

Filing Fee: \$10.00

ID Number: 487352



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 RICW Project

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

[Insert Amendment]

Delete in its entirety the attachment referenced in Paragraph 4 of the Articles of Incorporation and replace it with Exhibit A, a copy of which is annexed hereto and made a part hereof.

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By 3.09

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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 _____, signed by all members entitled to vote with respect thereto.
- ☒ The amendment was adopted at a meeting of the Board of Directors held on June 8, 2009 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 on filing
(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: June 8, 2009

The RICW PROJECT

Print Corporate Name

By

[Signature]

☒ President or ☐ Vice President (check one)

AND

By

[Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

FRIENDS OF THE RHODE ISLAND COMMISSION ON WOMEN:

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

The purpose of the FRIENDS OF THE RHODE ISLAND COMMISSION ON WOMEN shall be to support the mission of the Rhode Island Commission on Women (RICW), which is to advance women toward full equity in all areas of life and to promote rights and opportunities for all women, as stated in Rhode Island General Law 42-119. FRIENDS OF THE RHODE ISLAND COMMISSION ON WOMEN'S primary responsibilities are to raise funds for RICW projects and to advocate for women's equity in the public, private and non-profit sectors. Activities may include, but are not limited to, research, education and outreach.

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

- *See attached by-laws.*
- *Upon the dissolution of the organization, assets shall be distributed for one or exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.*

EXHIBIT A

(a) The corporation's members shall be appointed, re-appointed and/or removed as set forth in the Bylaws.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third of the Articles of Incorporation. 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 provisions 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 of 1986, as amended, or the corresponding section of any future federal tax code (the "Code") or (b) by a corporation, contribution, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the State of Rhode Island for a public purpose.

(d) The corporation will distribute its income for each tax 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.

(e) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(h) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.