

Filing Fee \$50.00

ID Number: 146354



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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, undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **Semper Financial Mortgage Corporation**
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on **April 6, 2009**, 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)

See Exhibit A attached hereto.

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

APR 09 2009

By *DS 1215*

Date: **April 6, 2009**

086 280

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.

Matthew J. Sullivan

Signature of Authorized Officer of the Corporation

Matthew J. Sullivan, President

Type or Print Name of Authorized Officer

EXHIBIT A

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
SEMPER FINANCIAL MORTGAGE CORPORATION (the “Corporation”)**

A. Article 1 of the Corporation’s Articles of Incorporation is hereby deleted in its entirety and replaced and restated with the following:

“1. The name of the corporation is Semper Financial Mortgage Corporation”

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable)

B. Articles 3 of the Corporation’s Articles of Incorporation is hereby deleted in its entirety and replaced and restated with the following:

“3. The corporation has the purpose of engaging in any lawful business.”

C. Article 4 of the Corporation’s Articles of Incorporation is hereby deleted in its entirety and replaced and restated with the following:

“4. The total number of shares which the corporation has authority to issue is:

(a) *If only one class:* Total number of shares 10,000 (par value \$0.01 per share)

or

(b) *If more than one class:* Total number of shares is _____
A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions on them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

_____”

D. Article 5 of the Corporation’s Articles of Incorporation is hereby deleted in its entirety and replaced and restated with the following:

“5. The shareholders of the corporation shall not have preemptive rights.”

E. Article 6 of the Corporation’s Articles of Incorporation is hereby deleted in its entirety and replaced and restated with the following:

“6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

- I. Except as otherwise provided by the Rhode Island Business Corporation Act, as has been or may hereafter be amended (the “**Act**”), any action required or permitted to be taken at a meeting of shareholders by the Act, by these articles of incorporation or by the by-laws of the Corporation may be taken without a meeting upon the written consent of less than all of the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present.
- II. (A) A Director of the Corporation shall not be personally liable to the Corporation or its shareholders 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 shareholders, (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 811 of the Act, or (iv) liability for any transaction (other than transactions approved in accordance with Section 807 of the Act) from which the Director derived an improper personal benefit. If the 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 so permitted. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

(B) The Directors of the Corporation may include provisions in the Corporation’s by-laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the Corporation (an “**Indemnified Person**”), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person 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 Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

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

(1) “**Directors**” or “**officer**” means any individual who is or was a director or officer of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors. Director or officer includes, unless

the context otherwise requires, the estate or personal representative of the director or officer;

(2) “**Loss**” means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, judgments, settlements, fines (including an excise tax assessed with respect to employee benefit plans), penalties, or, reasonable expenses actually incurred;

(3) “**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 or bonds necessary to pursue an appeal of an adverse judgment; and

(4) “**Covered Act**” means any act or omission of an Indemnified Person in the Indemnified Person’s official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, other enterprise, employee benefit plan or other entity.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person 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 an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to (i) a written affirmation by the Indemnified Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification and (ii) an undertaking by or on behalf of such Indemnified Person 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 Indemnified Person.

(v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation has determined to have resulted from: (1) any breach of the Indemnified Person’s duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 811 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 807 of the Act) from which the person seeking indemnification derived an improper personal benefit.”

H:\Clients\Espósito, Joseph\Semper Financial Transaction\Semper - Exhibit A to Articles of Amendment.doc