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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

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 Life 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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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 90th 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

Suzanne E. Casey
Type or Print Name of Authorized Officer

By 271444



Corporate Office
One Hundred Amica Way
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 Life Insurance Company, Lincoln, Rhode Island, do hereby certify that the attached minutes of the Special Meeting of the Stockholders of Amica Life 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 21st day of March, A.D.,
2016.


Secretary

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


Notary Public

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

Lincoln, RI

February 11, 2016

A Special Meeting of the Stockholders of Amica Life Insurance Company was held at One Hundred Amica Way, Lincoln, Rhode Island on Thursday, February 11, 2016 at 10:12 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 Stockholder of Amica Life 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 Section 8 of the Charter of Amica Life 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 be not less than ten."

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."

Upon motion duly made and seconded, the Board voted the shares of Amica Life Insurance Company to revise Section 8 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."

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 VII of the By-Laws, the Board voted the shares of Amica Life 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. Directors who are age 72 on January 1, 1999 may complete their term."

to

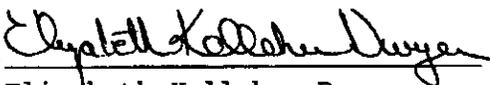
"Directors shall retire from the board of directors no later than the annual meeting next following a director's attainment of age 75. A director's retirement may be extended for one year upon recommendation of the nominating committee and approval by the board of directors."

Upon motion duly made and seconded and pursuant to Article VII of the By-Laws, the Board voted the shares of Amica Life 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 10:15 A.M.


Secretary

Approved by: 
Elizabeth Kelleher Dwyer

Deputy Director & Superintendent of Insurance

CHARTER
of
AMICA LIFE INSURANCE COMPANY
As amended and adopted
February 11, 2016

It is enacted by the General Assembly as follows:

SECTION 1. The act entitled "An Act to Incorporate Amica Life Insurance Company," passed at the January session, A. D. 1968, is hereby amended to read as follows:

"**SEC. 1.** DeForest W. Abel, John W. Blair, Robert H. Goff, Ernest C. Wilks and Clarence H. Rison, their associates, successors and assigns, are hereby made a corporation by the name of Amica Life Insurance Company for the purpose of transacting the following kinds of insurance:

- a. Life insurance, meaning every insurance upon the lives of human beings and every insurance appertaining thereto. The business of life insurance shall be deemed to include the granting of endowment benefits; additional benefits in the event of death by accident or accidental means; additional benefits operating to safeguard the contract from lapse or to provide a special surrender value in the event of total and permanent disability of the insured; and optional modes of settlement of proceeds. Life insurance shall include credit life insurance as defined by law.
- b. Annuities, meaning all agreements to make periodical payments where the making or continuance of all or some of a series of such payments, or the amount of any such payment, is dependent upon the continuance of human life, except payments made under the authority of paragraph a., above.
- c. Accident and health insurance, meaning
 1. Insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury.
 2. Credit accident and health insurance as defined by law.

- d. Substantially similar kind or kinds of insurance which are determined to be substantially similar to one or more of the foregoing kinds of insurance, or which any insurance company incorporated under the laws of this state is now or hereafter may be authorized to insure, except property and casualty insurance, and to engage in such other kind or kinds of business to the extent necessary or properly incidental to the kind or kinds of insurance which it may at any time be authorized to transact, provided, however, that nothing herein contained shall require this corporation to insure every kind of risk which it is authorized to insure.

SEC. 2. Any of the foregoing kinds of insurance may be written either on individual or group plans.

SEC. 3. Policies may be issued with or without seal.

SEC. 4. This corporation shall have the power to accept and to cede reinsurance of the kind or kinds of insurance business in which it is authorized to engage by the terms of this charter and any amendments thereto, or otherwise to the extent permitted by law. This corporation shall have the power to confine its business to reinsurance."

SEC. 5. This corporation shall have power and authority to do any lawful act which is necessary or proper to accomplish the purpose of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that this corporation shall have power:

- (1) to sue and be sued in its corporate name;
- (2) to have and use a common seal, and alter the same at pleasure;
- (3) to elect or appoint such officers and such agents of the corporation as its business requires, and to fix their compensation and define their duties;
- (4) to make bylaws not inconsistent with the constitution or laws of the United States or of this state, or with this act, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of members necessary to constitute a quorum, which number may be less than a majority, providing for an executive committee and such other committees as they may see fit to be elected from and by

the board of directors and defining their powers and duties, the method or methods for amending or altering the bylaws, and containing any other provisions, whether of the same or of a different nature, for the management of this corporation's property and the regulation and government of its affairs;

(5) to adopt emergency bylaws and, through its directors, officers and employees, to exercise all powers set forth in section 7-1.1-25.1, general laws, 1956 (reenactment of 1985), and all acts in amendment thereof or in addition thereto;

(6) to indemnify its directors, officers, employees and agents in accordance with the provisions of section 7-1.1-4.1, general laws, 1956 (Reenactment of 1985), and all acts in amendment thereof or in addition thereto;

(7) to make contracts, incur liabilities and borrow money;

(8) 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;

(9) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;

(10) to conduct business and have offices in this state and elsewhere, and

(11) to have all the powers and privileges and be subject to all the duties and liabilities set forth in the general laws, and of all acts in amendment thereof or in addition thereto, so far as the same are not inconsistent with the powers and privileges granted to this corporation by this act.

