

CONTINUATION SHEET 1

The undersigned directors, in addition to the President and Secretary, do certify that they are at least a majority of the directors then in office and do certify as to the adoption of these Restated Articles of Organization of the corporation, and further certify that these Restated Articles of Organization effect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to Articles II, V, VI and VIII:

Melissa J. Browne, Director

Bruce T. Cameron, Director

Steve H. Chevalier, Director

George A. Cole, III, Director

Judy S. Jackson, Director

George Kowalsky, Director

Dennis J. Nelson, Director

Francis P. Pandolfi, Director

Robert T. Ramsdell, Director

Brian A. Williams, Director

CONTINUATION SHEET 2

The purpose for which this corporation is formed are (a) to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Massachusetts and empowered to do insurance business by the Massachusetts Commissioner of Insurance may now or hereafter lawfully do; (b) to accept or cede reinsurance; (c) to issue policies and contracts for any kind or combinations of kinds of insurance; and (d) and to engage in any lawful act or activity in which a corporation may engage pursuant to Chapters 156B and 175 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	N/A	Common:	N/A	
Preferred:	N/A	Preferred:	N/A	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

N/A

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the 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:

See Continuation Sheet 6

***If there are no provisions state "None".
Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*

CONTINUATION SHEET 6

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation and for limiting, defining, or regulating the powers of the corporation or of its directors or stockholders:

(a) Meetings of the members may be held anywhere within Massachusetts.

(b) No contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder or partner in such other corporation, association, or partnership, or (ii) any one or more of the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction.

(c) The corporation may be a partner in any business enterprise which it would have power to conduct itself.

(d) The by-laws may provide that the directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, these articles of organization, or the by-laws requires action by the members.

(e) No director shall be liable to the corporation, its members or creditors, or any person asserting rights on behalf of the corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of fiduciary duty resulting from his status as a director, except to the extent that the elimination or limitation of liability is not permitted under the Massachusetts Business Corporation Law as in effect when such liability is determined. No amendment or repeal of this provision shall deprive a director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

230 Beal Street, Hingham, MA 02043

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:		See Continuation Sheet 8b	
Clerk:			
Directors:			

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Articles II, V, VI and VIII

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 20 10

_____, *President / ~~XXXXXXXXXXXX~~

_____, *Clerk / ~~XXXXXXXXXXXX~~

*Delete the inapplicable words.

**If there are no amendments, state 'None'.

CONTINUATION SHEET 8b

8b. The name, residential address and post office address of each director and officer of the corporation is as follows:

Title	Name	Residential Address	Post Office Address
Senior Vice President	Bruce M. Arnold	To be inserted prior to filing	To be inserted prior to filing
Director	Melissa J. Browne	To be inserted prior to filing	To be inserted prior to filing
Director	Bruce T. Cameron	To be inserted prior to filing	To be inserted prior to filing
Chief Executive Officer, Director	Steve H. Chevalier	To be inserted prior to filing	To be inserted prior to filing
President, Director	George A. Cole, III	To be inserted prior to filing	To be inserted prior to filing
Secretary	Debra L. Cusimano	To be inserted prior to filing	To be inserted prior to filing
Director	Judy S. Jackson	To be inserted prior to filing	To be inserted prior to filing
Vice President and Treasurer, Director	George Kowalsky	To be inserted prior to filing	To be inserted prior to filing
Vice President, Director	Dennis J. Nelson	To be inserted prior to filing	To be inserted prior to filing
Director	Francis P. Pandolfi	To be inserted prior to filing	To be inserted prior to filing
Director	Robert T. Ramsdell	To be inserted prior to filing	To be inserted prior to filing
Vice President	Cheryl E. Wigmore	To be inserted prior to filing	To be inserted prior to filing
Director	Brian A. Williams	To be inserted prior to filing	To be inserted prior to filing

THE COMMONWEALTH OF MASSACHUSETTS
RESTATED ARTICLES OF ORGANIZATION

I hereby approve the within Restated Articles of Organization and,
the filing fee in the amount of \$ _____ having been paid, said
articles are deemed to have been filed with me this _____ day of
_____, 20 ____.

Effective Date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Alan J. Levin

Edwards Angell Palmer & Dodge LLP

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A copy this filing will be available on-line at www.state.ma.us/sec/cor
once the document is filed.