

Filing Fee \$10.00



# State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 North Main Street  
Providence, Rhode Island  
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE  
that the corporation must be in good standing prior to filing

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Amica Companies Foundation

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is ..... Amica Companies Foundation .....

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:  
(Insert Amendment)

That ARTICLE FOURTH of the Articles of Incorporation be amended in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof.

**FILED**

FEB 18 1997

By

*[Signature]*

179666

FEB 18 3 08 PM 1997

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted by a consent in writing signed under the date of February 18, 1997 by all of the members of the Board of Directors in office, there being no members entitled to vote in respect thereof.

Dated February 18, 1997

AMICA COMPANIES FOUNDATION

(Note 2)

By

Thomas A. Taylor

(Note 3)

Its President or ~~Vice President~~

and

Richard W. Pearce, Jr.

(Note 3)

Its Secretary or ~~Assistant Secretary~~

**NOTES:**

1. Insert whichever of the following statements is applicable:

- (a) "The amendment was adopted at a meeting of members held on , at which a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
- (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
- (c) "The amendment was adopted at a meeting of the Board of Directors held on , and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."

2. Exact corporate name of corporation adopting the Amendment.

3. Signatures and titles of officers signing for the corporation.

## 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) Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

(c) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(d) No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

(e) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Non-Profit Corporation Act) of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."