

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN
 Secretary of the Commonwealth
 STATE HOUSE
 BOSTON, MASS.

ARTICLES OF ORGANIZATION (Under G.L. Ch. 153B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Marshall H. Sloane

100a Fellsway West
 Somerville, Massachusetts 02145

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

Century Bancorp, Inc.

2. The purposes for which the corporation is formed are as follows:

See pages 2a and 2b.

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient additional should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 3 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	None	None	—	—
Common	None	300,000	\$1	300,000

4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None

6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See pages 6a, 6b, 6c and 6d.

Article 2

The purposes for which the corporation is formed are as follows:

To become and be a bank holding company controlling directly or indirectly voting shares of one or more commercial banking institutions and to engage, directly or indirectly, in any activity, business or transaction permissible to a bank holding company.

To subscribe for, purchase, take, receive, underwrite, invest or reinvest in or otherwise acquire, own, use, employ, hold, vote, accept, endorse, guarantee, take and hold as security, discount or have discounted, sell, exchange, lend, lease, transfer, assign, negotiate, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, and generally to deal in and with, stocks, bonds, bills, commercial paper, notes, debentures, mortgages, certificates and other evidences of interest, participations, investment contracts, warrants, rights, loans, drafts, checks, bills of exchange, bank and trade and other acceptances, warehouse receipts and other documents and instruments of title, cable transfers and other commercial and trade paper, choses in action and certificates or evidences of indebtedness, and any other obligations and securities (all hereinafter sometimes referred to generally as "securities") (a) of trust companies, national banking associations, banking companies, other corporations, joint stock companies, trusts, associations, partnerships, joint ventures, firms and other entities and persons, domestic or foreign (all hereinafter sometimes referred to generally as "concerns"), and (b) of the United States of America, and of any state thereof, and of any county, district or municipality or other political subdivision and of any agency or public corporation of any of the foregoing, and of any foreign government or political subdivision or agency or public corporation thereof, - and while the owner of any of the aforesaid, to exercise all of the rights, powers and privileges of ownership in the same manner and to the same extent that an individual might.

To engage or participate generally (directly or indirectly, including, without limitation, as a partner) in financial and other commercial and trading transactions, undertakings and operations of all kinds, and in the promotion, advancement and assistance, financial or otherwise, of the same, and to transact any of the business in which it engages or participates, either as principal and on its own account or as a partner or as agent, factor, broker, manager, assignee or other representative and on commission or otherwise.

To undertake, carry on, assist or participate in the organization, reorganization, consolidation or liquidation of any concerns, and to promote or assist the same, financially or otherwise.

To acquire (and pay for in cash or securities of this corporation or otherwise) the whole or any part of the goodwill, rights, assets and property, - and to undertake, guarantee, endorse, or assume the whole or any part of the obligations or liabilities, including, without thereby limiting the generality of the foregoing, leases and other contracts, - of any concern.

To borrow money and otherwise contract indebtedness, with or without security, to issue renurchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal with stocks, bonds, debentures, notes and other evidences of indebtedness, warrants, rights and other securities (as above defined) of this corporation and to secure the same by the mortgage, charge, hypothecation, pledge or other transfer or encumbrance of all or any part of the assets of this corporation.

To lend money to, guarantee or otherwise lend credit to, and aid in any other manner, with or without security, any concern, any obligation of which or any interest in which is held by this corporation or in the affairs or prosperity of which this corporation has a lawful interest: and to secure any undertaking made by it in pursuance of the foregoing by the mortgage, pledge or other transfer of all or any part of its assets.

To buy, lease or otherwise acquire, hold, manage, improve, care for, supervise, operate, exchange, sell, let, lease, pledge, mortgage or otherwise dispose of or encumber any and all personal property or real estate or any interest therein, in any State or Territory of the United States and any foreign country.

To carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, partners, or otherwise, and either alone or in connection, in conjunction, or in association with others, and to do every other act or acts, and thing or things, incidental or appurtenant to or growing out of or connected with the foregoing purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

Article 6

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation and for limiting, defining or regulating the powers of the corporation and of its directors or stockholders (or any class of stockholders) are as follows:

1. Each director, officer, former director and former officer of this corporation, and each person who, at the request of or by reason of an election effected in whole or in major part by this corporation, has served as a director, officer, partner, trustee, employee, agent or nominee ("Requested Capacity") of, or in connection with, any other entity ("Other Entity"), - including, without limitation, any firm, association, partnership, joint venture, joint stock company, trust, corporation (other than this corporation) or other organization, - shall be indemnified, to the maximum extent from time to time permitted or not prohibited by law, by this corporation against all expenses and liabilities asserted or imposed upon, or reasonably incurred by, him in connection with or resulting from the following ("Indemnified Claims"): any claim, action, suit or proceeding (whether brought by or in the right of this corporation or such Other Entity or otherwise), civil or criminal, judicial or administrative, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been an officer or director of this corporation or of his serving or having so served in the Requested Capacity with respect to such Other Entity, or by reason of any alleged acts or omissions as such director, officer, or Requested Capacity (whether or not he is such at the time he becomes so involved or at the time such expenses or liabilities are incurred by or imposed upon him). Determination of any otherwise Indemnified Claims, by judgment, settlement (with or without court approval) or conviction, or upon a plea of guilty or its equivalent to a charge not specifically alleging that he failed to meet the minimum standard required by law for indemnification, or upon a plea of nolo contendere or its equivalent, shall not alone create a presumption that such person so failed, absent an express final adjudication that he so failed. A final adjudication of whether he so failed may be made in the action, suit or proceeding resulting in the otherwise Indemnified Claim or in any other action, suit or proceeding (including, but not limited to, a suit for declaratory judgment) brought by him or the corporation to determine whether he is entitled to indemnification hereunder.

2. As used in these provisions, the terms "expenses" and "liabilities" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts reasonably paid in settlement by, such director, officer, trustee or nominee.

3. In implementation of the foregoing provisions, and subject to the limitations set forth therein, actual payment of any indemnification claimed hereunder shall be authorized by the Board, in each instance, if (but only if):

(a) the Board shall find, by a vote which is sufficient for such purpose without counting the vote of any director who is a party to the claim, action, suit or proceeding in question (and without counting any such interested directors in determining the presence of a quorum of the Board), that the officer, director or other eligible person claiming such indemnification is entitled to receive the same and, in the case of a settlement, that the amount paid in settlement, that the amount paid in settlement, or the portion thereof as to which indemnification is to be given, is reasonable in the light of all the circumstances: or

(b) independent legal counsel (who may be the regular counsel of this corporation) shall have delivered to this corporation their written opinion to the same effect: or

(c) the stockholders, by a vote which is sufficient for purpose without counting the vote of any stockholder who is a party to the claim, action, suit or proceeding in question (and without counting any such interested stockholders in determining the presence of a quorum of the stockholders), shall have specifically voted to approve the payment of such indemnification: or

(d) a court having jurisdiction shall have entered a final order ordering the payment of such indemnification.

4. Expenses incurred with respect to any claim, action, suit or proceeding of the character described in paragraph 1 of this Article 6 may, with the approval of the Board of Directors, be advanced by this corporation prior to the final disposition thereof, upon receipt of an undertaking by or on behalf of the recipient to repay all such advances unless the payment of indemnification with respect to such expenses is finally authorized in the manner hereinabove provided.

5. Nothing contained in these Articles shall affect any right to indemnification to which corporate personnel other than directors, officers and other persons entitled to indemnification under the foregoing paragraph 1 of this Article 6 may be entitled by contract or otherwise under law, or to limit in any way the discretionary power of the Board of Directors in granting or refusing indemnification to such other personnel.

