

Filing Fee: \$150.00

ID Number: 125695



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 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 Providence, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
Please see attached Exhibit

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 8,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

\$1.00 Par Value

or

(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Not Applicable

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By [Signature]

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

Please See Exhibit A attached hereto and made a part hereof.

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

(Street Address, not P.O. Box)

Providence, RI 02904 and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Mark A. Shaw

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is Three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Mark A. Shaw</u>	<u>110 Royal Little Drive, Providence, RI 02904</u>
<u>Director</u>	<u>Joseph F. Whinery, Jr., Esq.</u>	<u>110 Royal Little Drive, Providence, RI 02904</u>
<u>Director</u>	<u>George Graboys</u>	<u>110 Royal Little Drive, Providence, RI 02904</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>John J. Partridge, Esquire</u>	<u>180 South Main Street, Providence, Rhode Island 02903</u>

10. Date when corporate existence is to begin Effective Upon Filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 6.29.02

John J. Partridge
John J. Partridge

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 28th day of June, 2002, personally appeared before me John J. Partridge

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Judith M. Adams
Notary Public
My Commission Expires: 12/12/05

EXHIBIT A

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 7-1.1-30.3(b) 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 7-1.1-43 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 7-1.1-37.1 of the Rhode Island Business Corporation Act).

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 theretofore permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

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By

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

June 28, 2002

Office of the Secretary of State
100 North Main Street, First Floor
Providence, RI 02903-1335

Re: Automobile Club Insurance Agency of 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: 
President

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By 