

Filing Fee: \$150.00


DIRECTOR

ID Number: 109715

December 13, 1999

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Westminster Insurance Company

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

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

See Exhibit A attached hereto

4. The aggregate number of shares which the corporation shall have authority to issue is: One Thousand (1,000)

(a) If only one class: Total number of shares 1,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

Par value of \$1,000/share

(b) If more than one class: Total number of shares or (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

N/A

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit B attached hereto

7. The address of the initial registered office of the corporation is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence

, RI

02903

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is CT CORPORATION SYSTEM

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 3 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Mr.	Edward C. Arditte	40 Westminister St., Providence, RI 02903
Mr.	Thomas J. Fredericks	40 Westminister St., Providence, RI 02903
Mr.	Peter J. Cronan	40 Westminister St., Providence, RI 02903

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Ann T. Willaman	40 Westminister St., Providence, RI 02903
Peter J. Cronan	40 Westminister St., Providence, RI 02903
Thomas J. Fredericks	40 Westminister St., Providence, RI 02903

10. Date when corporate existence is to begin Upon Acceptance of Filing

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 10, 1999

Ann T. Willaman
Peter J. Cronan
Thomas J. Fredericks
Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, on this 10th day of December, 1999, personally appeared before me Ann T. Willaman, Peter J. Cronan and Thomas J. Fredericks, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Robert W. Wiana
Notary Public
My Commission Expires: _____

My Commission Expires March 31, 2002

EXHIBIT A

(a) to engage in business to the extent permitted by applicable law as a subsidiary captive insurance company as defined in R.I.G.L. Section 27-43-1(12);

(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 of 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.

EXHIBIT B

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (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 law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec 7-1.1-43 (as in effect or as hereafter amended) or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General Laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
233 RICHMOND STREET
PROVIDENCE, RI 02903

IN RE: THE PROPOSED FORMATION OF A DOMESTIC SUBSIDIARY CAPTIVE
INSURANCE COMPANY BY TEXTRON INC.

WHEREAS, Textron Inc. has submitted an application to form a subsidiary captive insurance company in the State of Rhode Island called Westminster Insurance Company; and

WHEREAS, it has been determined that the captive application meets all of the filing and content requirements mandated by Chapter 43 of Title 27 of the Rhode Island General Laws; and

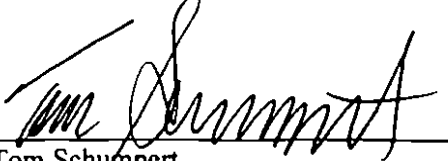
WHEREAS, the Commissioner of Insurance has found that the establishment and maintenance of the proposed corporation will promote the general good of the state.

ORDER

NOW THEREFORE, it is hereby ordered:

1. Authority is granted for Textron Inc. to form a subsidiary captive insurance company in the State of Rhode Island called Westminster Insurance Company subject to the following conditions:
 - a. Westminster Insurance Company shall maintain its original books and records, or duplicates thereof, within the State of Rhode Island.
 - b. Westminster Insurance Company shall write business in accordance with its detailed Plan of Operation submitted in response to item #22 of the Application for Captive Admission submitted to this Department on or about November 12, 1999. All coverages underwritten by Westminster Insurance Company will have deductibles equal to the policy limits or be reinsured with professional reinsurance companies that meet the financial standards set by the State of Rhode Island, Department of Business Regulation - Insurance Division.
 - c. Before engaging in any business not contemplated by the detailed Plan of Operation, Westminster Insurance Company shall obtain the prior approval of the Rhode Island Department of Business Regulation of an amended Plan of Operation and a feasibility study supporting the plan.

Entered this 16 day of December, 1999.


Tom Schumpert
Director Insurance Commissioner

ORDER NUMBER: 99-0255