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(DO NOT CERTIFY)

83-S 400
Effective May 20, 1983.

**AN ACT TO INCORPORATE EVERGREEN INTERNATIONAL INS. CO.,
INC.**

It is enacted by the General Assembly as follows:

SECTION 1. Norman G. Orodener, Lawrence V. Davis and Kenneth Lent, their associates, successors and assigns are hereby made a corporation by the name of EVERGREEN INTERNATIONAL INS. CO., INC. for the purpose of transacting the following kinds of insurance:

1. Life insurance, meaning every insurance upon the lives of human beings and every insurance appertaining thereto. The business of life insurance shall be deemed to include the granting of endowment benefits; additional benefits in the event of the death by accident or accidental means; additional benefits operating to safeguard the contract from lapse, or to provide a special surrender value, in the event of total and permanent disability of the insured; and optional modes of settlement of proceeds. Life insurance shall include credit life insurance as defined by law.

2. Annuities, meaning all agreements to make periodical payments where the making or continuance of all or of some of a series of such payments, or the amount of any such payment, is dependent upon the continuance of human life, except payments made under the authority of paragraph one.

Any such agreement made in connection with a qualified pension, profit-sharing or annuity plan may provide that any amounts paid to the insurer to provide annuities shall be allocated by the insurer to one or more separate accounts.

3. Accident and health insurances, meaning

(a) Insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to law, except as specified in subparagraph (b) following;

(b) Non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but not including insurance solely against accidental injury), under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date; and

(c) Credit accident and health insurance as defined by law.

4. Substantially similar kinds of insurance, meaning such insurance which in the opinion of the insurance commissioner is determined to be substantially similar to one of the foregoing kinds of insurance and thereupon, with his approval, shall be deemed to be included in that kind of insurance.

SECTION 2. Nothing herein contained shall require this corporation to insure every kind of risk which it is authorized to insure.

In addition to any power to engage in any other kind of business other than an insurance business which is specifically conferred by law, this corporation shall have the power to engage in such other kind or kinds of business to the extent necessarily or properly incidental to the kind or kinds of insurance business which it is authorized to do in this state. Policies may be issued with or without seal.

This corporation shall have power to accept and to cede reinsurance of the kind or kinds of insurance business in which it is authorized to engage by the terms of

this charter and any amendments thereto, or otherwise to the extent permitted by law. This corporation shall have the power to confine its business to reinsurance.

SECTION 3. This corporation shall have all the powers, benefits, and privileges and be subject to the duties and liabilities set forth in the general laws and in all acts in amendment thereof or in addition thereto, so far as the same may be applicable to this corporation, including without limiting the generality of the foregoing, the powers set forth in subparagraphs (j), (k), (l) and (m) of section 7-1.1-2, section 7-1.1-4 subparagraph (a) to (r) inclusive, section 7-1.1-5, section 7-1.1-41 and sections 7-1.1-53 through 7-1.1-58 inclusive of the general laws of Rhode Island, 1956, as amended.

SECTION 4. The place where the principal office of this corporation shall be located is in the city of Providence, county of Providence, state of Rhode Island, and it shall have power to conduct its business in and outside Rhode Island and wherever authorized by law. It shall have power to establish other offices in the state of Rhode Island and elsewhere in the United States and in any part of the world.

SECTION 5. This corporation, acting initially through the incorporators and thereafter by the stockholders or the board of directors, may ordain and pass such rules, regulations, and by-laws for the government of its affairs and the conduct of its business as may be judged expedient and not repugnant to law.

SECTION 6. The mode and manner in which the corporate powers of this corporation are to be exercised are through its board of directors and through such officers, employees and agents as the board of directors may empower. The board of directors may also elect an executive committee and such other committees as they see fit from their own number, and may delegate to such committees such powers of the board of directors and such other powers as they may deem expedient.

