

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2014 SEP 30 PM 3:50

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is AAA Northeast
2. It is incorporated under the laws of Delaware
3. The date of its incorporation is September 15, 2014
4. The address of its principal office is 110 Royal Little Drive, Providence, RI 02904-1863
5. The address of its proposed registered office in Rhode Island is 110 Royal Little Drive
Providence, RI 02904 and the name of its proposed registered agent in Rhode Island at that address is Mark A. Shaw
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: See the attached Exhibit A

FILED

SEP 30 2014

BY HL 233319
3.50

7. The names and respective addresses of its directors and officers are:

| | <u>Name</u> | <u>Address</u> |
|----------------|------------------------|---|
| Director | Joseph A. Whinery, Jr. | 301 Promenade Street, Providence, RI 02908 |
| Director | | |
| Director | | |
| President | Mark A. Shaw | 110 Royal Little Drive, Providence, RI 02904-1863 |
| Vice President | | |
| Treasurer | Robert Walters | 1415 Kellum Place, Garden City, NY 11530 |
| Secretary | Marta Genovese | 1415 Kellum Place, Garden City, NY 11530 |

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/30/14

AAA Northeast

Print Exact Name of Corporation Making Application

Signature of President or Vice President (check one)

Signature of Secretary or Assistant Secretary (check one)

EXHIBIT A

RHODE ISLAND APPLICATION FOR CERTIFICATE OF AUTHORITY

6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:

The Corporation is organized and shall be operated to maintain a service organization for persons who own or are otherwise interested in automotive vehicles and to engage in any activity permitted by law intended to further and protect the interests of the users of motor vehicles, including but not limited to operating a system of emergency road service; collecting and distributing information as to all matters or things of whatsoever character concerning motor vehicles, or of interest to the users thereof; providing information and assistance relating to all forms of travel; promoting the establishment and maintenance of a uniform and stable system of laws relating to the regulation and use of automobiles and motor vehicles and the rights and privileges of the owners thereof; promoting the construction, maintenance, improvement and supervision of highways that are safe, convenient and accessible to motor vehicles; educating the users of motor vehicles and the public at large in the principles of traffic safety; conducting and participating in exhibitions, contests and safety activities and offering and granting awards in connection with the interests of the users of motor vehicles; owning and operating insurance agencies and companies; providing other insurance related and financial services useful to the members; and generally any and all acts and things incidental, necessary, desirable or convenient to the accomplishment of these purposes. Additionally, the Corporation may engage in any lawful act or activity for which a corporation may be organized under the Rhode Island Non Profit Corporation Act. The Corporation shall be a not-for-profit corporation.

EXHIBIT B

**STATE OF RHODE ISLAND
APPLICATION CERTIFICATE OF AUTHORITY BY A FOREIGN NON-
PROFIT CORPORATION**

AAA Northeast

7. The names and respective addresses of its directors and officers are: (cont.)

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|------------------|----------------------------|---|
| R. Stephen Manty | Chief Financial Officer | 110 Royal Little Drive Providence, RI 02907-1863 |

Delaware

PAGE 1

The First State

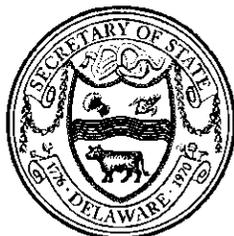
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AAA NORTHEAST", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2014, AT 4:54 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5594923 8100

141180180

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1699079

DATE: 09-15-14

**CERTIFICATE OF INCORPORATION
OF
AAA NORTHEAST**

FIRST. The name of the corporation is AAA NorthEast.

