

FO7000004187

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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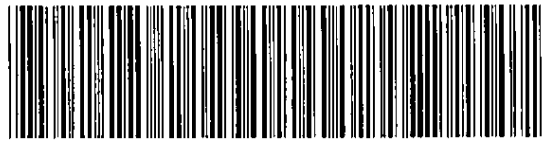
(Business Entity Name)

(Document Number)

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SEP 28 2017
S. YOUNG
[Signature]
S. YOUNG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~SEP 25 PM 3:40~~

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 SEP 28 PM 2:45

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 18, 2017

MATTHEW C REGAN III
1 LINSOTT ROAD
WOBBURN, MA 01801

SUBJECT: THE SAVINGS BANK LIFE INSURANCE COMPANY OF
MASSACHUSETTS
Ref. Number: F07000006187

We have received your document for THE SAVINGS BANK LIFE INSURANCE COMPANY OF MASSACHUSETTS and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

CERTIFICATE MUST HAVE OLD & NEW NAME ON IT FOR THE CORPORATION

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young
Regulatory Specialist II

Letter Number: 217A00018360

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Savings Bank Mutual Life Insurance Company of Massachusetts

Name of Corporation

DOCUMENT NUMBER: F07000006187

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Matthew C. Regan III

Name of Contact Person

The Savings Bank Mutual Life Insurance Company of Massachusetts

Firm/Company

1 Linscott Road

Address

Woburn, MA 01801

City/State and Zip Code

mregan@sbli.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew C. Regan III

Name of Contact Person

781 994-5421
at ()

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000006187

(Document number of corporation (if known))

1. The Savings Bank Life Insurance Company of Massachusetts

(Name of corporation as it appears on the records of the Department of State)

2. Massachusetts

(Incorporated under laws of)

3. April 22, 2008

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under its jurisdiction of incorporation? July 26, 2017

5. The Savings Bank Mutual Life Insurance Company of Massachusetts

(Name of corporation after the amendment, adding suffix "corporation," "company," or "inc" appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Matthew C. Regan III

(Signature of a director, president or other officer - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)

Matthew C. Regan III

(Typed or printed name of person signing)

SVP, GC, & Corp. Secretary

(Title of person signing)

FEDERAL IDENTIFICATION
NO. _____

18
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

001040223

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74) 175, Section 50B)

Name
Approved

We, James A. Morgan, *President / ~~*Vice President~~,

and Matthew C. Regan III, *Secretary
*Clerk / ~~*Assistant Clerk~~,

of The Savings Bank Life Insurance Company of Massachusetts

(Exact name of corporation)

located at One Linscott Road, Woburn, MA 01801

(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting
held on November 30, 20 16 by a vote of the directors/or:

29 shares of Class A Common Stock of 30 shares outstanding,
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding,
(type, class & series, if any)

**being at least a majority of each type, class or series outstanding and entitled to vote thereon. / **being at least
two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series
of stock whose rights are adversely affected thereby:

ARTICLE I

The name of the corporation is:

The Savings Bank Mutual Life Insurance Company of Massachusetts

ARTICLE II

The purpose of the corporation is to engage in the following business activity(ies):

Please see Attachment Sheet, attached hereto and incorporated herein by reference.

*Delete the inapplicable words.

**Delete the inapplicable clause.

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 with a left margin of at least 1 inch. Additions to more than one article may be made on a single
sheet so long as each article requiring each addition is clearly indicated.

P.C.

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:	None	Common:	None	None
Preferred:	None	Preferred:	None	None

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.

Not applicable.

ARTICLE V

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

Not applicable.

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:

Please see Attachment Sheet, attached hereto and incorporated herein by reference.

***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.

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:
One Linscott Road, Woburn, MA 01801

