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ID Number: 147889



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Amica Property and Casualty Insurance Company
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on February 11, 2016, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

**[Insert Amendment(s)]**

*(If additional space is required, please list on separate attachment)*

See attached.

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SECRETARY OF STATE  
CORPORATIONS DIV  
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3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment 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 Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 25, 2016

**FILED**

Suzanne E. Casey  
Signature of Authorized Officer of the Corporation

MAR 31 2016

3:14

Suzanne E. Casey

Type or Print Name of Authorized Officer

By 271443

Lincoln, RI

February 11, 2016

A Special Meeting of the Shareholders of Amica Property and Casualty Insurance Company was held at One Hundred Amica Way, Lincoln, Rhode Island on Thursday, February 11, 2016 at 10:16 A.M. Robert A. DiMuccio, Chairman, President and Chief Executive Officer, presided at the meeting.

Representing the Board of Amica Mutual Insurance Company as the Sole Shareholder of Amica Property and Casualty Insurance Company were Directors Chadwick, Aiken, Machtley, Hittner, Snead, Jeans, Reaves, Plotkin, DiMuccio, DeGraan and Avery.

Paul A. Pyne, Executive Vice President and Chief Operations Officer; James P. Loring, Jr., Senior Vice President, Chief Financial Officer and Treasurer; Jill H. Andy, Senior Vice President; and Suzanne E. Casey, Senior Assistant Vice President and Secretary, were also present.

The President reported that at this morning's Annual Meeting of the Policyholders of Amica Mutual Insurance Company, the policyholders had voted to amend the Company's By-Laws to change the number of directors from twelve to not less than nine and not more than thirteen and to change the retirement age of a director from 72 to 75 (with the possibility of a one year extension subject to approval by the board).

The President then recommended that Attachment B(a) of the Charter of Amica Property and Casualty Insurance Company be revised from:

"The number of directors of the corporation shall be fixed from time to time by the bylaws but the number shall not be less than ten. In case of a vacancy through death, resignation or disqualification or other cause, the remaining directors, by affirmative vote of the majority thereof, at a meeting duly called for that purpose may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of a successor. All directors shall serve until their successors are duly elected and qualified."

to

"The number of directors of the corporation shall be fixed from time to time by the bylaws but the number shall be not less than nine and not more than thirteen. In case of a vacancy through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote of the majority thereof, at a meeting duly called for that purpose may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of a successor. All directors shall serve until their successors are duly elected and qualified."

Upon motion duly made and seconded, the Board voted the shares of Amica Property and Casualty Insurance Company to revise Attachment B(a) of the Company's Charter to read as follows:

"The number of directors of the corporation shall be fixed from time to time by the bylaws but the number shall be not less than nine and not more than thirteen. In

case of a vacancy through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote of the majority thereof, at a meeting duly called for that purpose may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of a successor. All directors shall serve until their successors are duly elected and qualified."

Next the President recommended the wording on Article II, Section 1 of the Company's By-Laws be revised from:

"The board of directors of the corporation shall consist of twelve (12) persons, a majority of whom are neither officers nor employees of the company and shall be elected as prescribed by the charter of the corporation."

to

"The board of directors of the corporation shall consist of not less than nine and not more than thirteen persons, a majority of whom are neither officers nor employees of the company and shall be elected as prescribed by the charter of the corporation."

Upon motion duly made and seconded and pursuant to Article VI of the By-Laws, the Board voted the shares of Amica Property and Casualty Insurance Company to revise Article II, Section 1 of the Company's By-Laws to read as follows:

"The board of directors of the corporation shall consist of not less than nine and not more than thirteen persons, a majority of whom are neither officers nor employees of the company and shall be elected as prescribed by the charter of the corporation."

The President then recommended revising the wording on Article II, Section 2 of the By-Laws from:

"Directors shall retire from the Board of Directors no later than the Annual Meeting next following a Director's attainment of age 72. No Director may be elected or reelected who has attained age 72."

to

"Directors shall retire from the board of directors no later than the annual meeting next following a director's attainment of age 75. A director's retirement may be extended for one year upon recommendation of the nominating committee and approval by the board of directors."

Upon motion duly made and seconded and pursuant to Article VI of the By-Laws, the Board voted the shares of Amica Property and Casualty Insurance Company to revise Article II, Section 2 of the Company's By-Laws to read as follows:

"Directors shall retire from the board of directors no later than the annual meeting next following a director's attainment of age 75. A director's retirement may be

extended for one year upon recommendation of the nominating committee and approval by the board of directors."