6. To the maximum extent from time to time permitted or not prohibited by law, this corporation shall have the power, exercisable by its Board of Directors, to purchase and maintain

insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation or is or was serving in a Requested Capacity of an Other Entity against any and all expenses and liabilities asserted or imposed against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability under the foregoing provisions hereof.

7. The right of indemnification provided by these Articles shall not be deemed exclusive of any rights to which such director, officer, or other eligible person may now or hereafter be entitled under any by-laws, agreement, vote of stockholders or otherwise, and nothing herein contained shall in any event or under any circumstances form the basis for an inference, result, conclusion, ruling or decision more stringent than would be reached or applied in the absence of the provisions of these Articles.

8. No contract or other transaction between this corporation and one or more of its directors or officers or between this corporation and any other firm, association, joint stock company, trust, corporation or other entity in which one or more of its directors or officers is a partner, director, officer, or trustee, or is financially interested, shall be void or voidable for this reason alone, or by reason alone that such director or officer is, or such directors or officers are, present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

(a) if the fact of such common directorship, or other position or financial interest, is disclosed or known to the Board or such committee, and the Board or such committee approves such contract or transaction by a vote which is sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) if the fact of such common directorship, or other position or financial interest, is disclosed or known to the stockholders entitled to vote thereon, and the stockholders approve such contract or transaction by a vote which is sufficient for such purpose without counting the vote or votes (as stockholders) of such interested director or directors; or

(c) if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or such committee or its stockholders.

Common or interested directors and officers shall not be counted in determining the presence of a quorum at a meeting of the Board, or of a committee, or of the stockholders, which approves such contract or transaction.

9. If any term or provision of this Article 6 or the application thereof to any person or circumstances shall to any extent be held invalid or unenforceable, the remainder of these provisions, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable shall not be affected thereby and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

10. This corporation may be a partner, to the maximum extent from time to time permitted by law.

ii. Directors

A. No director need be a stockholder.

B. The directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law of the by-laws requires action by the stockholders.

C. The directors may, without action by the stockholders to the maximum extent from time to time permitted by law, issue from time to time any securities of this corporation, whether debt, equity, mixed or otherwise, of every nature and description, and whether preferred, subordinated, secured, unsecured, convertible, or otherwise, and whether or not issued or held by the corporation, including without limitation any rights, warrants or options, provided any sales of Common Stock or Preferred Stock or other equity securities so issued shall then be authorized under these Articles of Organization as from time to time amended.

D. The number of directors who shall constitute the full Board of Directors may be enlarged by vote of a majority of the directors then in office at any meeting of the Board, provided such number may not be enlarged by more than two from the number as last fixed (or, if not so fixed, elected) by the stockholders unless the by-laws otherwise permit.

12. Stockholders have no preemptive rights.

Article 9(b) - Directors

The name, residence, and post office address of each of the initial directors of the corporation is as follows:

NAME OF DIRECTOR	RESIDENCE	POST OFFICE ADDRESS
Warren Altman	34 Prentice Road Newton Centre, Ma.	1 East Street East Cambridge, Ma.
Albert W. Ashton	71 Longmeadow Rd. Belmont, Ma.	22 Marshall St. Somerville, Ma.
Robert A. Bell	25 Drumlin Road Newton Centre, Ma.	387 Park Avenue So. New York
Maurice F. Breen	80 Packard Avenue Somerville, Ma.	80 Packard Avenue Somerville, Ma.
Daniel D. Cline	23 Prentice Road Newton Centre, Ma.	51 Winchester St. Newton Highlands, Ma.
Earnest H. Clivio	24 Austin Road Medford, Ma.	214 Main Street Stoneham, Ma.
Dr. Kenneth W. Cosentino	33 Chesterfield Road Newton, Ma.	563 Broadway Everett, Ma.
Joseph R. Doherty	19 Fellsway East Malden, Ma.	399 Highland Avenue W. Scmerville, Ma.
Peter A. Dupuis	28 Myopia Hill Road Winchester, Ma.	2 Alpine Street Somerville, Ma.

