

MAINE BUREAU OF FINANCIAL INSTITUTIONS
CERTIFICATE TO TRANSACT BUSINESS, TO CONVERT AND TO MERGE
RELATED TO THE REORGANIZATION OF GORHAM SAVINGS BANK,
GORHAM, MAINE, TO A 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 reorganization of Gorham Savings Bank, whose principal office is located in Gorham in the County of Cumberland and the State of Maine, into a mutual holding company structure pursuant to Title 9-B M.R.S.A. Chapter 105, and, therefore, does hereby certify:

- (1) pursuant to Title 9-B M.R.S.A. §312-A.1, Gorham Interim I Savings Bank is hereby authorized to transact the business for which it was organized;
- (2) pursuant to Title 9-B M.R.S.A. §312-A.1, Gorham Interim II Savings Bank is hereby authorized to transact the business for which it was organized;
- (3) Gorham Savings Bank has been legally converted from a mutual savings bank to an investor-owned universal bank;
- (4) in accordance with a plan and agreement of merger dated March 15, 2006, Gorham Interim II Savings Bank will be merged with and into Gorham Savings Bank under the charter and title of Gorham Savings Bank, as converted to an investor-owned universal bank and whose principal office is located at 10 Wentworth Drive, Gorham, Cumberland County, Maine; and
- (5) Gorham Interim I Savings Bank will exchange its charter for a mutual holding company charter to become Gorham Bancorp, MHC.

As a result of these transactions, Gorham Savings Bank, a mutual savings bank under the laws of the State of Maine has reorganized into a mutual holding company structure whereby Gorham Savings Bank is now an investor-owned universal bank, wholly-owned by Gorham Bancorp, Inc., an intermediary Delaware stock corporation, which in turn is wholly-owned by Gorham Bancorp, MHC, a Maine-chartered mutual holding company. Gorham Interim I Savings Bank and Gorham Interim II Savings Bank are being formed solely for purposes of facilitating the reorganization into a mutual holding company and satisfying statutory requirements; neither bank will operate as a bank in its own right.

BE IT FURTHER KNOWN that these transactions are effective close of business December 22, 2006.

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

/s/ Lloyd P. LaFountain III
Superintendent