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State of Rhode Island and Providence Plantations

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

Beverly Land Company

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Beverly Land Company

SECOND: The shareholders of the corporation on January 19, 1988, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

See Exhibit A which states the adopted amendment to the Articles of Incorporation which were enacted by the General Assembly in the January Session, A.D. 1898.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,000 ; and the number of shares entitled to vote thereon was 10,000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
NONE	

FIFTH: The number of shares voted for such amendment was 10,000 ; and the number of shares voted against such amendment was -0-

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
NONE		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

NO CHANGE

Dated January 19, 19 88

Tuncan A. Mawran

By

Its President
and *Robert S. Gurnett*
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Providence } SC.

At Providence in said county on this 19th day of
January, 1988, personally appeared before me Duncan
H. Mauran, who, being by me first duly sworn, declared that he is the
President of Beverly Land Company

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Joachim A. Weissfeld
Notary Public

(NOTARIAL SEAL)

JOACHIM A. WEISSFELD, Notary Public
State of R.I. and Providence Plantations
My Commission Expires June 30, 1991

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"Section 7.

A. Elimination of Directors' Liability

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this Section 7 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.

B. Indemnification

1. By-law and Director and Officer Indemnity Agreements: Statutory Provisions. The board of directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each director and officer for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

2. By-law and Director and Officer Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the board of directors of the

Corporation by Paragraph B.1. hereof, the board of directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each director and officer, for the purpose of indemnifying such director or officer in the manner and to the extent provided herein:

(i) The by-law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Section Seven, pay, on behalf of a director or officer any Loss or Expenses arising from any claim or claims which are made against the director or officer (whether individually or jointly with other directors or officers) by reason of any Covered Act of the director or officer.

(ii) For the purposes of this Section Seven, when used herein

(1) "Loss" means any amount which a director or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(2) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(3) "Covered Act" means any act or omission of an director or officer in the director's or officer's capacity as a director or officer of the Corporation.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired director or officer, the estate, heirs or legal representative of a deceased director or officer or the legal representative of an incompetent, insolvent or bankrupt director or officer, where the director or officer was a director or officer at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to a director or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such director or officer and based on the alleged commission by such director or officer of a Covered Act, subject to an undertaking by or on behalf of such director or officer to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such director or officer.

(v) The by-law provisions or agreements authorized hereby may not indemnify a director or officer from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a director or officer: (1) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the board of directors, in its sole discretion, determines to be consistent with the provisions of this Article."