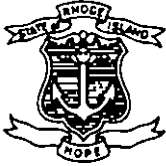


Filing Fee: \$35.00

ID Number: 141173



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is Independent Insurance Agents of Rhode Island, Inc.
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:  
to preserve, strengthen, promote and represent the interest of the Independent Agents, within the  
American Insurance Agency System.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

NO. 141173 87 NRC

FILED

5. The address of the initial registered office of the corporation is 50 Exchange Terrace, Suite 320  
(Street Address, not P.O. Box)  
Providence, RI 02903, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is Richard A. Bogue, Esquire  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is seven (7)  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Katherine Kelly, AAI, CIC</u>	<u>P.O. Box 14190, East Providence, RI 02914</u>
<u>Mark Matrone, CIC</u>	<u>P.O. Box 8, Bristol, RI 02809</u>
<u>Richard Rheinberger</u>	<u>200 Metro Center Blvd., Suite 2, Warwick, RI 02887</u>
<u>Myron Mitchell, CIC</u>	<u>P.O. Box 7552, Warwick, RI 02887</u>
<u>Robert Slocum, CPCU, CIC</u>	<u>P.O. Box 7910, Warwick, RI 02887</u>
<u>Dennis J. Charland, ARM</u>	<u>2400 Post Road, Warwick, RI 02886</u>
<u>Ronald Cioe</u>	<u>P.O. Box 7788, Warwick, RI 02887</u>

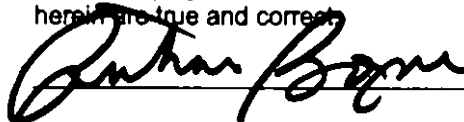
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Richard A. Bogue, Esquire</u>	<u>50 Exchange Terrace, Suite 320, Providence, RI 02903</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

8. Date when corporate existence is to begin Upon Filing  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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: June 25, 2004



Signature of each Incorporator