


STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: MB BANCORP, INC.
Business Id: 0100699084
Certificate Number: 6000203227

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A MERGER ON October 31, 2018 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
May 05, 2023 A.D.

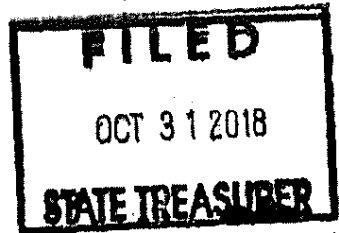



ELIZABETH MAHER MUOIO
STATE TREASURER

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

MRG



0100699084

UMC-2 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

- 1. Type of Filing (check one): [X] Merger [] Consolidation
2. Name of Surviving Business Entity: MB Bancorp, Inc.
3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Table with 3 columns: Name, Jurisdiction, Identification # Assigned by Treasurer (if applicable). Rows include MB Bancorp, Inc. (New Jersey, 0100699084) and Metuchen Bancorp, Inc. (USA, N/A).

4. Date Merger/Consolidation adopted: 5/24/18

- 5. Voting: (all corporations involved; attach additional sheets if necessary)
-a Corp. Name MB Bancorp, Inc. Outstanding Shares 100,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [X]

- b Corp. Name Metuchen Bancorp, Inc. Outstanding Shares 10,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [X]

- c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) []

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

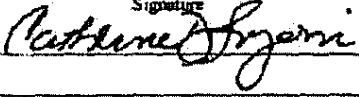
The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

Certificate of Merger/Consolidation
UMC-2
Page 2

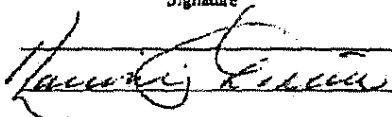
7. Effective Date (see inst.): 10/31/18 at 6:00 p.m.

Signature	Name	Title	Date
	Catherine D. Franzoni	Exec. Vice President	10/29/18
	Katherine J. Liseno	President and CEO	

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

Certificate of Merger/Consolidation
UMC-2
Page 2

7. Effective Date (see inst.): 10/31/18 at 6:00 p.m.

Signature	Name	Title	Date
	<u>Catherine D. Franzoni</u>	<u>Exec. Vice President</u>	
	<u>Katherine J. Liseno</u>	<u>President and CEO</u>	<u>10/29/18</u>

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

**AGREEMENT OF MERGER BETWEEN
MB BANCORP, INC.
AND METUCHEN BANCORP, INC.**

THIS AGREEMENT OF MERGER (this "Bancorp Merger Agreement") dated as of May 24, 2018, is made by and between MB Bancorp, Inc., a New Jersey-chartered corporation ("MB Bancorp"), and Metuchen Bancorp, Inc., a federally-chartered corporation ("Metuchen Bancorp").

RECITALS:

1. Metuchen Savings Bank, a New Jersey savings bank ("Metuchen Bank"), Metuchen Bancorp, Metuchen, MHC, a federally-chartered mutual holding company ("Metuchen MHC"), Manasquan Bank, a New Jersey savings bank ("Manasquan Bank"), MB Bancorp, and MB Mutual Holding Company, a New Jersey-chartered mutual holding company ("MB MHC"), have executed and delivered the Agreement and Plan of Merger, dated as of May 24, 2018, (the "Merger Agreement"), pursuant to which: (i) Metuchen MHC shall merge with and into MB MHC, with MB MHC as the surviving entity; and (ii) Metuchen Bancorp shall merge with and into MB Bancorp, with MB Bancorp as the surviving entity.

2. The boards of directors of Metuchen Bancorp and MB Bancorp have approved this Bancorp Merger Agreement and authorized the execution and delivery of this Bancorp Merger Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, the parties hereto have agreed as follows:

1. **Merger.** At and as of the Bancorp Merger Effective Time (as defined below), Metuchen Bancorp shall merge with and into MB Bancorp (the "Bancorp Merger") with MB Bancorp as the resulting entity (the "Resulting Entity"). The separate existence of Metuchen Bancorp shall cease as a result of the Bancorp Merger.

2. **Effective Time.** The Bancorp Merger Effective Time shall be the date, after all regulatory approvals required in connection with the transactions contemplated by the Merger Agreement have been received, upon which a certificate of merger with respect to the Bancorp Merger is filed with the New Jersey Department of Revenue.

3. **Name.** The name of the Resulting Entity shall be MB Bancorp, Inc.

4. **Offices.** The main office of the Resulting Entity shall be 2221 Landmark Place, Manasquan, New Jersey 08736.

5. **Directors and Officers.** The officers of MB Bancorp immediately prior to the Bancorp Merger Effective Time shall be the officers of the Resulting Entity after the Bancorp Merger Effective Time, until their respective successors are duly elected or appointed and qualified. The names and addresses of each director of the Resulting Entity are as set forth in Appendix A to this Agreement.

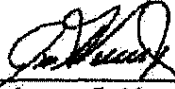
6. Rights and Duties of the Resulting Entity. At the Bancorp Merger Effective Time, Metuchen Bancorp shall be merged with and into MB Bancorp, and MB Bancorp shall be the Resulting Entity. The business of the Resulting Entity shall be that of a New Jersey-chartered bank holding company as provided in the MB Bancorp Certificate of Incorporation. All assets, rights, interests, privileges, powers, franchises and property (real, personal and mixed) of Metuchen Bancorp shall be automatically transferred to and vested in the Resulting Entity by virtue of such merger without any deed or other document of transfer. The Resulting Entity, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as the agent or other fiduciary in the same manner and to the same extent as such rights, franchises, and interests and powers were held or enjoyed by Metuchen Bancorp. The Resulting Entity shall be responsible for all of the liabilities, restrictions and duties of every kind and description of Metuchen Bancorp, immediately prior to the Bancorp Merger, including liabilities for all debts, obligations and contracts of Metuchen Bancorp, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books or accounts or records of Metuchen Bancorp. All rights of creditors and other obligees and all liens on property of Metuchen Bancorp shall be preserved and shall not be released or impaired.

7. Other Terms. All terms used in this Bancorp Merger Agreement shall, unless defined herein, have the meanings set forth in the Merger Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Officer's Certificate in the name and on behalf of MB Bancorp to be effective as of the Closing Date.

MB BANCORP, INC.


By: 
Name: James S. Vaccaro
Its: President and CEO

IN WITNESS WHEREOF, Metuchen Bancorp and MB Bancorp have caused this Bancorp Merger Agreement to be executed as of the date first above written.

MB Bancorp, Inc.

By: _____
James S. Vaccaro
Chairman, President and Chief
Executive Officer

Metuchen Bancorp, Inc.

By:  _____
Victor M. Richel
Chairman

APPENDIX A

[NAMES AND ADDRESSES OF EACH DIRECTOR OF THE RESULTING ENTITY, MB
MUTUAL HOLDING COMPANY]

NAME	ADDRESS
<u>James S. Vaccaro</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>James M. Manser</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>James S. Hickey</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Christopher R. Housen</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>James J. Lepore, Jr.</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Ann L. Noble</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Jennifer Collins</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Theodore F. Raffetto</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Andy Sisti</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Victor M. Richel</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Gary Horan</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>
<u>Janine Akey</u>	<u>2221 Landmark Place, Manasquan, New Jersey 08736</u>