



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

Reviewed and  
Approved by:

*[Signature]*  
Rhode Island Department  
of Business Regulation

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is AAA Southern New England Insurance Company

~~(This is a close corporation as defined in § 7-1.2 of the General Laws of 1956, as amended, as so indicated by X's on the applicable line)~~

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares: \_\_\_\_\_

or 1000 shares of common stock, no par value  
per share; 100,000 shares of cumulative

(b) If more than one class: Total number of shares of each class preferred stock, \$100 par value per share

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

See Exhibit A attached hereto

3. The address of the initial registered office of the corporation is 110 Royal Little Drive

(Street Address, not P. O. Box)

Providence

(City/Town)

, RI

02904

(Zip Code)

and the name of its initial registered agent

at such address is Mark A. Shaw

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2 See Exhibit B attached hereto.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

SEP 14 2005

By

*[Signature]*  
76893

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CORPORATIONS DIV  
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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

**See Exhibit C attached hereto.**

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

7. The name and address of each incorporator is:

Name

*Address*

**John J. Partridge**

**180 South Main Street, Providence, RI 02903**

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8. These Articles of Incorporation 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/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: August 25, 2008

Joh / Salunty, manganista

Signature of each Incorporator

**EXHIBIT A  
TO  
ARTICLES OF INCORPORATION**

**AAA Southern New England Insurance Company**

The total amount of authorized capital stock of the corporation shall be one thousand (1,000) shares of common stock, no par value per share (the "Common Stock"), and one hundred thousand (100,000) shares of cumulative preferred stock, \$100 par value per share (the "Preferred Stock").

The Common Stock and the Preferred Stock may be issued from time to time in such amounts and proportions and, subject to the provisions of these Articles of Incorporation, as amended from time to time, under such conditions, on such terms, for such purposes, and at such prices, as shall be determined by the Board of Directors of the corporation and as may be permitted by law, provided that in no event shall any shares of Common Stock or Preferred Stock be issued for less than par value. The consideration for any shares of Common Stock or Preferred Stock shall be paid in full before the issuance of such shares and, upon payment of such consideration, such shares shall be deemed to be fully paid and non-assessable.

The Common Stock and the Preferred Stock shall have the following respective rights, preferences, voting powers, restrictions and qualifications:

**PREFERRED STOCK**

1. Dividend Rights. The holders of the Preferred Stock shall be entitled to receive out of the funds of the corporation lawfully available for dividends under chapter 1 of title 27 of the Rhode Island General Laws and the Rhode Island Business Corporation Act, as amended, if, when, and as declared by the Board of Directors in its discretion, cumulative dividends at the rate of not less than four percent (4%) nor more than six percent (6%) per share per annum and no more, payable on such date or dates as the Board of Directors shall determine before any dividends shall be declared or paid upon or set apart for or other distribution shall be ordered or made in respect of any other stock of the corporation. Cumulative dividends payable in any year on the Preferred Stock that is outstanding for less than the entire year shall be pro-rated based upon the actual number of days in such year that such Preferred Stock is outstanding.

2. Liquidation Rights and Preferences. In the event of any liquidation, dissolution or winding up of the corporation, resulting in any distribution of its assets to its shareholders, the holders of the Preferred Stock shall be entitled to receive for each share thereof out of the assets of the corporation, whether from capital, surplus or earnings, available for distribution to its shareholders, an amount equal to \$100 per share, together with an amount equal to all cumulative dividends remaining unpaid thereon, before any distribution of assets of the corporation shall be made to the holders of any other stock of the corporation, but the holders of the Preferred Stock shall be entitled to no further participation in such distribution in their capacity as holders of Preferred Stock. If, upon any such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the Preferred Stock shall be insufficient to permit the payment to them of the full preferential amounts aforesaid, then the entire assets of the corporation available for distribution to shareholders shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amounts to which they are respectively entitled.

3. Purchase. The corporation shall have the right to purchase all or any part of its outstanding Preferred Stock at any time and from time to time at a price or prices not in excess of the par value thereof plus all cumulative dividends remaining unpaid thereon. Such purchases may be effected in the open market, at private sale, or upon call for tender as the Board of Directors in its sole discretion shall determine and under such rules and regulations, if any, as it may establish.