SECOND. The address of the corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

The Corporation is organized and shall be operated to maintain a service organization for persons who own or are otherwise interested in automotive vehicles and to engage in any activity permitted by law intended to further and protect the interests of the users of motor vehicles, including but not limited to operating a system of emergency road service; collecting and distributing information as to all matters or things of whatsoever character concerning motor vehicles, or of interest to the users thereof; providing information and assistance relating to all forms of travel; promoting the establishment and maintenance of a uniform and stable system of laws relating to the regulation and use of automobiles and motor vehicles and the rights and privileges of the owners thereof; promoting the construction, maintenance, improvement and supervision of highways that are safe, convenient and accessible to motor vehicles; educating the users of motor vehicles and the public at large in the principles of traffic safety; conducting and participating in exhibitions, contests and safety activities and offering and granting awards in connection with the interests of the users of motor vehicles; owning and operating insurance agencies and companies; providing other insurance related and financial services useful to the members; and generally any and all acts and things incidental, necessary, desirable or convenient to the accomplishment of these purposes. Additionally, the Corporation may engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware. The Corporation shall be a not-for-profit corporation.

FOURTH. The Corporation shall not have, and shall not have the authority to issue, any capital stock.

FIFTH. The Corporation shall have two general classes of membership: Non-Voting Members and Voting Members. The conditions of membership of Non-Voting Members shall be stated in the bylaws. Non-Voting Members shall have no voting rights of any kind. The Voting Members of the Corporation shall be comprised exclusively of all of the persons who then serve as directors of the Corporation, as provided herein and in the bylaws. Upon the election of any new director to the Board of Directors, such person shall thereupon immediately and without any further action become a Voting Member. Upon any person ceasing to serve as a director, whether by virtue of death, resignation or other reason, such person shall thereupon and without any further action, cease to be a Voting Member. Except as set forth in Article Seventh and Article Eleventh below, the Voting Members shall elect the directors as provided in the bylaws. A majority of the number of Voting Members of the Corporation from time to time,

which majority must include a Voting Member who serves as Vice Chairman or Chairman of the Board of Directors (if one is then in office), shall constitute a quorum for the transaction of business at any meeting of the Voting Members. Any action that may be taken by the Voting Members at a meeting may be taken without a meeting if all of the Voting Members consent thereto in writing or by electronic transmission. Such written consent or consents or electronic transmissions shall be filed with the minutes of the proceedings of the Voting Members. Voting Members shall not be entitled to vote on any amendment to this Certificate of Incorporation. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members.

SIXTH. The Corporation shall have perpetual existence.

SEVENTH. The directors may, at any meeting called for that purpose, remove any director with or without cause by vote of a super-majority of seventy-five percent (75%) of the total number of directors.

The Executive Committee of the Board of Directors shall be composed of the Chairman, Vice Chairman, President, Secretary, and the Chairmen of the standing committees, and two additional directors appointed by the Chairman and subject to the approval of the Board of Directors, provided that each such person must be a member of the Board of Directors. The Chairman of the Board of Directors, with the approval of the Board of Directors, shall appoint members of the Board of Directors to the various other committees of the Board of Directors.

The President of the Corporation shall be an ex-officio member of the Board of Directors.

The bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any meeting of the Board of Directors, or by a unanimous vote of the Voting Members at any meeting of the Voting Members duly called and held for such purpose.

Any alteration, amendment or repeal of the third sentence of Article Fifth above by the Board of Directors shall require the unanimous vote of the Board of Directors at a meeting of the Board of Directors duly called and held for such purpose.

EIGHTH. Elections of directors need not be by written ballot. Meetings of the Board of Directors may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision of law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

NINTH. No part of the Corporation's income is distributable to its members, directors or officers.

TENTH. A director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right

or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

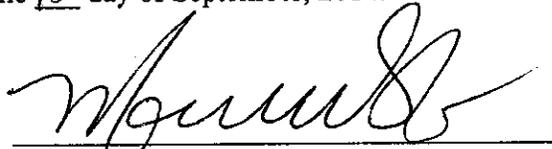
ELEVENTH. The incorporator of the corporation is Mark A. Shaw, whose mailing address is 110 Royal Little Drive, Providence, Rhode Island 02904. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the person who is to serve as the sole initial director of the corporation until the first annual meeting of Voting Members of the corporation, or until his successor is duly elected and qualified, is:

Joseph F. Whinery Jr.

110 Royal Little Drive

Providence, RI 02904

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed on this the 15 day of September, 2014.



Name: Mark A. Shaw

Incorporator



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