NAME OF DIRECTOR	RESIDENCE	POST OFFICE ADDRESS
Henry L. Foster	11 Drumlin Rd. Newton Centre, Ma.	251 Ballardvale St. Wilmington, Ma.
Marshall Goldman	17 Midland Road Wellesley, Ma.	Harvard University Cambridge, Mass.
Melvin J. Kolovson	125 Country Club Road Newton Centre	63 Foodmart Boston, Ma.
Maurice J. McCarthy	71 Myopia Road Winchester, Ma.	241 Mystic Avenue Medford, Ma.
James R. McDuffee	16 Lowell Rd. Wellesley, Ma.	40 Broad St. Boston, Ma.
Michael M. Ossoff	10 Hopkins Ave. Beverly, Ma.	40 Endicott S. Peabody, Ma.
Philibert L. Pellegrini	17 Cheswick Rd. Arlington, Ma.	403 Highland Ave. Somerville, Ma.
Herbert Rubin	16 Powder House Rd. Ext. Medford, Ma.	16 Riverside Avenue Medford, Ma.
Rugo Santini	7 Pawnee Drive Arlington, Ma.	60 Dudley Street Arlington, Ma.
Marshall M. Sloane	95 Country Club Rd. Newton Centre, Ma.	190a Fellsway West Somerville, Ma.
George K. Surabian	41 Leslie Rd. Winchester, Ma.	44 High Street Medford, Ma.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The most office address of the initial principal office of the corporation in Massachusetts is:

100a Fellsway West, Somerville, Massachusetts 02145

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Marshall M. Sloane	95 Country Club Rd. Newton Centre, Ma.	100a Fellsway West Somerville, Mass. 02145
Treasurer:	Hyer L. Spector	66 Blue Hill Ave. Milton, Ma.	100a Fellsway West Somerville, Mass. 02145
Clerk:	Maurice J. McCarthy	71 Myopia Rd. Winchester, Ma.	241 Mystic Ave. Medford, Ma. 02155

Directors:

See pages 9a and 9b.

- c. The date initially adopted on which the corporation's fiscal year ends is:
December 31 in each year
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:
First Tuesday in May in each year, commencing in 1973
- e. The name and business address of the resident agent, if any, of the corporation is:
None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 7th day of January 1972.

Marshall M. Sloane
Hyer L. Spector
Maurice J. McCarthy

The signature of each incorporator which is not a natural person must be by an individual who

Form of Articles of Amendment



FORM CD-72-30M-4/85-808881

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. _____

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Marshall M. Sloane, President
Leila H. Lyons, Clerk

Century Bancorp, Inc.

(Name of Corporation)

located at 102 Fellsway West, Somerville, MA 02145

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on _____, 19____, by vote of

_____ shares of _____ out of _____ shares outstanding,
(Class of Stock)

_____ shares of _____ out of _____ shares outstanding, and
(Class of Stock)

_____ shares of _____ out of _____ shares outstanding,
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon;

CROSS OUT two-thirds of each class outstanding and entitled to vote thereon and
INAPPLICABLE of each class or series of stock whose rights are adversely affected
CLAUSE thereby;

For amendments adopted pursuant to Chapter 156B, Section 70

For amendments adopted pursuant to Chapter 156B, Section 71

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring continuation is clearly indicated.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
Common		300,000	\$1.00
PREFERRED			

CHANGE the total pursuant to Amendment No. 1, herein, to:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
Class B		5,000,000	\$1.00
Class A		10,000,000	\$1.00
PREFERRED			

CONTINUATION SHEET

Amendment No. 1

Article 3 of the Articles of Organization is hereby amended by designating the present Common Stock of the corporation Class B Common Stock, \$1.00 par value per share, increasing the number of shares thereof from 300,000 to 5,000,000 shares and authorizing a new class of common stock, consisting of 10,000,000 shares of Class A Common Stock, \$1.00 par value per share.

