



3. The amendment was adopted in the following manner:

(check one box only)

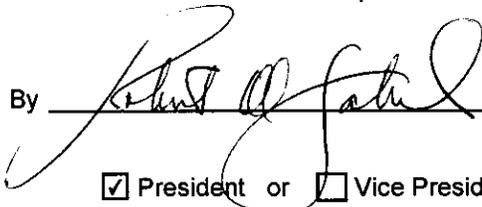
- The amendment was adopted at a meeting of the members held on \_\_\_\_\_, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing on February 16, 2010, 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 Upon filing of these articles of amendment  
(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: 02-17-10

LBB Corp  
Print Corporate Name

By   
 President or  Vice President (check one)

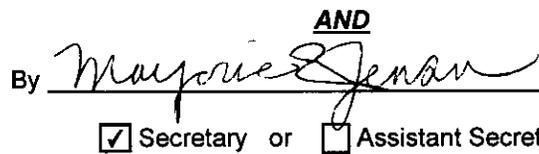
**AND**  
By   
 Secretary or  Assistant Secretary (check one)

Exhibit "A"  
(to Articles of Incorporation of LBB Corp.)

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

- (a) To provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living; the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for charitable and educational, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.
- (c) In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living; the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- (d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Corporation shall consist of 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Exhibit "B"  
(to Articles of Incorporation of LBB Corp.)

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

- (a) The Corporation is empowered:
  - (i) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article Third hereof, but solely in connection with a project assisted under Section 202 of the Housing Act of 1959, as amended (a "Section 202 Project").
  - (ii) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the property of the Corporation.
  - (iii) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the property of the Corporation is held by the Secretary of Housing and Urban Development.
  - (iv) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the property of the Corporation shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: **Provided**, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.
- (b) By-Laws of the Corporation maybe adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of any Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development described in subsection (a)(iii) above.
- (c) So long as a mortgage on the property of the Corporation is held by the Secretary of Housing and Urban Development or any Use Agreement between said Secretary and the Corporation remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

(d) The initial number of directors of the Corporation shall be three (3). The directors, and the term for which each will serve, are set forth below:

Name:	Term:
Robert M. Sabel	One (1) year term
Marjorie E. Jensen	One (1) year term
Paul Murphy	One (1) year term

The directors shall serve without compensation. The directors of the Corporation shall, at all times be limited to individuals who are either directors of Church Community Housing Corporation (“CCHC”), a Rhode Island nonprofit corporation that is exempt from tax under Section 501(c)(3) of the Code, or non-directors who have the approval of the board of directors of CCHC. In the event that a director of the Corporation ceases to be a director of CCHC, or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. Further, the directors of the Corporation shall be selected in such manner, as more fully set forth in the By-Laws of the Corporation, as to assure that there is significant representation of the views of the community in which is located any Section 202 Project to be undertaken by the Corporation.

(e) The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall, in their capacities as directors of the Corporation, be responsible for the operation of any Section 202 project undertaken by the Corporation. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person. The annual meeting shall be held each year in the month and on the day as determined by the Board of Directors in accordance with the By-Laws of the Corporation.

(f) The Corporation shall have no members.



# 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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