The meeting was adjourned at 10:19 A.M.

*James E. Casey*  
Secretary



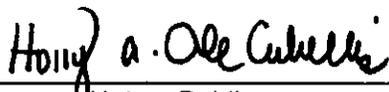
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Lincoln, Rhode Island 02865-1156  
Mail: PO Box 6008, Providence, RI 02940-6008  
800-65-Amica (26422)  
**Amica.com**

I, Suzanne E. Casey, Senior Assistant Vice President and Secretary of Amica Property and Casualty Insurance Company, Lincoln, Rhode Island, do hereby certify that the attached minutes of the Special Meeting of the Shareholders of Amica Property and Casualty Insurance Company held on February 11, 2016 is a true and exact copy of the records of this Company.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 21<sup>st</sup> day of March, A.D., 2016.

  
Secretary

Subscribed and sworn to before me in Lincoln, Rhode Island this 21<sup>st</sup> day of March, A. D., 2016.

  
Notary Public

**HOLLY A. DeCUBELLIS**  
**NOTARY PUBLIC OF RHODE ISLAND**  
My Commission Expires 3/2/2020

Approved by: Elizabeth Kelleher Dwyer  
Elizabeth Kelleher Dwyer  
Deputy Director & Superintendent of Insurance

CHARTER  
of  
AMICA PROPERTY & CASUALTY INSURANCE COMPANY  
As amended and adopted  
on February 11, 2016

(A)

3. The specific purpose or purposes for which the corporation is organized are:

(a) to transact any one or more of the following kinds of insurance: health; accident; sickness; disability; malpractice; congenital defects; liability, including any and all liability for personal injury and death; workers' compensation and employer's liability; casualty; property; product liability; business interruption; loss of profits; rent; asbestos abatement; vehicle and aircraft; burglary and theft; glass; boiler and machinery; fire; leakage and fire extinguishing equipment; elevator, escalator and dumbwaiter; livestock; marine and transportation insurance, including but not limited to, marine protection and indemnity insurance; credit; surety insurance, including but not limited to, fidelity insurance, contractual performance insurance, bank, bankers, brokers, financial or moneyed corporations or associations, indemnification insurance; mortgage guaranty insurance; entertainment; and any and all substantially similar or other kinds of insurance;

(b) to accept and to cede reinsurance of the kind or kinds of insurance business in which the corporation is authorized to engage by the terms of these Articles of Incorporation, as they may be amended from time to time, or otherwise to the extent permitted by law;

(c) to engage in any and all kinds of business to the extent necessarily or properly incidental to the kind or kinds of insurance business in which it is authorized to engage; and

(d) to transact any and all business which a corporation may engage in pursuant to the Rhode Island business corporation act, as amended from time to time.

4. The corporation shall have power;

(a) To sue and be sued, complain and defend, in its corporate name.

(b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(e) To lend money and to use its credit to assist its employees.

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (j) To elect or appoint officers and agents of the corporation, and defined their duties and fix their compensation.
- (k) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (l) To make donations for the public welfare or for the charitable, scientific or educational purposes.
- (m) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (p) To be a promoter, partner, member, associate, or manager or any partnership, enterprise or venture.
- (q) To adopt emergency bylaws and, through its directors, officers and employees, to exercise all powers set forth in section 7-1, 1-25, 1, Rhode Island General Laws, 1956 (Reenactment of 1992), and all acts in amendment thereof or in addition thereto.
- (r) To indemnify its directors, officers, employees and agents in accordance with the provisions of section 7-1. 1-4. 1, Rhode Island General Laws, 1956 (Reenactment of 1992), and all acts in amendment thereof or in addition thereto.

(s) To have and exercise all powers necessary or convenient to effect its purposes; unless otherwise restricted by Title 27 of the General Laws of Rhode Island or by regulation of the Director of Business Regulation.

(B)

(a) The number of directors of the corporation shall be fixed from time to time by the bylaws but the number shall be not less than nine and not more than thirteen. In case of a vacancy through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote of the majority thereof, at a meeting duly called for that purpose may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of a successor. All directors shall serve until their successors are duly elected and qualified.

(b) Directors of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec. 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(c) The corporation shall obtain a certificate of compliance pursuant to procedures established by the Department of Business Regulations.

The Corporation shall comply with all statutory requirements necessary to commence business as a domestic insurance company.

