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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

2012 MAY 25 PM 2:06  
SECRETARY OF STATE  
CORPORATIONS DIV

**BUSINESS CORPORATION**

**RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-1.2-906 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of the corporation is ACIC Holding Co., Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on May 25, 2012, in the manner prescribed by Chapter 7-1.2-903 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

*(Briefly describe amendments in space below. If there are no such amendments, state "None".)*

Create a new class of common stock, the Class C Common Stock

3. The attached restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation, as previously amended, and that the restated articles of incorporation, together with the designated amendments, if any, supersede the original articles of incorporation and all previous amendments to the articles of incorporation.
4. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
5. These Restated Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: MAY 25, 2012

**FILED**

Signature of Authorized Officer of the Corporation

Michael S. Sher, Vice President & Asst. Secretary  
Type or Print Name of Authorized Officer

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**ACIC Holding Co., Inc.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**Article 1**

The name of the corporation (the "**Corporation**") is ACIC Holding Co., Inc. This is a close corporation pursuant to Section 7-1.2-1701 of the Rhode Island Business Corporation Act.

**Article 2**

The period of the duration of the Corporation is perpetual.

**Article 3**

The specific purpose or purposes for which the Corporation is organized are: To invest in one or more insurance companies and conduct any other lawful business for which a business corporation may be organized under the Rhode Island Business Corporation Act.

**Article 4**

*Authorized Capital Stock.* The total amount of the authorized capital stock of the Corporation shall consist of thirty four thousand (34,000) shares of one cent (\$.01) par value Common Stock, of which three thousand eight hundred (3,800) shares shall be designated as Class A Common Stock, two hundred (200) shares shall be designated as Class B Common Stock, and thirty thousand (30,000) shares shall be designated as Class C Common Stock.

A. Effective upon the filing of the Amended and Restated Articles of Incorporation (the "*Effective Time*"), each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time was automatically, without further action on the part of the Corporation or any holder of Class A Common Stock, reclassified and converted into (i) one (1) fully paid and nonassessable share of Class A Common Stock, and (ii) seven and four thousand three hundred sixty-eight ten thousandths (7.4368) fully paid and nonassessable shares of Class C Common Stock, provided that the number of shares of Class C Common Stock issued to each holder of Class A Common Stock upon conversion shall be rounded to the nearest whole number (the "*Class A Reclassification*").

B. At the Effective Time, each share of Class B Common Stock issued and outstanding immediately prior to the Effective Time was automatically, without further action on the part of the Corporation or any holder of Class B Common Stock, reclassified and converted into (i) one (1) fully paid and nonassessable share of Class B Common Stock, and (ii) seven and one-half (7.5) fully paid and nonassessable shares of Class C Common Stock, provided that the number of shares of Class C Common Stock issued to each holder of Class B Common Stock upon conversion shall be rounded to the nearest whole number (the "*Class B Reclassification*").

C. The relative rights, preferences, powers, qualifications and privileges of the Common Stock shall be as follows:

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*Common Stock.* Except for the differences set forth in this Article 4.C., all shares of Common Stock shall be identical, and any reference herein to the Common Stock of the Corporation, without reference to the class thereof, means all of the shares of Class A Common Stock, all of the shares of Class B Common Stock, and all of the shares of Class C Common Stock so designated and issued, share for share alike and without distinction as to class. The Common Stock of the Corporation may be issued at such time or times and for such consideration as may be determined by the Board of Directors of the Corporation or, as permitted by Section 7-1.2-1701 of the Rhode Island Business Corporation Act, by a duly authorized committee thereof to the extent expressly permitted under the Corporation's bylaws.

1. *Dividends.*

(a) Dividends may be paid on the Class A Common Stock and Class B Common Stock or Class C Common Stock out of any funds lawfully available therefor if, when, and as declared by and in the discretion of the Board of Directors or, as permitted by Section 7-1.2-1701 of the Rhode Island Business Corporation Act, a duly authorized committee thereof to the extent expressly permitted under the Corporation's bylaws.

(b) Notwithstanding Subsection (a), whenever American Commerce Insurance Company, an Ohio-domiciled insurance company and a wholly-owned subsidiary of the Corporation ("ACIC") shall pay a dividend to the Corporation, the Board of Directors shall declare and the Corporation shall pay to each holder of Common Stock an amount per share of Common Stock held by such holder equal to the quotient of (i) the dividend paid by ACIC divided by (ii) the number of shares of Common Stock issued and outstanding.

