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ID Number: 503120



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 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 Tockwotton Foundation, Inc.

2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

SEE EXHIBITS A AND B ATTACHED HERETO AND MADE A PART HEREOF

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3. The amendment was adopted in the following manner:

(check one box only)

- ☐ The amendment was 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 amendment was adopted by a consent in writing on May 12, 2009, signed by all members entitled to vote with respect thereto.
- ☐ The amendment was adopted at a meeting of the Board of Directors held on _____ 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 amendment is to become effective _____
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

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: May 12, 2009

TOCKWOTTON FOUNDATION, INC.

Print Corporate Name

By

[Signature]

☒ President or ☐ Vice President (check one)

AND

By

[Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

**EXHIBIT A
TO
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
TOCKWOTTON FOUNDATION, INC.
(Corp. ID #503120)**

Article 3 of the Articles of Incorporation regarding the purpose of the Corporation is hereby deleted in its entirety and a new Article 3 be substituted therefor as follows:

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

This Corporation is organized without capital stock and is organized exclusively for charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to enhance and improve the delivery of long-term care and services to the elderly by operating for the benefit of, to perform the functions of and carry out the charitable purposes of "Tockwotton Home", a Rhode Island nonprofit corporation.

**EXHIBIT B
TO
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF**

**TOCKWOTTON FOUNDATION, INC.
(Corp. ID #503120)**

Article 4 of the Articles of Incorporation regarding provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, is hereby deleted in its entirety and a new Article 4 be substituted therefor as follows:

4. Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

a. This Corporation is organized and shall be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. No part of the assets or net earnings of this Corporation shall inure to the benefit of, or be distributable to, its member, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In the event that the corporation is a private foundation as that term is defined in Section 509 of the

Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

b. Without in any way limiting the foregoing, the Corporation shall have those powers granted by Section 7-6-5 of the General Laws of Rhode Island, 1956, as amended (the "Rhode Island General Laws").

c. The Corporation shall be a membership corporation and shall have no authority to issue capital stock.

The affairs and business of the Corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The Directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the Corporation.

d. Upon liquidation or dissolution of the Corporation, after payment of all liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed to "Tockwotton Home", a Rhode Island nonprofit corporation, so long as "Tockwotton Home" remains, at the time of the dissolution or liquidation, in existence and is an organization exempt under Section 501(c)(3) of the Internal Revenue Code; if "Tockwotton Home" is no longer in existence at the time of the liquidation or dissolution of the Corporation, then the assets of the Corporation shall be distributed to one or more organizations with similar purposes and exempt

from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

e. The Corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its Directors, officers, and other persons to the full extent permitted by the law of the State of Rhode Island, but only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A Director of the Corporation shall not be personally liable to the Corporation or to its member for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its member; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived an improper personal benefit.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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. RALPH MOLLIS

Secretary of State

