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ID Number: 185112

## State of Rhode Island and Providence Plantations

Office of the Secretary of State  
Corporations Division  
148 W. River Main Street  
Providence, Rhode Island 02904-2615

### NON-PROFIT CORPORATION

### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 7-6-40 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 GALS (The Girls Athletic Leadership Schools)
2. The following amendments to the Articles of Incorporation were adopted by the corporation:

Article 1 of the Articles of Incorporation is amended in its entirety to read as follows:

1. The name of the corporation is GALS, INC. (The Girls Athletic Leadership Schools)

Article 3 of the Articles of Incorporation is amended in its entirety to read as follows:

3. The specific purpose or purposes for which the corporation is organized are:

This corporation is organized exclusively for the advancement of education through the direction and creation of an innovative national network of private girls day schools that teaches the integration of intellectual, physical and creative spirits, urging each student forward on a path of achievement and personal fulfillment; and to carry on any activity that may lawfully be carried on in support of such purposes by a corporation formed under the Rhode Island Nonprofit Corporation Act, as may be in effect from time to time; provided that the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law and the powers of the organization shall be limited to such powers as are necessary and appropriate to carry out such purposes.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation. No member, trustee,

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director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, as may be amended (the "Code"). The corporation shall not participate or intervene (including by publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article 4 of the Articles of Incorporation is amended in its entirety to read as follows:

4. Provisions, if any, not inconsistent with the law, which the incorporator elects to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Nonprofit 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 Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this Article 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.

The property of the corporation is irrevocably dedicated to the purposes described in Article Third hereof and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to an organization qualified under Code Section 501(c)(3) and not a private foundation under Code Section 509(a), to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes for which this Corporation was formed.

3. The amendments were adopted in the following manner:

☐ The amendments were adopted at a meeting of the members held on \_\_\_\_\_, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendments were adopted by a consent in writing on \_\_\_\_\_, signed by all members entitled to vote with respect thereto.

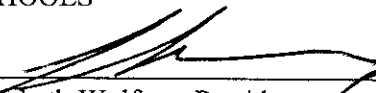
☒ The amendments were adopted at a meeting of the Board of Directors held on September 1, 2007 and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

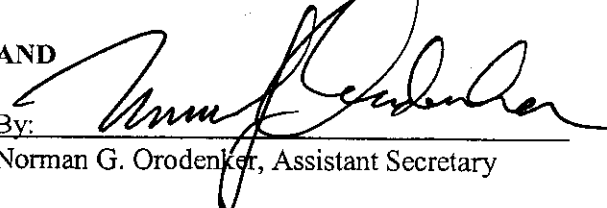
4. Date when amendments are to become effective: upon filing.

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

Date 10/10, 2007

GALS (THE GIRLS ATHLETIC LEADERSHIP SCHOOLS

By:   
Elizabeth Wolfson, President

AND  
By:   
Norman G. Orodener, Assistant Secretary