"SEC. 6. This corporation, acting initially through the incorporators and thereafter by the stockholders or the board of directors, may ordain and pass such rules, regulations, and bylaws for the government of its affairs and the conduct of its business as may be judged expedient and not repugnant to law and to amend, from time to time, any such rules, regulations and bylaws.

SEC. 7. The corporate powers of this corporation are to be exercised through its board of directors and through such officers, employees and agents

as the board of directors may empower. The board of directors may also elect an executive committee and such other committees as they see fit from their own number, and may delegate to such committees such powers of the board of directors and such other powers as they may deem expedient.

SEC. 8. 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.

SEC. 9. The directors of the corporation shall be elected by the stockholders at the first meeting of the corporation and shall be divided into five (5) classes as follows: two (2) to serve until the first annual meeting of the corporation; two (2) to serve until the second annual meeting of the corporation; two (2) to serve until the third annual meeting of the corporation; two (2) to serve until the fourth annual meeting of the corporation; two (2) to serve until the fifth annual meeting of the corporation. Thereafter, at each succeeding annual meeting, directors shall be elected, each for a term of five (5) years, to succeed that class of directors whose term then expires. Provided, however, the Bylaws shall establish a mandatory retirement age for Directors. At the Annual Meeting at which a Director retires, shareholders will elect a successor for the remainder of the term of the retiring Director. Classes of directors shall be maintained equal in number, as near as may be, in the event the bylaws shall provide at any time for a decrease or an increase in the number of directors. Each director shall serve for the term for which he is elected and until his successor is elected and qualified.

- a. Directors may be removed from office in the manner provided in the bylaws. Vacancies in the board of directors caused by death, resignation, removal or otherwise shall be filled in accordance with the bylaws. If, because of any vacancy or vacancies in the board of directors, the number of directors shall be less than the number provided by this act or by the bylaws, this charter shall not for that reason be forfeited, nor shall the corporation be dissolved, but the vacancy or vacancies shall be filled as provided in the bylaws.
- b. At all stockholders meetings each stockholder shall be entitled to one vote, either in person or by proxy, for each share of stock owned by him and standing in his name on the books of the corporation.
- c. The directors shall not be required to own any shares of stock in the corporation.

SEC. 10. The board of directors shall elect a president, a secretary and a treasurer, and may at its option at any time appoint or elect such other officers as are provided by the bylaws."

SEC. 11. In accordance with the pertinent provisions of P. L. 1987, ch. 146 section 1 [Section 7-1.1-48 general laws, 1956 (Reenactment of 1985)], and all acts in amendment thereof or in addition thereto, there shall be no personal liability on the part of a director to the corporation or its stockholders for monetary damages for breach of the director's duty as a director; provided, however, a director shall not be excused from such personal liability as a director of this corporation (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of section 7-1.1-43 general laws, 1956 (Reenactment of 1985); or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by section 7-1.1-37.1 general laws 1956 (Reenactment of 1985) and all acts in amendment thereof or in addition thereto.

"SEC. 12. This corporation may, by vote of the board of directors, issue either participating or nonparticipating policies or both participating and nonparticipating policies. The board of directors may, from time to time, in their discretion, make such classifications of participating policies as to them may be just and reasonable, and may provide for different rates of dividends for the different classifications of policies. The corporation shall file with the insurance commissioner for examination, copies of policy forms, riders, endorsements, application blanks, and other matter generally used and incorporated by reference in its policies or contracts.

SEC. 13. The capital stock of this corporation shall be one million dollars (\$1,000,000.) divided into ten thousand shares of its capital stock of the par value of one hundred dollars (\$100.00) each. The authorized capital stock of this corporation may be increased from time to time at the discretion of the board of directors to an amount not exceeding ten million dollars (\$10,000,000.), divided into shares of the par value of one hundred dollars (\$100.00) each; provided, however, that no such increase shall be effective until the corporation shall have paid into the general treasury for the use of the state the fee required by section 7, chapter 1, title 7 of the general laws and filed with the secretary of state a certificate of the general treasurer to the effect that the sum so required has been paid, together with a copy of the vote provided for such increase, the same to be under the seal of the corporation and certified by its secretary. Any issue of such increased stock contrary to the foregoing provision shall be invalid. Said corporation shall have a paid in capital stock of not less than one million dollars (\$1,000,000.) and paid in surplus of not less than one million dollars (\$1,000,000.) before any policy shall be issued by the corporation. Said corporation shall also secure a certificate in compliance with the foregoing from the commissioner of insurance before it shall be authorized to write or effect any policy.

SEC. 14. The shares of capital stock shall be transferred in such manner as shall be prescribed in the bylaws or by the board of directors of this corporation.

SEC. 15. The stockholders of this corporation shall not be liable to any responsibility further than the amount of their respective shares of stock and their interest therein, for or on account of any damage or loss sustained by the corporation, or for or on account of any debts or other liabilities thereof.

SEC. 16. In the event of the death or disability of one or more of the incorporators after the passage of this act and before the organization of the corporation, the remaining incorporator or incorporators may appoint a person or persons to act in the place and stead of such deceased or disabled incorporator or incorporators.

SEC. 17. The duration of the corporate existence of this corporation shall be perpetual.

SEC. 18. This act shall take effect upon its passage and shall take precedence over all acts or parts of acts inconsistent herewith."

SECTION 2. This act shall take effect upon passage.

ES905/SUB A