2. *Distribution of Assets.* Upon any liquidation, dissolution or winding up of the Corporation, the holders of the Class C Common Stock shall be entitled to the value of the ACIC Restricted Business and the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to the remaining value of the Corporation. "**ACIC Restricted Business**" means the insurance business of ACIC exclusive of the effects of (A) participation in (i) the Fourth Amended and Restated Pooling Agreement dated September 21, 2010 by and among certain direct and indirect insurance company subsidiaries of MAPFRE U.S.A. Corp., a Massachusetts corporation ("**MAPFRE USA**"), as it may be amended from time to time, (ii) any pools entered into by ACIC as a member of American Nuclear Insurers, and (iii) the pool administered by Global Aerospace, Inc. pursuant to a deed made as of January 1, 2009 and (B) any of ACIC's automobile or homeowners' insurance in the State of New York; *provided, however,* that any insurance business written by a direct or indirect subsidiary of MAPFRE USA other than ACIC that (x) was transferred from ACIC or (y) that is new business in the states of Connecticut, Rhode Island, New Jersey, Washington, Oregon, Idaho, Ohio, Kentucky, or Tennessee and sold under a "AAA" service mark or other AAA mark or with a discount or reduction in premium for AAA members, in each case, shall be considered ACIC Restricted Business.

3. *Treatment of Reorganizations, Consolidations, Mergers, and Sales of Assets.* A consolidation or merger of the Corporation in which the holder of a majority of the Common Stock is not the holder of the securities of the surviving corporation entitled to cast a majority of the votes generally entitled to be cast for the election of directors of the surviving

corporation, or for any controlling class of such directors, or a sale of all or substantially all of the assets of the Corporation, shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of paragraph 2 above.

#### 4. *Voting Rights.*

(a) General. The holders of the Class A Common Stock and Class B Common Stock shall be entitled to one vote for each share of Class A Common Stock and Class B Common Stock held by them. Except as expressly provided in the following paragraphs (b) and (c), the holders of the Class A Common Stock and Class B Common Stock shall vote together without regard to whether Class A Common Stock or Class B Common Stock is held by such holders. Except to the extent required by applicable law, the holders of Class C Common Stock shall not be entitled to vote on any matter voted on by the stockholders of the Corporation and shares of Class C Common Stock shall not be included in determining the number of shares voting or entitled to vote on any such matters.

(b) Election, Removal and Replacement of Directors. The holders of Class A Common Stock, voting separately as a class, shall elect two (2) directors and may remove any such director so elected and fill any vacancy created by the resignation, removal or death of any such director. The holders of Class B Common Stock, voting separately as a class, shall elect two (2) directors and may remove any such director so elected and fill any vacancy created by the resignation, removal or death of any such director.

(c) Election, Removal and Replacement of Officers. The holders of Class A Common Stock, voting separately as a class, shall elect the President and Secretary of the Corporation, respectively, and may remove any such officer so elected and fill any vacancy created by the resignation, removal or death of any such officer. The holders of Class B Common Stock, voting separately as a class, shall elect the Chairman of the Board and Treasurer of the Corporation, respectively, and may remove any such officer so elected and fill any vacancy created by the resignation, removal or death of any such officer. Two or more offices may be held by the same person.

#### **Article 5**

No shareholder shall have any preemptive right with respect to the issuance by the Corporation of its shares of capital stock, whether from unissued or treasury shares, or any securities convertible into such shares or carrying a right to acquire such shares, the rights granted by Section 7-1.2-613 of the Rhode Island Business Corporation Act being hereby expressly denied.

#### **Article 6**

A. The Corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the

purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the Corporation.

B. No director shall have personal liability to the Corporation or to its shareholders for monetary damages for breach of such director's duty as a director, whether the action or omission giving rise to such liability was taken or omitted to be taken by the full Board of Directors, any duly constituted committee of the Board of Directors or otherwise, provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.2-811 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.2-807 of the Rhode Island Business Corporation Act).

C. The shares of the Class C Common Stock are non-transferable except to the Corporation or another holder of Class C Common Stock. The stock of the Corporation may also be subject to transfer restrictions contained or referred to in its bylaws, and copies thereof are on file at the registered office of the Corporation. Certificates of stock of the Corporation are transferable only upon compliance with the provisions of said transfer restrictions and any transfer restrictions contained in or referred to in such certificates.

D. The Corporation may provide, either in the Corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; *provided, however*, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.

E. Directors.

(1) Number, Qualification, Election and Tenure. The initial number of directors shall be four (4). The number of directors of the Corporation may from time to time be changed by unanimous vote of the shareholders of the Corporation. Directors need be neither residents of Rhode Island nor shareholders of the Corporation. The directors shall be elected annually at the annual meeting of the shareholders, and each director elected shall serve until the next succeeding annual meeting or until his or her successor shall have been elected and qualified or until such director's death or resignation or removal in the manner provided in these Amended and Restated Articles of Incorporation. Two of the directors of the Corporation shall be elected by the holders of Class A Common Stock, voting together as a class, and two of the directors of the Corporation shall be elected by the holders of Class B Common Stock, voting together as a class.

