

BUREAU OF FINANCIAL INSTITUTIONS
Department of Professional and Financial Regulation
State of Maine



Certificate to Transact Business, to Convert and to Merge
Related to the Reorganization of
MECHANICS SAVINGS BANK, Auburn, Maine, and
BIDDEFORD SAVINGS BANK, Biddeford, Maine
to a multi-bank Mutual Holding Company

The undersigned Superintendent of the Bureau of Financial Institutions of the State of Maine has duly received the appropriate executed documents related to the Plan Of Reorganization From A Mutual Savings Bank To A Mutual Holding Company of Mechanics Savings Bank And Biddeford Savings Bank dated February 3, 2015 (“the Plan”), wherein **Mechanics Savings Bank**, whose principal office is located in Auburn in the County of Androscoggin and the State of Maine, and **Biddeford Savings Bank**, whose principal office is located in Biddeford in the County of York and the State of Maine, agree to combine and reorganize into a mutual holding company structure pursuant to the Maine Banking Code, including Title 9-B M.R.S. Chapter 105, and, therefore, does hereby certify:

- (1) pursuant to Title 9-B M.R.S. §313-A, **Mechanics Interim One Savings Bank** is hereby authorized to transact the business for which it was organized;
- (2) pursuant to Title 9-B M.R.S. §313-A, **Mechanics Interim Two Savings Bank** is hereby authorized to transact the business for which it was organized;
- (3) pursuant to Title 9-B M.R.S. §313-A, **Mechanics Interim Three Savings Bank** is hereby authorized to transact the business for which it was organized;
- (4) in accordance with the Plan, Mechanics Interim One Savings will form a subsidiary to be known as **Maine Community Bancorp, Inc.** a Maryland corporation;
- (5) **Mechanics Savings Bank** has been legally converted from a mutual savings bank to an investor-owned universal bank;
- (6) in accordance with the Plan and with an Agreement of Merger dated January 26, 2016, Mechanics Interim Two Savings Bank will be merged with and into Mechanics Savings Bank under the charter and title of Mechanics Savings Bank, as converted to an investor-owned universal bank and whose principal office is located at 100 Minot Avenue, Auburn, Androscoggin County, Maine;
- (7) **Biddeford Savings Bank** has been legally converted from a mutual savings bank to an investor-owned universal bank;

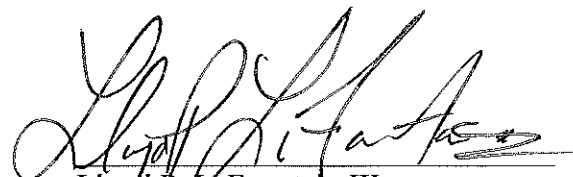
- (8) in accordance with the Plan and with an Agreement of Merger dated January 26, 2016, Mechanics Interim Three Savings Bank will be merged with and into Biddeford Savings Bank under the charter and title of Biddeford Savings Bank, as converted to an investor-owned universal bank and whose principal office is located at 254 Main Street, Biddeford, York County, Maine; and
- (9) in accordance with the plan, Mechanics Interim One Savings Bank will exchange its charter for a mutual holding company charter to become **Maine Community Bancorp, MHC**.

As a result of these transactions, Mechanics Savings Bank and Biddeford Savings Bank, both mutual savings banks under the laws of the State of Maine, have reorganized into a multi-bank mutual holding company structure whereby Mechanics Savings Bank and Biddeford Savings Bank are now two individual Maine-chartered investor-owned universal banks, wholly-owned by Maine Community Bancorp, Inc., a Maryland corporation, which in turn is wholly-owned by Maine Community Bancorp, MHC, a Maine-chartered mutual holding company.

Mechanics Interim One Savings Bank, Mechanics Interim Two Savings Bank, and Mechanics Interim Three Savings Bank are being formed solely for purposes of facilitating the reorganization of Mechanics Savings Bank and Biddeford Savings Bank into a multi-bank mutual holding company structure and satisfying statutory requirements; none of the interim banks will operate as a bank in its own right.

BE IT FURTHER KNOWN, that these transactions are effective January 26, 2016.

IN WITNESS WHEREAS, I have hereunto set my hand as Superintendent, at Gardiner in the County of Kennebec, and the State of Maine, this twenty-sixth day of January in the year of our Lord, two thousand sixteen.


Lloyd P. LaFountain III
Superintendent