Amendment No. 2

Article 4 of the Articles of Organization is hereby amended to read as follows:

"The preferences, voting powers, qualifications, special or relative rights or privileges as to each class of stock are as follows:

1) The Class B Common Stock shall be the sole voting stock of the corporation. The holders of Class B Common Stock shall be entitled to one vote for each one share thereof held upon all matters requiring a vote of stockholders of the corporation. The holders of Class A Common Stock shall have no voting power and shall not have the right to participate in any meeting of stockholders or to have notice thereof, except as hereinbelow provided or as required by the laws of The Commonwealth of Massachusetts. The foregoing provisions of this paragraph to the contrary notwithstanding, if and whenever the laws of The Commonwealth of Massachusetts require the approval or authorization of the stockholders as to (i) a consolidation or merger (other than one where the corporation is the resulting or surviving corporation), (ii) the sale, lease or exchange of all or substantially all of its property and assets, or (iii) an amendment to its Articles of Organization which would adversely affect the rights of the Class A Common Stock, the vote of a majority of the then outstanding shares of each of the two classes, voting separately, shall be necessary for any such approval or authorization.

2) At any time when (i) the number of the then outstanding shares of Class B Common Stock falls below 15% of the aggregate number of the shares of Class B Common Stock outstanding at the date of the first issuance by the corporation of shares of the Class A Common Stock (as said numbers shall be appropriately adjusted to reflect stock splits, stock dividends or the like) or (ii) the Board of Directors and the holders of a majority of the then outstanding shares of Class B Common Stock approve the conversion of all of the Class B Common Stock into

Common Stock, then the outstanding shares of Class B Common Stock and the then outstanding shares of Class A Common Stock shall both automatically be converted into a single class of voting Common Stock and the Board of Directors shall cause Restated Articles of Organization to be filed with the Secretary of State of The Commonwealth of Massachusetts duly reflecting the aforesaid conversion.

3) The holders of the Class A Common Stock shall be entitled to receive dividends, when and as declared by the Board of Directors out of net earnings then legally available therefor. The holders of the Class B Common Stock shall be entitled to receive dividends, when and as declared by the Board of Directors out of net earnings legally available therefor, provided that no dividend shall be declared or paid upon the Class B Common Stock unless a dividend equal to 200% or more of such dividend per share is paid per share upon the Class A Common Stock or declared and a sum set aside for payment thereof. The foregoing provisions of this paragraph shall not apply to stock splits or stock dividends, but no such stock split or stock dividend shall be declared on the Class B Common Stock unless a similar split or dividend on a share for share basis shall simultaneously be declared on the Class A Common Stock.

4) Each issued and outstanding share of Class B Common Stock may, at any time after 100 days from the date Articles of Amendment containing this amendment to the corporation's Articles of Organization are filed with the Secretary of State of The Commonwealth of Massachusetts, be converted, at the option of the holder thereof, into one fully paid and non-assessable share of Class A Common Stock as follows:

(a) Such conversion right shall be exercised by the surrender of the certificate representing such share of Class B Common Stock to be converted at the office of the transfer agent of the corporation (the "transfer agent") during normal business hours accompanied by a written notice of the election by the holder thereof to convert and (if so required by the corporation or the transfer agent) an instrument of transfer, in form satisfactory to the corporation and to the transfer agent, duly executed by such holder or his duly authorized attorney, and funds in the amount of any applicable transfer tax (unless provision satisfactory to the corporation is otherwise made therefor), if required.

(b) As promptly as practicable after the surrender for conversion of a certificate representing shares of Class B Common Stock in the manner provided above and the payment in cash of any amount required by the immediately preceding and immediately following paragraphs, the corporation will deliver or cause to be delivered at the office of the transfer agent

to or upon the written order of the holder of such certificate, a certificate or certificates representing the number of fully paid and non-assessable shares of Class A Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Class B Common Stock, and all rights of the holder of such shares of Class B Common Stock as such holder shall cease at such time and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock at such time; provided, however, that any such surrender and payment on any date when the stock transfer books of the corporation shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class A Common Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

(c) The issuance of certificates for shares of Class A Common Stock upon conversion of shares of Class B Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Class B Common Stock converted, the person or persons requesting the issuance thereof shall pay to the corporation the amount of any tax which may be payable in respect to any transfer involved in such issuance, or shall establish to the satisfaction of the corporation that there is no such tax or such tax has been paid.

