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ID Number: 151689



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**

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
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Pursuant to the provisions of Section 7-1.2-905 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 SPRO II, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 13, 2010, 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)

Article Third is hereby amended in the following respects:

Under the "Purposes" Section of Exhibit A to the Articles of Amendment to the Articles of Incorporation dated February 16, 2006 and filed with the Rhode Island Secretary of State of February 24, 2006, Subparagraph (b) is deleted and the following is inserted in its place and stead:
"(b) To enable the acquisition and refinancing of said Project with the assistance of mortgage insurance under Section 221 (d)(4) and pursuant to Section 223 (a)(7) of the National Housing Act, as amended."

Under the "Amendments" Section of Exhibit A to the Articles of Incorporation dated February 16, 2006 and filed with the Rhode Island Secretary of State of February 24, 2006, the following provision is added as new Subparagraph (e): "(e) Any change in a guarantor or any obligation to the Secretary."

A new section entitled "Official Representative" is hereby added at the end of the aforesaid Exhibit A, and it shall be as set forth on Schedule I hereto, which is incorporated herein.

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 _____

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.

Date: 1/20/11

FILED

JAN 20 2011

Form No. 101
Revised: 12/05

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Signature of Authorized Officer of the Corporation

Alfred Carpianto, President

Type or Print Name of Authorized Officer

Schedule I to Articles of Amendment to the Articles of Incorporation of

SPRO II, Inc.

The Corporation has designated Alfred Carpionato, as the President of the Corporation, as its official Representative for all matters concerning the Project which requires HUD consent or approval. The signature of this person will bind the Corporation in all such matters. The Corporation may from time to time appoint a new representative to perform this function, but within 3 business days of doing so, will provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority of management of the Project, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.



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