(2) Vacancies. Any vacancy occurring in the Board of Directors may be filled only by the shareholders that elected the director who is being replaced. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

(3) Removal. A director may be removed, with or without cause, only by the shareholders that elected the director who is being removed.

F. Officers.

(1) Number, Qualification, Election and Tenure. The initial number of officers shall be four (4) and shall consist of the following: a Chairman of the Board of Directors; a President, a Treasurer and a Secretary. The number of officers may not be increased or decreased, nor may the respective titles of such officers be changed, without the express unanimous approval of the holders of Class A Common Stock and Class B Common Stock. An officer need not be either a resident of Rhode Island or a shareholder or director of the Corporation. The officers shall be elected annually at the annual meeting of the shareholders, and each officer shall serve until the next succeeding annual meeting or until his or her successor shall have been elected and qualified or until such officer's death or resignation or removal in the manner provided in these Amended and Restated Articles of Incorporation. As permitted by Section 7-1.2-1701 of the Rhode Island Business Corporation Act, the holders of Class A Common Stock, voting together as a class, will elect the positions of President and Secretary and the holders of Class B Common Stock, voting together as a class, will elect the positions of Chairman and Treasurer.

(2) Vacancies. Any officer vacancy may be filled only by the shareholders entitled to elect the holder of such office. An officer elected to fill a vacancy shall be elected for the unexpired term of such officer's predecessor in office.

(3) Removal. An officer may be removed, with or without cause, only by the shareholders entitled to elect the officer who is being removed.

(4) Limitation on Powers of Officers. Notwithstanding any other provision of the Rhode Island Business Corporation Act, these Amended and Restated Articles of Incorporation or the bylaws of the Corporation seeming to grant broader authority, in acting on behalf of the Corporation, each officer shall have only such authority as may be expressly granted to such officer by resolution adopted by the Board of Directors or a duly authorized committee thereof. In so acting, no officer of the Corporation shall fail to take any lawful action that such officer may be directed to take by the Board of Directors or a duly authorized committee thereof. Without limiting the generality of the foregoing provisions of this paragraph, without the express approval of the Board of Directors or a duly authorized committee thereof, no officer of the Corporation may (i) enter into any agreement, contract or commitment, whether written or oral, on behalf of the Corporation which involves or may involve payments or receipts of more than \$5,000 in any single year or \$25,000 in the aggregate or which cannot be terminated without liability to the Corporation upon less than 30 days' written notice; (ii) enter into any agreement, understanding or arrangement of any kind between the Corporation and any officer, director, employee, or shareholder of the Corporation; (iii) enter into any contract, agreement, commitment, arrangement or understanding limiting the freedom of the Corporation or any of its subsidiaries from competing in any line of business or with any person or entity, from selling any products or services, from competing with or obtaining products or services from any person or entity, or from soliciting any person to become an employee of the Corporation or any of its subsidiaries; (iv) enter into any partnership or joint venture agreement

between the Corporation any person or entity; (v) enter into any agreement, instrument, arrangement or understanding which otherwise reasonably could be expected to have a material effect on the Corporation's assets, financial condition, properties or business; (vi) enter into any commitment or understanding to enter into any of the foregoing; (vii) take any action to vote the shares of capital stock or similar interests of any other corporation or other entity as to which the Corporation may exercise voting power; or (viii) dispose of any shares of capital stock or similar interests of any other corporation or other entity as to which the Corporation may exercise such dispositive power.

G. Amendment.

Except as otherwise provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, if such amendment is approved by (i) the Board of Directors or, as permitted by Section 7-1.2-1701 of the Rhode Island Business Corporation Act, by a duly authorized committee thereof to the extent expressly permitted under the Corporation's bylaws and (ii) by the affirmative majority vote of the holders of the shares of stock entitled to vote thereon, which in the case of any matter as to which any class of Common Stock does not vote as a separate class, shall mean the majority vote of the holders of Class A Common Stock and Class B Common Stock, voting together as a single class, and all rights conferred upon shareholders herein are conferred subject to this reservation; *provided, however*, that without the affirmative vote of the holders of a majority of the outstanding shares of a class of Common Stock, no provision of these Amended and Restated Articles of Incorporation shall be amended, altered or repealed in any manner that would (i) alter or change the powers, preferences or rights of the holders of that class of Common Stock so as to affect them adversely, including, without limitation, any change in the number of directors or officers of the Corporation or in the right of the holders of any class of stock to elect or remove any director or officer of the Corporation or (ii) delete or amend in any manner this sentence.

**Article 7**

The address of the initial registered office of the corporation is 180 South Main Street, Providence, RI 02903 and the name of the initial registered agent is John J. Partridge, Esq.