SECTION 7. The management of the business and affairs of the corporation shall be vested in a board of directors, the number of which shall be fixed from time to time by the by-laws; but the number in any event shall be some multiple of three. The directors of said corporation elected at the first meeting of the incorporators shall be divided into three classes. The directors of the first class shall be elected for a term of one year; the directors of the second class shall be elected for a term of two years; and the directors of the third class shall be elected for a term of three years; and at each annual election, the successors to the class of directors whose term shall expire in that year shall be elected to hold office for a term of three years. In case of any increase in the number of directors, one-third of the additional directors shall be elected for the then unexpired portion of the term of directors of the first class; one-third for the unexpired portion of the term of the directors of the second class, and one-third for the unexpired portion of the term of the directors of the third class. All directors shall serve until their successors are elected and qualified. Thereafter, at each succeeding annual meeting of the stockholders, directors shall be elected for the period of three years to succeed those directors whose term of office shall then expire. Each director shall serve the term for which he is elected and until his successor is elected and qualified. In case of any vacancy in the office of directors by death, resignation or disqualification, the directors for the time being shall have power

to elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant.

SECTION 8. The board of directors, at a meeting held at any time prior to the first annual meeting of stockholders and thereafter at its annual meeting, which shall be held immediately after the annual meeting of stockholders, shall elect a president, a secretary and a treasurer, and it may at its option at any time appoint or elect such other officers as shall be provided in the by-laws. In case a quorum is not present at such meeting, the same shall be adjourned to another day by the directors present. Officers elected or appointed by the board of directors may be removed by the board of directors and, otherwise, shall respectively hold office until the next annual meeting, and until their successors are chosen and have qualified. Vacancies occurring in the interval between annual meetings in offices to which the board of directors has elected or appointed may be filled at any time by the board of directors, and a person so elected or appointed shall hold office until his successor is chosen and has qualified. One person may hold two or more offices if it shall be so provided in the by-laws or by action of the board of directors. The by-laws may provide for the appointment and removal of other officers by the president and the filling of vacancies in such offices by the president.

SECTION 9. This corporation may, by vote of the board of directors, issue policies stipulated to be with or without participation in the profits. For the purpose of carrying into effect the provisions hereof, the board of directors may, from time to time, in their discretion, make such classifications of policies as to them may be just and reasonable; provided the corporation shall file with the insurance commissioner for examination, copies of policy forms, riders, endorsements, application blanks, and other matter generally used and incorporated by reference in its policies or contracts.

SECTION 10. The capital stock of said corporation shall be two hundred thousand dollars (\$200,000), divided into shares the par value of which shall be fixed from time to time by vote of the board of directors. The authorized capital stock of this corporation may be increased from time to time at the discretion of the board of directors, to an amount not exceeding ten million (\$10,000,000), provided, however that no such increase shall be effective until the corporation shall have paid into the general treasury for the use of the state the tax required by section 7, chapter 1, title 7 of the general laws and file with the secretary of state a certificate of the general treasurer to the effect that the sum so required has been paid, together with a copy of the vote provided for such increase, the same to be under the seal of the corporation and certified by its secretary. Any issue of such increased stock contrary to the foregoing provision shall be invalid. Said corporation shall have a paid in capital stock of not less than two hundred thousand dollars (\$200,000) and paid in surplus of not less than eight hundred thousand dollars (\$800,000) before any policy shall be issued by the corporation. Said corporation shall also secure a certificate in compliance with the foregoing from the commissioner of insurance before it shall be authorized to write or effect any policy.

SECTION 11. The annual meeting of the stockholders of said corporation shall be held on the second Wednesday in March in each and every year, or on such other day in March as the board of directors may designate by resolution or by-law. Should any such designated day fall upon a legal holiday, then the meeting shall be held on the next succeeding business day. At all stockholders meetings each stockholder shall be entitled to one vote, either in person or by proxy,

for each share of stock owned by him and standing in his name on the books of the corporation for at least thirty (30) days immediately preceding the meeting, except that the requirement of thirty (30) days preceding ownership shall not apply at the first meeting of stockholders. The directors of the corporation shall be chosen and elected by plurality of the votes at such election.

The shares of capital stock shall be transferred in such manner as shall be prescribed in the by-laws or by the board of directors of this corporation.

SECTION 12. The stockholders of this corporation shall not be liable to any responsibility further than the amount of their respective shares of stock and their interest therein, for or on account of any damage or loss sustained by the corporation, or for or on account of any debts or other liabilities thereof.

SECTION 13. The duration of the corporate existence of this corporation shall be perpetual.

SECTION 14. This act shall take effect upon its passage, and all acts and parts of acts inconsistent herewith are hereby repealed.