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:	James A. Morgan	15 Pine Street, West Newton, MA 02465	One Linscott Road, Woburn, MA 01801
Treasurer:	John E. Brabazon	1 Clover Leaf Lane, Franklin, MA 02038	One Linscott Road, Woburn, MA 01801
Secretary:	Matthew C. Regan III	1244 Brook Road, Milton, MA 02186	One Linscott Road, Woburn, MA 01801
Directors:	Gerald T. Mulligan	16 Ewing Drive, South Orleans, MA 02662	One Linscott Road, Woburn, MA 01801
	Julianne M. Bowler	20 Decatur Avenue, Jamestown, RI 02835	One Linscott Road, Woburn, MA 01801
	Kevin G. Champagne	Stone Harbour Condominiums, 345 Thames Street, Unit N-505, Bristol, RI 02809	One Linscott Road, Woburn, MA 01801
	Martin F. Connors, Jr.	170 Jamestown Road, Leominster, MA 01453	One Linscott Road, Woburn, MA 01801
	Greta R. Cusworth	16 Athlone Drive, Toronto, Ontario, Canada M8Y 2M4	One Linscott Road, Woburn, MA 01801
	John F. Heaps, Jr.	65 Englewood Road, Longmeadow, MA 01106	One Linscott Road, Woburn, MA 01801
	William J. McCool, Jr.	57 School Street, Hopkinton, MA 01748	One Linscott Road, Woburn, MA 01801
	James A. Morgan	15 Pine Street, West Newton, MA 02465	One Linscott Road, Woburn, MA 01801
	Peter J. Segerstrom	69 Yale Street, Winchester, MA 01890	One Linscott Road, Woburn, MA 01801
	Steven H. Wright	123 St. Paul Street, Apt. 2, Brookline, MA 02446	One Linscott Road, Woburn, MA 01801

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:
Not applicable.

**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:

Please see next page, attached hereto and incorporated herein by reference.

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

Please see next page, attached hereto and incorporated herein by reference. _____, *President / *Vice President,

_____, *Clerk / *Assistant Clerk.

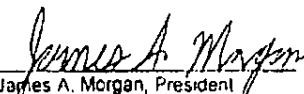
*Delete the inapplicable words.

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

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Amendments to Articles I, II, III, IV, V and VI.

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and Director

Matthew C. Regan, III, Secretary

Gerald T. Mulligan, Chairman of
the Board and Director

Julianne M. Bowler, Director

Kevin G. Champagne, Director

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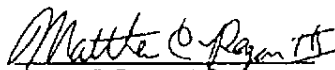
Steven H. Wright, Director

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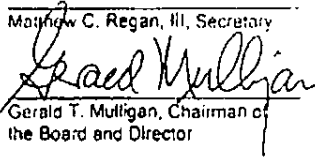
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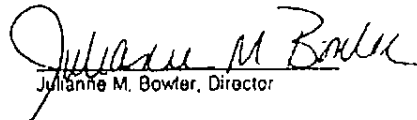
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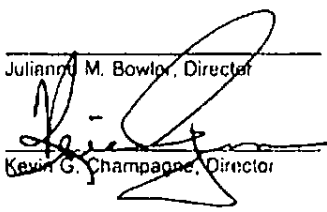
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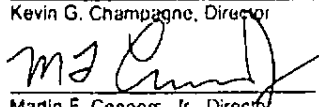
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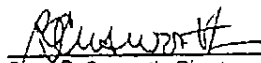
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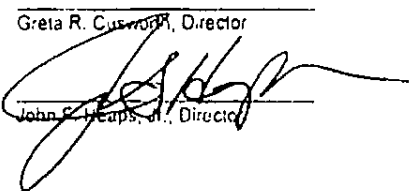
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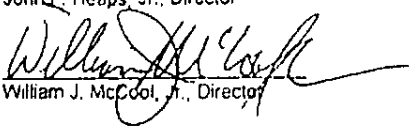
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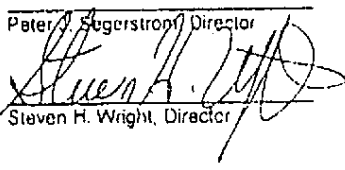
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Peter J. Segerstrom, Director



Steven H. Wright, Director

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

Article II. Corporate Purposes.

2.1. The corporation was established as a domestic stock life insurance company by Chapter 499 of the Acts of 1990, which established Chapter 178A of the General Laws. At the time it was established, the corporation's name was The Savings Bank Life Insurance Company of Massachusetts.

2.2. Chapter 176 of the Acts of 2010, approved July 25, 2010, repealed Chapter 178A of the General Laws and provided that the corporation may adopt restated articles of organization and by-laws as approved by stockholders under Section 4 of Chapter 178A of the General Laws, which shall provide for the governance and capital structure of the corporation, including a policyholders advisory board that may make recommendations to the Company on maintaining safe, low-cost insurance, as the same shall be amended from time to time, in such form and manner as is permissible for other domestic stock life insurance companies under Chapter 175 of the General Laws. Such restated articles of organization took effect on July 13, 2011.

