

A M E N D M E N T

Filing Fee: \$20.00

To be filed annually during
the month of June

State of Rhode Island and Providence Plantations Corporation Division 100 North Main Street Providence, RI 02903

NON-PROFIT CORPORATION

Corporate ID Number.....0091760..... Annual Report for the year.....1997.....

FIRST: The name of the corporation isAmica Companies Foundation.....

SECOND: It is incorporated under the laws ofRhode Island.....

THIRD: The character of the affairs which it is actually conducting in Rhode Island, briefly stated, is to make charitable gifts to qualified organizations defined in Sec. 501(c)(3) of the IRC of 1986; and to do all things necessary for the attainment of these purposes.....

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated isN/A.....

FIFTH: Corporate address in Rhode IslandLincoln Center Office Park, Lincoln Center
Boulevard, Lincoln, RI 02865.....

SIXTH: Names and addresses of its directors and officers: (In compliance with 7-6-23 of the R.I.G.L. 1956, Reenactment of 1994, the number of Directors of a corporation shall not be less than three (3).)

THIS REPORT WILL NOT BE ACCEPTED UNLESS THREE (3) DIRECTORS ARE LISTED.

NAME	OFFICE	ADDRESS
.....	Director	SEE ATTACHED
.....	Director
.....	Director
.....	President
.....	Vice-President
.....	Secretary
.....	Treasurer

(If additional space is needed, attach rider)

Dated: July 19 97

FILED
JUL 03 1997

By _____

AMICA COMPANIES FOUNDATION
(Name of Corporation)

By Peter F. Goldblum
Title Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form N-14 must be filed.
Please contact the Corporation Division, 277-3040, for further information.

AMICA COMPANIES FOUNDATION

LINCOLN CENTER OFFICE PARK
45 LINCOLN CENTER BOULEVARD, LINCOLN, RHODE ISLAND
MAIL: P.O. BOX 6008, PROVIDENCE, RI 02865-1166

Telephone (401) 334-6000

OFFICERS AND DIRECTORS

Thomas A. Taylor, President and Director
Lincoln Center Office Park, Lincoln Center Boulevard, Lincoln, RI 02865

Robert A. DiMuccio, Treasurer
Lincoln Center Office Park, Lincoln Center Boulevard, Lincoln, RI 02865

Kenneth H. Nails, General Counsel
Lincoln Center Office Park, Lincoln Center Boulevard, Lincoln, RI 02865

Robert K. Benson, Chief Investment Officer
Lincoln Center Office Park, Lincoln Center Boulevard, Lincoln, RI 02865

Peter F. Goldbecker, Secretary
Lincoln Center Office Park, Lincoln Center Boulevard, Lincoln, RI 02865

Joel N. Tobey, Director
6 Harbour Rd., Barrington, RI 02806

Lowell C. Smith, Director
1618 S. E. Edith Esplanade, Cape Coral, FL 33904

W. Lawrence George, Director
P. O. Box 878, Portland, ME 04104

Robert R. Faulkner, Director
1 Citizens Plaza, Suite 900, Providence, RI 02903

Henry S. Woodbridge, Jr., Director
100 Kings Highway, Pomfret, CT 06258

Peter B. Freeman, Director
100 Alumni Ave., Providence, RI 02906

Donald R. Goodby, Director
22 Barrows Dr., E. Greenwich, RI 02818

Patricia W. Chadwick, Director
1166 Avenue of the Americas, New York, NY 10036

Jeffrey P. Aiken, Director
111 East Wisconsin Ave., Milwaukee, WI 53202

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