

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is AUTOMOTIVE RISK MANAGEMENT ASSOCIATION

SECOND: The period of its duration (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in activities relating to group self-insurance of workers' compensation liability for members of the Corporation and any and all other lawful purposes.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

(SEE EXHIBIT A ATTACHED HERETO)

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Rec'd & Filed OCT 30 1991

FIFTH: The address of the initial registered office of the corporation is 385 South Main Street, Providence, Rhode Island 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Marvin Homonoff

SIXTH: 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 the initial directors are:

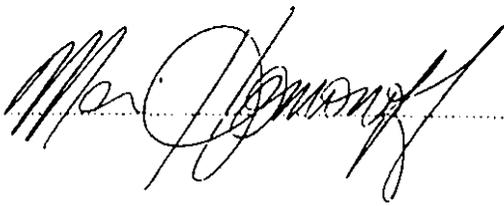
Name	Address
Marvin Homonoff	385 South Main St., Prov., RI 02903
Stephen G. Linder	385 South Main St., Prov., RI 02903
Gary J. Levine	385 South Main St., Prov., RI 02903

SEVENTH: The name and address of each incorporator is:

Name	Address
Marvin Homonoff	385 South Main Street, Prov., RI 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon the filing of these Articles of Incorporation

Dated OCTOBER 30, 19 91



Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

EXHIBIT A

"FOURTH. Provisions (if any) for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

A. A director of the Corporation will not be personally liable to the Corporation or its members 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 members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further 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 Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph 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.

B. The directors of the Corporation may include provisions in the Corporation's by-laws, or may authorize agreements to be entered into with each director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Rhode Island Non-Profit Corporation Act.

C. The Corporation may be dissolved and its affairs wound up in accordance with the laws of the State of Rhode Island; provided, however, that any corporate dissolution based on the wishes of the members alone must be approved by at least two-thirds (2/3) of the total member vote outstanding. In the event of such dissolution, the members shall be entitled to share in the assets of the Corporation, or in the proceeds of any sale thereof, after all corporate debts have been paid and all corporate assets returned as are necessary or required to be returned pursuant to the provisions of the Rhode Island Non-Profit Corporation Act, as amended, in the same proportion that the total annual premium paid by such member for the three (3) fiscal years immediately preceding such dissolution bears to the total annual premiums paid by members during the three (3) preceding fiscal years, and all members shall remain liable for their pro-rata share of all costs and expenses for which the Corporation was responsible as well as for performing all other obligations and duties of the Corporation.