2.3. Upon these amended and restated Articles of Organization taking effect, the corporation shall be converted, under the provisions of Chapter 175 of the General Laws, from a domestic stock life insurance company to a domestic mutual life insurance company pursuant to which all of its shares of capital stock shall be retired and cancelled and its name shall be changed to The Savings Bank Mutual Life Insurance Company of Massachusetts. The stock insurance company's business and operations shall not be affected or interrupted by the conversion, and the mutual insurance company shall continue as the same legal entity as the stock insurance company after the conversion. The mutual insurance company shall succeed to all of the presently existing rights, interests, duties, and obligations of the stock insurance company to the extent provided by law. Neither the retirement of the stock insurance company's capital stock nor the amendment and restatement of its Articles of Organization shall affect existing suits, rights, or contracts of the stock insurance company. The policies of the stock insurance company's customers shall not be affected by the conversion. Upon conversion, each policyholder of the stock insurance company shall continue to hold exactly the same policy benefits subject to the same coverage terms as the holder held immediately before the conversion, and all policyholders shall be deemed to possess membership rights and privileges after the conversion. The board of directors of the mutual insurance company shall be divided into three classes as provided in Article VI and shall be comprised of (i) the members of the board of directors of the stock insurance company and (ii) the chairman of the policyholders advisory board, in each case immediately prior to the conversion, each to hold office until the annual meeting of policyholders of their respective class and until their successors are duly elected and qualified, and otherwise in accordance with the Articles of Organization and by-laws of the mutual insurance company.

2.4. The corporation shall be and continue to be possessed of all privileges, franchises and powers under the provisions of Chapter 175 of the General Laws, and transacting the kinds of insurance now or hereafter described in or permitted by Clauses 6th and 16th of Section 47 and Sections 47A and 54G of Chapter 175 of the General Laws and any acts in amendment thereof or in addition thereto, and such other kinds of insurance as may be permitted now or hereafter to be transacted by insurance corporations organized or authorized to transact any of the kinds of insurance now or hereafter described or permitted by said Clauses of Section 47 and Sections 47A and 54G, and any acts in amendment thereof or in addition thereto; and including authority to write such other form or forms of insurance coverage not included in the provisions of said Section 47 and Sections 47A and 54G, and not contrary to the law, as the Commissioner of Insurance, in his or her discretion, may authorize and license subject to such terms and conditions as he or she may from time to time prescribe, including without limitation, offering and maintaining safe, low-cost insurance for the benefit of policyholders.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

Article VI. Other Lawful Provisions.

6.1. The corporation may carry on any business, operation or activity referred to in Article II to the same extent as might an individual, whether as principal, agent, contractor or otherwise, and either alone or in conjunction or a joint venture or other arrangement with any corporation, association, trust, firm or individual.

6.2. The corporation may carry on any business, operation or activity referred to in Article II through a wholly or partly owned subsidiary

6.3. The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

6.4. Meetings of the members may be held anywhere in the United States.

6.5. The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. To the extent permitted by law, surplus shall be available for any corporate purpose, including the payment of dividends.

6.6. The number of directors of the corporation shall be fixed solely by resolution duly adopted from time to time by the board of directors. The directors shall be divided into three classes, with each class to consist of approximately one-third of the number of directors, and with the term of office of the first class to expire at the first annual meeting of members following the effective date of these amended and restated Articles of Organization, the term of office of the second class to expire at the annual meeting of members one year thereafter and the term of office of the third class to expire at the annual meeting of members two years thereafter. At each annual meeting of members following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of members after their election and until any successor shall have been elected and qualified, unless a director sooner dies, resigns or is removed, or as otherwise provided in the by-laws.

6.7. The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest in the corporation. In the absence of fraud, any person may be a party to, or may have an interest in, any contract, transaction or other act of the corporation (each an "act"), and

(1) such act shall not in any way be invalidated or otherwise affected by that fact;

(2) no such person shall be required to report to the corporation any profit or benefit realized through any such act; and

(3) any such person who is a director of the corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof in which any such act is authorized or ratified. Further, such director may vote to authorize the same.

Notwithstanding the foregoing provision:

(i) no director or officer of the corporation may be a party to, or have an interest in, any act either individually or as a director, officer, trustee or member of any entity, involving an entity that is not a subsidiary or affiliate of the corporation; and

(ii) no director or officer of the corporation may be a party to, or have an interest in, any act involving an entity in which the director or officer has an interest as holder, of a majority of shares of capital stock or other beneficial interest at the time outstanding if the entity is not a subsidiary or affiliate of the corporation.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

If such act, however, is duly authorized or ratified by a majority of those directors who are not so interested, after the nature of such interest has been disclosed, and who have made any findings required by law, then such director or officer of the corporation may be a party to, or have an interest in, such act.