(d) When shares of Class B Common Stock have been converted, they shall automatically resume the status of authorized but unissued shares of Class B Common Stock without the necessity for action by the corporation or its stockholders or directors, and shall be available for reissuance.

5) Except with respect to voting, dividend and convertibility rights, the rights of the two classes of Common Stock shall be equal share for share";

Amendment No. 3

Article 6 of the Articles of Organization is hereby amended by renumbering the sections numbered 8, 9, 10, 11 and 12 contained

therein as sections numbered 9, 10, 11, 12 and 13, respectively, and inserting the following section numbered 8:

"8. No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 61 or 62 of the Massachusetts Business Corporation Law, or any amendatory successor provisions thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

Amendment No. 4

Article 6, section 11 of the Articles of Organization is hereby amended by deleting in its entirety the following paragraph D:

"The number of directors who shall constitute the full Board of Directors may be enlarged by vote of a majority of the directors then in office at any meeting of the Board, provided such number may not be enlarged by more than two from the number as last fixed (or, if not so fixed, elected) by the stockholders unless the by-laws otherwise permit."

See Continuation Sheet numbered 1 through 4 attached hereto and which are part hereof, for the text of Amendments No. 1,2,3, and 4.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 1556, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
day of _____, in the year 19____

President/Vice President

Clerk/Assistant Clerk

THE COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

(1) Exact name of corporation: Century Bancorp, Inc.

(2) Registered office address: 400 Mystic Avenue, Medford, Massachusetts 02155

(number, street city or town, state, zip code)

(3) These articles of amendment affect article(s): III and IV

(specify the number(s) of article(s) being amended (I- VI))

(4) Date adopted: January 8, 2009

(month, day, year)

(5) Approved by:

(check appropriate box)

the incorporators.

the board of directors without shareholder approval and shareholder approval was not required.

the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

Article III is hereby amended to authorize 100,000 shares of Preferred Stock, \$1.00 par value per share.

Article IV is hereby amended to add the following new paragraphs 6 and 7:

6) The Class A Common Stock and the Class B Common Stock rank junior to the Preferred Stock as to dividend rights and to rights on liquidation or dissolution.

7) The Board of Directors may create classes or series of Preferred Stock, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series of Preferred Stock which exceeds the total number of authorized shares of Preferred Stock specified in the Articles of Organization.

4

P.C.

To change the number of shares and the par value, * if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:
 Total authorized prior to amendment:

WITHOUT PAR VALUE			WITH PAR VALUE	
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common, Class B	5,000,000	\$1.00
		Common, Class A	10,000,000	\$1.00

Total authorized after amendment:

WITHOUT PAR VALUE			WITH PAR VALUE	
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common, Class B	5,000,000	\$ 1.00
		Common, Class A	10,000,000	\$ 1.00
		Preferred	100,000	\$ 1.00

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

 *G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.

Signed by: _____ /s/ Jonathan G. Sloane
(signature of authorized individual)

- Chairman of the board of directors,
- President
- Other officer Co-CEO and Co-President
- Court-appointed fiduciary.

on this 9th day of January, 2009 _____

illegible

Examiner

illegible

Name approval

C

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COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

I hereby certify that upon examination of these articles of amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of \$200 having been paid, said articles are deemed to have been filed with me this 9 day of Jan, 2009, at 3:37a.m./p.m. *time*

Effective date: January 9, 2009

(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

eligible

Filing fee: Minimum filing fee \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION

Contact Information:

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Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

[End]