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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Automobile Club Insurance Agency of East Providence, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 8,000 \$1.00 par value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 110 Royal Little Drive

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI

02904

(Zip Code)

and the name of its initial registered agent

at such address is Mark A. Shaw

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2. See Exhibit A attached hereto.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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By [Signature] 1706

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Exhibit B attached hereto.

Multiple horizontal lines for additional provisions.

7. The name and address of each incorporator is:

Name

Address

Caroline M. Gilroy-Brown, Esquire 110 Royal Little Drive, Providence, RI 02904

Horizontal lines for additional incorporator information.

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 3, 2006

Caroline M. Gilroy-Brown, sole incorporator
Caroline M. Gilroy-Brown

Horizontal line for signature.

Signature of each Incorporator

EXHIBIT A
TO
ARTICLES OF INCORPORATION OF

AUTOMOBILE CLUB INSURANCE AGENCY OF EAST PROVIDENCE, INC.

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

To engage in and carry on any and all lawful acts or activities for which corporations may be organized under the Rhode Island Business Corporations Act, as amended, including but not limited to, conducting a general insurance agency and brokerage business, acting as an agent for insurance companies soliciting and receiving applications and processing claims for property, casualty, accident and health, life insurance and all other general lines of insurance falling within the scope of those insurance companies and providing any and all other services related to the insurance business.

EXHIBIT B
TO
ARTICLES OF INCORPORATION OF

AUTOMOBILE CLUB INSURANCE AGENCY OF EAST PROVIDENCE, INC.

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.
2. Except for those actions excluded by Section 7-1.2-707 of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.
3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.2-811 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.2-807 of the Rhode Island Business Corporation Act). If the Rhode Island Business Corporation Act is hereafter amended to authorize corporate action 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 Business Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
4. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

Automobile Club Insurance Agency, Inc.
110 Royal Little Drive
Providence, RI 02904

March 3, 2006

Office of the Secretary of State
148 West River Street
Providence, RI 02904-2615

Re: Automobile Club Insurance Agency of East Providence, Inc.

Ladies and Gentlemen:

The undersigned Rhode Island corporation hereby consents to the use of "Automobile Club Insurance Agency" by the above referenced entity in filing Articles of Incorporation with your office.

Sincerely,

AUTOMOBILE CLUB INSURANCE AGENCY, INC.

By: 

Mark A. Shaw, President