The term "interest" includes any interest (including without limitation, interest of a pecuniary nature) in a personal capacity or as a director, officer, stockholder, shareholder, trustee, member or beneficiary of an entity. The term "entity" means any corporation, association, trust, partnership, firm, person or other entity other than the corporation. The phrase "subsidiary or affiliate" means an entity in which a majority of the directors, trustees, partners or controlling persons is elected or appointed by the directors of the corporation, or is constituted of the directors or officers of the corporation.

The term "person" means a director, officer or member of the corporation individually, or any individual having any interest in any entity that is a member of this corporation, or any entity in which any of such directors, officers, members or individuals has any interest.

6.8. No director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except for liability for damages incurred by the corporation or its members resulting from (a) any breach of the director's duty of loyalty to the corporation or its members, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law by the director, or (3) any transaction from which the director derived an improper personal benefit. 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.

6.9. 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 or the by-laws requires action by the members.

6.10: The corporation may authorize a proper amendment of its Articles of Organization by a two-thirds vote of those members present and voting at a meeting duly called for the purpose, provided that: (1) the proposed amendment shall have been made in writing by a member and filed with the Chairman of the Board and the Secretary at least seventy-five days but no more than ninety days before the date of the meeting at which action thereon is to be taken, (2) the proposed amendment shall have been determined by the corporation to be proper, and (3) the board of directors shall have approved the proposed amendment prior to its submission to members for vote.

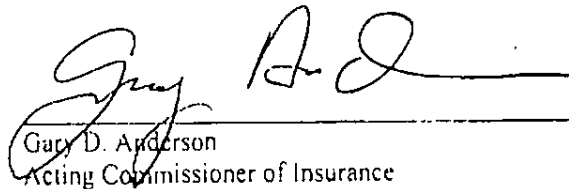
The corporation also may authorize a proper amendment of its Articles of Organization by a two-thirds vote of those members present and voting at a meeting duly called for the purpose, provided that: (1) the proposed amendment shall have been made in writing by a member and signed by not less than one-half of one percent of the members of the corporation and filed with the Chairman of the Board and the Secretary at least seventy-five days but no more than ninety days before the date of the meeting at which action thereon is to be taken, and (2) the amendment shall have been determined by the corporation to be proper.

An amendment shall be considered proper if any provision added to or changes made in the Articles of Organization by such amendment could have been included in, and any provision deleted thereby could have been omitted from, original Articles of Organization filed at the time of the meeting.

6.11. The corporation shall have all powers granted to corporations by the laws of the Commonwealth of Massachusetts, provided that no such power shall include any activity inconsistent with the General Laws.

**CERTIFICATION AND APPROVAL OF RESTATED ARTICLES OF ORGANIZATION FOR
THE SAVINGS BANK MUTUAL LIFE INSURANCE COMPANY OF MASSACHUSETTS
PURSUANT TO M.G.L. c. 175, § 50B**

I hereby certify, after examination thereof, that the Restated Articles of Organization for The Savings Bank Mutual Life Insurance Company of Massachusetts submitted to me by The Savings Bank Life Insurance Company of Massachusetts in accordance with M.G.L. c. 175, § 50B and in furtherance of its conversion to a mutual insurance company pursuant to M.G.L. 175, § 19D, conform to the requirements of law and are hereby approved on this 24th day of July, 2017.



Gary D. Anderson
Acting Commissioner of Insurance

1293896
THE COMMONWEALTH OF MASSACHUSETTS
RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter ~~156B, Section 74~~ 175, Section 50B)

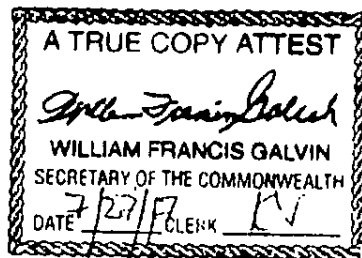
CP# 31588256

I hereby approve the within Restated Articles of Organization and,
the filing fee in the amount of \$ 800⁰⁰ having been paid, said
articles are deemed to have been filed with me this 26th day of
July, 20 17.

Effective Date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Contact information:

William P. Mayer _____

Goodwin Procter LLP _____

100 Northern Avenue, Boston MA 02210 _____

Telephone: (617) 570-1534 _____

Email: wmayer@goodwinlaw.com _____

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

SECRETARY OF THE
COMMONWEALTH
2017 JUL 26 AM 11:32
CORPORATIONS DIVISION