



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

103577

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

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- The name of the limited liability company is:
MEMBERS INSURANCE AGENCY, LLC
- The name, if different, under which it proposes to register and transact business in Rhode Island is:
same as 1. above
- The limited liability company is organized under the laws of the Commonwealth of Massachusetts
- The date of its organization is November 17, 1998
- The period of duration of the limited liability company is (if perpetual, so state) perpetual
- The address of the limited liability company's resident agent in Rhode Island is Robert E. McCorry, Jr.
(Street Address, not P.O. Box)
574 Central Avenue
Pawtucket, RI 02861 and the name of the resident agent at such address
(City/Town) (Zip Code)
is Robert E. McCorry, Jr.
- The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.
- The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
304 Turnpike Road, Southborough, Massachusetts 01772
- The mailing address for the limited liability company is:
304 Turnpike Road, Southborough, Massachusetts 01772

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SECRETARY OF STATE
CORPORATIONS DIV
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10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager.

Manager	Address
<u>Robert F. Delaney, Jr.</u>	<u>304 Turnpike Road, Southborough, MA 01772</u>
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration and that all statements contained herein are true and correct.

MEMBERS INSURANCE AGENCY, LLC
(Exact name of Limited Liability Company making application)

*By Robert F. Delaney, Jr.
Its Manager, Chief Operating Officer

FILED

NOV 25 1998

By [Signature] 214057

* To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.



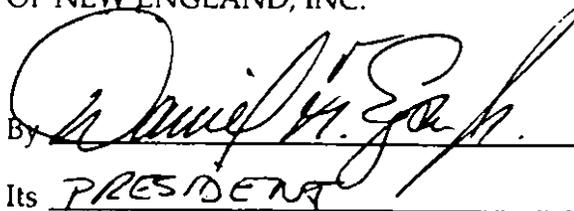
Members Insurance Agency of New England, Inc.

August 3, 1998

To Whom It May Concern:

I authorize the use of the name, Members Insurance Agency, LLC to be formed by Robert F. Delaney, Jr. as manager.

MEMBERS INSURANCE AGENCY
OF NEW ENGLAND, INC.

By 
Its PRESIDENT

Nov 25 11 22 AM '98

304 Turnpike Road, Southborough, MA 01772-1709
(508) 481-6755 Toll Free: (MA) 800-842-1242 (Outside MA) 800-438-2401
FAX: (508) 481-3586

COMMONWEALTH OF MASSACHUSETTS

LIMITED LIABILITY COMPANY
(General Laws, Chapter 156C)

636497

Filed this 17 day of November

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FEE PAID
500.00
NOV 17 1998

CASHIERS
SECRETARY'S OFFICE

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

SECRETARY OF THE
COMMONWEALTH
98 NOV 17 AM 11:31
CORPORATION DIVISION

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 11-18-98 CLERK CSM

James Yngve
617-832-0201

