities of the Corporation, as provided in RSA 383-B.

(b) Limitations. Liquidation rights accorded depositors under RSA 383-B shall relate to the liquidation of the Corporation and not to the liquidation or other disposition of any asset or group of assets owned by the Corporation including, without limitation, any stock bank or other subsidiary which may be owned in whole or in part by the Corporation. No depositor of any subsidiary bank of the Corporation shall, as such, have any rights with respect to the Corporation or any of its assets or properties, except (a) liquidation rights with respect to the Corporation provided for herein and (b) rights as a creditor with respect to any subsidiary bank of the Corporation in which the depositor has a deposit. No merger, consolidation, disposition or acquisition of assets or liabilities or other similar transaction or business combination to which the Corporation is a party or otherwise involving the Corporation will constitute a liquidation for the purposes of this Article VIII, whether the Corporation is or is not the surviving entity in such transaction or combination.

## **ARTICLE IX INDEMNIFICATION**

The Trustees, officers and employees shall be indemnified to the extent provided in the Bylaws of the Corporation.

## **ARTICLE X LIMITATION OF LIABILITY**

The following provision shall be applicable if, when, and to the extent permitted by applicable law: no Corporator, Trustee or officer shall be personally liable to the Corporation for monetary damages for breach of his or her fiduciary duty as a Corporator, trustee or officer, except for liability (i) for any breach of such Corporator, trustees or officer's duty of loyalty to the Corporation, (ii) for any of his or her acts or omissions not made in good faith or in knowing violation of law or which involve intentional misconduct, or (iii) for any transaction from which the Corporator, trustee or officer derived an improper personal benefit. Any repeal or modification of this Article X shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification.

## **ARTICLE XI AMENDMENT OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Unless otherwise provided by applicable law, this Amended and Restated Incorporation may be amended by two-thirds (2/3) vote of both the Trustees and the Corporators present in person, or by proxy, and voting at a duly constituted regular or special meeting of the Trustees and Corporators, respectively, provided, however, that the notice for such meeting must state that a purpose of the meeting is to consider and act upon a proposed amendment to this Amended and Restated Articles of Incorporation and shall include the text of the proposed amendment or a summary thereof.

## **ARTICLE XII REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation is 89 North Main Street, Concord, New Hampshire. The registered agent is Christine J. Scheiner at the registered office of the Corporation.