

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Boston Insurance Trust, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Boston Insurance Trust, Inc.

SECOND: The name which it elects to use in Rhode Island is Boston Insurance Trust, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island:)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is March 4, 1983 and the period of its duration is indefinite

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 5 Mamar Drive, Suite 470, Plainville, MA 02762

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to serve as a trustee in connection with multiple-employer group life insurance trusts or other insurance trusts or arrangements. To severally participate in the administration of insurance trusts, but not to act as an insurer nor as an agent or broker for the sale of insurance.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Moses M. Malkin	Director	4 Tumblebrook Road, Woodbridge, CT 06525
Anita T. Fiore	Director	166 Pool Rd., North Haven, CT 06473
Michael P. DeBaggis, Jr.	Director	33 Barge Road, Guilford, CT 06437
Bernard J. Virshup	Director	718 Laurie Lane, Orange, CT 06477
Anita T. Fiore	President	
Michael P. DeBaggis, Jr.	Vice President	
Bernard J. Virshup	Secretary	
Anita T. Fiore	Treasurer	
Moses M. Malkin	Chairman of the Board	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
15,000	Common	---	without par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	---	without par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ -0-

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 75,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 1, 1988

Boston Insurance Trusts, Inc.

[Exact Corporate Name of Corporation Making Application]

By Anita T. Fiore

Its President

and Bernard J. Virshup

Its Secretary

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

} Sc.

At East Haven in said County on the 1st day
of February 1988, before me personally appeared Anita T. Fiore
and Bernard J. Virshup, who being by me first duly sworn, declared that
they are the President and Secretary of Boston Insurance Trust, Inc.,
that he signed the foregoing document as such President and Secretary of the
corporation, and that the statements therein contained are true.

Dorothy B. Sommo
Notary Public

(NOTARIAL SEAL)

DOROTHY B. SOMMO
NOTARY PUBLIC

My Commission Expires March 31, 1992

✓ 46493

CPG 65.00
CHEN 53.00
04/05/88 F01B 04656003

FEB 12 1988
MR

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Albert W. Spicer, Jr.

24 Millpond Lane
Norwood, MA 02062

The above named incorporation(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby certify:

The name by which the corporation shall be known is:

Boston Insurance Trust, Inc.

The purpose for which the corporation is formed is as follows:

To serve as a trustee in connection with multiple employer group life insurance trusts or other insurance trusts or arrangements. To generally participate in the administration of insurance trusts, but not to act as an insurer nor as an agent or broker for the sale of insurance. To have and exercise all powers granted to business corporations by Massachusetts General Laws Chapter 156B.

83-063028

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				
Common	15,000			

4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

5. The restriction, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class is as follows:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following: He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any such meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators, as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of

6. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

*the corporation until these provisions have been complied with but the Board of Directors may in any particular instance waive the requirement.

- *If there are no provisions state "None"

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.

8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after the date of filing.)

9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation of Massachusetts is:

Suite 1000, One Boston Place, Boston, MA 02108

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Albert W. Spicer, Jr.	24 Millpond Lane, Norwood, MA	02062
Treasurer: Albert W. Spicer, Jr.	24 Millpond Lane, Norwood, MA	02062
Clerk: Nancy A. Spicer	24 Millpond Lane, Norwood, MA	02062
Directors: Albert W. Spicer, Jr.	24 Millpond Lane, Norwood, MA	02062

c. The date initially adopted on which the corporation's fiscal year ends is:

February 28

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

1st Tuesday in June

e. The name and business address of the resident agent, if any, of the corporation is: None

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this day of March 19 83

ALBERT W. SPICER

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

191261

SECRETARY OF
THE COMMONWEALTH

1983 MAR -4 PM 2:28
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$150.00 having been paid, said articles are deemed to have been filed with me this 4th day of March 1983

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO: ROBERT M. BONIN
BONIN & ZALOMAN

One Boston Place

Boston, MA 02108

Telephone 617-723-2525

A TRUE COPY

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

SECRETARY OF STATE

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

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