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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2011 JUN 21 AM 9:57
SECRETARY OF STATE
CORPORATIONS DIV.

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 Warwick Neck Improvement Association Incorporated
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

To add the following purposes for which the corporation is organized:

* Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

* Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future 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 a Court of Competent Jurisdiction 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.

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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 June 19, 2011, 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 upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Date: June 20, 2011

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.

Warwick Neck Improvement Association Incorporated

Print Corporate Name

By Joel N. Stark

President or Vice President (check one)

AND

By Cynthia M. Stark

Secretary or Assistant Secretary (check one)

MINUTES: SPECIAL MEETING OF THE WARWICK NECK IMPROVEMENT ASSOCIATION. INCORPORATED

A special meeting of the Warwick Neck Improvement Association Incorporated was conducted via email from Warwick, Rhode Island on the 19 day of June 2011 at 6 p.m. Eleven of thirteen officers and board members were available directly or via proxy. The meeting was called because to process the 501 (c)(3) application of the corporation, the Internal Revenue Service requires the amendment of the Articles of Incorporation to include the following language:

- Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.
- Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future 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 Court of Competent Jurisdiction 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.

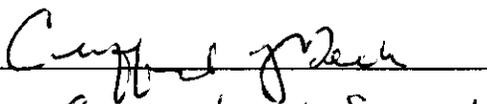
The President recommended that the Articles of Incorporation be amended to include the purposes set forth in the above language in order to process the 501 (c)(3) application of the corporation.

In the notice calling the meeting, all materials relevant to this issue were included and a process for discussion and comment was specified. There was no discussion or comments at the time of the meeting and the discussion period was closed.

Motion, made and seconded: To approve the amendment to the Articles of Incorporation to include the purposes set forth in the above language in order to process the 501 (c)(3) application of the corporation; That the President of this corporation, be and he hereby is authorized to take all and every action as he shall in his sole discretion deem appropriate to bring this resolution to completion as set forth above, said general authority to include but not be limited to execution of Articles of Amendment to Articles of Incorporation and all other ancillary legal documents attendant thereto; that said corporate President by so acting singly and signing such legal documents singly, shall conclusively bind this corporation thereby; that the corporation President is directed to pursue this matter forthwith and bring the same to conclusion as expeditiously as possible.

The motion carried: Eleven votes for; no votes against.

There being no further business, the meeting was adjourned.



Assistant Secretary



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

