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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

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2015 FEB 23 PM 2:06

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Conley Group, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 18, 2014, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Article Sixth Section 4 of the Articles of Incorporation of the Corproation is hereby amended in
its entirety to read instead as set forth on Exhibit A which is attached hereto and incorporated
herein by reference.

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment 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 _____

FILED

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

By [Signature]

Date: December 18, 2014

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[Signature]

Signature of Authorized Officer of the Corporation

John W. Conley, Director

Type or Print Name of Authorized Officer

EXHIBIT A

"4. Right of First Refusal Upon Sale of Stock

No holder of any of the common stock of the Corporation (including Series "A" voting common stock and Series "B" non-voting stock) shall transfer any of such stock without first offering the same to the Corporation at the lowest price at which (s)he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his or her stock if the said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation, or in case the stockholder making such offer shall be the Secretary then to the President; and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the Corporation then outstanding and entitled to vote, to be held within thirty (30) days after the receipt of said offer, for the purposes of taking action with respect to the same. The Corporation, through the holders of stock then outstanding and entitled to vote, shall have thirty (30) days after the time fixed for the holding of such special meeting of the stockholders to accept or reject said offer, and until action thereon shall be taken or until the expiration of said thirty (30) days, whichever shall first occur, no transfer of any of his or her common stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, or if no action shall be taken by them prior to the expiration of said thirty (30) days, such stockholder may then transfer the same at no less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said thirty (30) days but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers of the common stock of the Corporation are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance and/or any transfer arising from any bankruptcy or insolvency proceeding, excluding however the following transfers which are not included in or subject to the restrictions in this paragraph: (i) transfers of any stock of the Corporation by the executor, administrator or personal representative of a deceased stockholder to the deceased stockholder's next of kin or to the legatee or legatees named in the deceased stockholder's Will; and (ii) transfers of any stock of the Corporation by the trustee(s) of a trust to any beneficiary or beneficiaries of said trust upon the death of the settlor of said trust. The Corporation may by majority vote of the stockholders then holding Series "A" voting common stock of the Corporation taken at a special meeting of stockholders of said voting stock duly held for that purpose (or by their written consent in lieu of such special meeting), waive the provisions of this paragraph with respect to any particular transfer. Each common stock certificate issued by the Corporation shall be marked with a legend referring to this restriction on transfer. Any transfer contrary to the foregoing provisions shall be void."



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

