Filing Fee: $10.00 **ID Number:** ____________

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 **The Courthouse Theater Company**

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

[Insert Amendment]

Please see attached.

FILED
MAY 14 2009
By [signature] 11:28
29-89453

2009 MAY 14 AM 11:28

Form No. 201
Revised: 12/05

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 **May 3, 2009**, 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 ________________, 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 **May 14 2009**
(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 8, 2009**

The Courthouse Theater Company
Print Corporate Name

By ________________
☐ President or ☑ Vice President (check one)

AND

By ________________
☑ Secretary or ☐ Assistant Secretary (check one)

The Courthouse Theater Company
P.O. Box 629
Wakefield, RI 02880
www.CourthouseTheater.com

<u>Amendment I</u>

Article II, Section I shall now read:

"This corporation is organized exclusively for the advancement of the arts education, and the advancement of arts in general, under 501(c)3 of the Internal Revenue Code, or the corresponding section of any future tax code."

(Adopted by a vote of the membership on May 3, 2009)

<u>Amendment II</u>

Article II, Section 2 shall now read:

"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 Internal Revenue Code, or the corresponding section of any future federal tax code."

(Adopted by a vote of the membership on May 3, 2009)

<u>Amendment III</u>

Article II, Section 3 shall now read:

"Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, as the Board of Trustees shall determine."

(Adopted by a vote of the membership on May 3, 2009)

<u>Amendment IV</u>

Article IV, Section 1 shall now read:

"The fiscal year of the corporation shall be from January 1st to December 31st of each year."

(Adopted by a vote of the membership on May 3, 2009)

RI SOS Filing Number: 200945760560 Date: 05/14/2009 11:28 AM

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:

May 14, 2009 11:28 AM

A. RALPH MOLLIS

Secretary of State