

ORGANIZATION CERTIFICATE

OF

“.....”

We, the undersigned, all being of full age, of us being citizens of the United States andof us being residents of the State of New York, having associated ourselves together for the purpose of forming a safe deposit company under and pursuant to the Banking Law of the State of New York, do hereby certify the following:

First. The name by which the corporation is to be known is

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Second. The place where its principal office is to be located is

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Third. The amount of its capital stock is to be..... Dollars (\$.....), and the number of shares into which such capital stock is to be divided is with a par value of \$ each.

Fourth. The shares to be classified as preferred and common.
(are or are not)

If the shares are to be so classified,

(a) The number and par value of shares to be included in each class are as follows:

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(b) All the designations, preferences, privileges and voting powers of the shares of each class, and the restrictions or qualifications thereof are as follows:

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Eighth. The names of the incorporators who shall be the directors until the first annual meeting of stockholders are as follows:

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The incorporators hereinabove named as directors possess the qualifications of directors as to citizenship and residence specified in Section 7001 of the Banking Law.

Ninth. The corporation shall not make loans or advance funds to officers, directors, employees, stockholders, or affiliates as defined in Part 11 of the General Regulations of the Banking Board.

Tenth. The board of directors of the corporation may annually, semi-annually, or quarterly, but not more frequently, declare such dividends as they deem judicious to be paid from net profits. No dividend shall be declared, credited, or paid when there is any impairment of capital stock. The corporation shall seek the approval of the Superintendent of Financial Services if the total of all dividends declared with respect to any calendar year shall exceed the total of the corporation's net profits for that year combined with the retained net profits of the preceding two years.

IN WITNESS WHEREOF, We have made, signed, and acknowledged this certificate in duplicate, this day of,

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