4. Voting Rights. Shares of Preferred Stock shall not have any voting rights, except as may be specifically required by applicable statute.

5. Commonality of Preferred Stock. Each share of Preferred Stock shall have the relative rights as and be identical in all respects with all other shares of Preferred Stock.

### **COMMON STOCK**

1. Dividends. After all cumulative dividends shall have been paid to or set apart for the holders of the Preferred Stock, then out of any funds lawfully available therefore dividends may be paid on the Common Stock if, when, and as declared by the Board of Directors in its discretion.

2. Distribution of Assets. After full preferential distributions and dividends shall have been paid to the holders of the Preferred Stock in accordance with the preceding provisions of these Articles of Incorporation, as amended from time to time, the holders of the Common Stock shall be entitled to receive, pro rata, in proportion to the number of shares held by them the assets of the corporation available for distribution to its shareholders, and each share of said Common Stock shall be identical and shall receive the same amount per share in respect to the distribution of the assets of the Corporation in the event of any liquidation, dissolution or winding up of the corporation or any reduction of its capital.

3. Voting Rights. Except as expressly provided in these Articles of Incorporation, as amended from time to time, the holders of Common Stock shall exclusively possess all voting power with respect to the corporation. At all meetings of the shareholders of the corporation, the holders of the Common Stock shall be entitled to one vote for each share of Common Stock held by such shareholders.

4. Commonality of Common Stock. Each share of Common Stock shall have the relative rights as and be identical in all respects with all other shares of Common Stock.

**EXHIBIT B  
TO  
ARTICLES OF INCORPORATION**

**AAA Southern New England Insurance Company**

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

- (a) To engage in the business of property and casualty insurance and related coverages within and without the State of Rhode Island, except life insurance, annuities, title, mortgage guaranty, financial guaranty and workers' compensation;
- (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 as 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 by the terms of these Articles of Incorporation, as amended from time to time, or otherwise as permitted by law; and
- (d) To exercise all the rights and privileges of a domestic insurance company and to transact any and all business which a domestic insurance company may engage in pursuant to the Rhode Island Business Corporation Act, and Chapter 1 of Title 27 of the Rhode Island General Laws, as amended from time to time.

**EXHIBIT C  
TO  
ARTICLES OF INCORPORATION**

**AAA Southern New England Insurance Company**

1. Subject to any limitations applicable to corporate distributions by a domestic insurance company, the corporation may from time to time and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted surplus with respect to the policyholders of the corporation.
2. Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of all the shareholders entitled to vote thereon.
3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director, provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.2-811 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.2-807 of the Rhode Island Business Corporation Act). If the Rhode Island Business Corporation Act is hereafter 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 paragraph by the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
4. The stock of the corporation is subject to transfer restrictions contained in its bylaws and copies thereof are on file at the registered office of the corporation. Certificates of stock of the corporation are transferable only upon compliance with the provisions of said transfer restrictions.
5. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers and employees, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.
6. The corporation shall obtain a certificate of compliance to commence business pursuant to procedures established by the Rhode Island Department of Business Regulation, and shall otherwise comply with all statutory requirements necessary to commence business as a domestic insurance company.



**Southern  
New England**

110 Royal Little Drive  
Providence, RI 02904-1863  
Tel: 401-868-2000  
aaa.com

July 27, 2005

AAA Southern New England Insurance Company  
110 Royal Little Drive  
Providence, RI 02903

To Whom It May Concern:

AAA Southern New England, a Delaware corporation, hereby consents to the use of the name "AAA Southern New England" by AAA Southern New England Insurance Company for all purposes, including enabling AAA Southern New England Insurance Company to file Articles of Incorporation with the Rhode Island Secretary of State.

Sincerely,

AAA Southern New England

By:

A handwritten signature in black ink, appearing to read 'Mark A. Shaw', written over a horizontal line.

Mark A. Shaw

President and Chief Executive Officer

*Serving over 2,000,000 AAA Members in Southern New England*

**Travel**

**Insurance**

**Financial Services**