

Filing Fee \$35.00



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## 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

### ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Amica Companies Foundation

SECOND: The period of its duration (if perpetual, so state) perpetual

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

See Exhibit A attached hereto and made a part hereof.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See Exhibit B attached hereto and made a part hereof.

FILED

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By ND #55  
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FIFTH: The address of the initial registered office of the corporation is (*Provide street address - Not P.O. Box*)  
Lincoln Center Office Park, Lincoln Center Boulevard, Lincoln, RI 02865 (add Zip Code),  
Kenneth H. Nails  
and the name of its initial registered agent at such address is: .....

  
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ten (10),  
and the names and addresses of the persons who are to serve as the initial directors are:


Name	Address
See Exhibit C attached hereto and made a part hereof.	
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

SEVENTH: The name and address of each incorporator is:

Name	Address
H. Peter Olsen	1500 Fleet Center, Providence, RI 02903
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): upon filing of these Articles of Incorporation with the Secretary of State's Office

Dated..... October 7, 1996

  
H. Peter Olsen All Incorporators must sign

.....  
Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

## EXHIBIT A

"THIRD: The purposes for which the corporation is organized are:

(a) To make charitable gifts to qualified organizations. Qualified organizations are organizations defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), which are also described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) To do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and, subject to the limitations hereinafter contained, to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, or the corresponding provisions of any future statute enacted in substitute therefor."

## EXHIBIT B

"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) 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.

(c) 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."

DIRECTORS

Home Addresses

Joel N. Tobey  
6 Harbour Road  
Barrington, RI 02806

Lowell C. Smith  
400 Narragansett Parkway, East D2  
Warwick, RI 02886

W. Lawrence George  
1 Colonial Village  
Falmouth, ME 04105

5243 S. W. Bimini Circle North  
Palm City, FL 34990

Robert R. Faulkner  
228 Rumstick Road  
Barrington, RI 02806

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

Peter B. Freeman  
100 Alumni Avenue  
Providence, RI 02906

Donald R. Goodby  
22 Barrows Drive  
East Greenwich, RI 02818

Patricia W. Chadwick  
31 Hillcrest Park Road  
Old Greenwich, CT 06870

Jeffrey P. Aiken  
1071 E. Circle Drive  
Whitefish Bay, WI 53217

Thomas A. Taylor  
5 Brook Road  
Swansea, MA 02777



# AMICA LIFE INSURANCE COMPANY

LINCOLN CENTER OFFICE PARK  
10 LINCOLN CENTER BOULEVARD, LINCOLN, RHODE ISLAND  
MAIL: P.O. BOX 6008, PROVIDENCE, RI 02940-6008

Subsidiaries:

Amica General Agency, Inc.  
DBA Amica General Insurance Agency (CA)

September 19, 1996

Telephone (401) 334-6000  
Toll Free 1 800-234-LIFE

Secretary of State  
Business Division  
100 North Main Street  
Providence, Rhode Island 02903

RE: Consent to Use Name - Amica Companies Foundation

Dear Sir/Madam:

In connection with the filing of Articles of Incorporation by Amica Companies Foundation, the undersigned hereby consents to the use of said name and the filing of said Articles of Incorporation.

AMICA LIFE INSURANCE COMPANY

By: \_\_\_\_\_

Kenneth H. Nails

Senior Vice President and General Counsel



AMICA GENERAL AGENCY, INC.

LINCOLN CENTER OFFICE PARK  
10 LINCOLN CENTER BOULEVARD, LINCOLN, RHODE ISLAND  
MAIL P.O. BOX 6008, PROVIDENCE, RI 02940-6008

A Subsidiary of  
Amica Life Insurance Company

September 19, 1996

Telephone (401) 334-6000  
RI Toll Free 1-800-24-AMICA  
Toll Free 1-800-62-AMICA

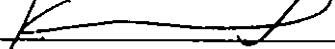
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AMICA GENERAL AGENCY, INC.

By:   
Kenneth H. Nails  
Senior Vice President and General Counsel



# AMICA MUTUAL INSURANCE COMPANY

LINCOLN CENTER OFFICE PARK  
10 LINCOLN CENTER BOULEVARD, LINCOLN, RHODE ISLAND  
MAIL P.O. BOX 6008, PROVIDENCE, RI 02940-6008

September 19, 1996

Telephone (401) 334-6000  
RI Toll Free 1-800-24-AMICA  
Toll Free 1-800-62-AMICA

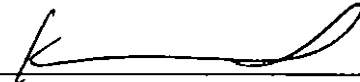
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AMICA MUTUAL INSURANCE COMPANY

By:   
Kenneth H. Nails  
Senior Vice President and General Counsel