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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

2011 JUL -8 PM 3:50

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 National GRACE Foundation

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

[Insert Amendment]

See Exhibit A, attached hereto.

FILED ✓

JUL 08 2011

BY 148137 3:50

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 30, 2011 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 _____
(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 30, 2011

National Grace Foundation

Print Corporate Name

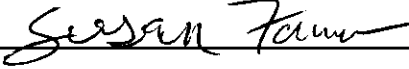
By



☒ President or ☐ Vice President (check one)

AND

By



☒ Secretary or ☐ Assistant Secretary (check one)

EXHIBIT A

ARTICLE THREE is hereby deleted in its entirety and the following is inserted in lieu thereof:

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

Providing assistance, advice and consulting services to families and children dealing with cancer and to carry on any other activity that may be lawfully carried on by a corporation formed under the Rhode Island Non-Profit Corporation Act as may be in effect from time to time.”

ARTICLE FOUR is hereby deleted in its entirety and the following is inserted in lieu thereof:

“ARTICLE FOUR: Provisions for the regulation of the internal affairs of the corporation are:

A. Tax Exempt Purposes. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings, profits or assets of the corporation upon dissolution or otherwise shall inure to the benefit of any private person or individual or any director of the corporation, and upon liquidation or dissolution all property and assets of the corporation remaining after paying or providing for all debts and other expenses shall be distributed and paid over to organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) or in a corresponding provision of any future statute.

Notwithstanding the foregoing, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Third hereof. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation is organized exclusively for one or more of the purposes specified in §501(c)(3) of the Code and shall not carry on any activities not permitted to be carried on by an organization exempt from tax under §501(c)(3) of the Code or under a corresponding provision of any future statute.

B. Members. The corporation may have members if so provided in the corporation’s by-laws, with such rights and qualifications as are set forth therein.

C. Board of Directors. The power and authority to conduct the business and affairs of the corporation shall be vested solely in a board of directors, except as otherwise provided by law, the articles of incorporation, or the by-laws. Notwithstanding anything herein to the contrary, the by-laws may include specific limitations to the power and authority of the board of directors. The number of directors, the manner of their election, their terms of office, and all of the matters pertaining to the constitution of the board of directors and the proceedings thereof shall be as provided in the by-laws.

D. Limitation of Liability. A member of the board of directors of the corporation (a “**director**”) shall not be personally liable to the corporation for monetary damages for breach of the director’s duty as a director, except for (i) liability for any breach of the director’s duty of loyalty to the corporation or its member, (ii) liability for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) liability for any transaction from which the director derived an improper personal benefit. Any repeal or modification of the provisions of this Paragraph D by the corporation shall not adversely affect any right or protection of a director of the corporation existing prior to such repeal or modification.

E. Indemnification. In addition to the authority conferred upon the corporation by §7-6-6 of the Rhode Island Nonprofit Corporation Act, the corporation’s by-laws may include such terms and conditions as the board of directors, in its sole discretion, determine appropriate, to indemnify against any loss or reimburse for expenses in connection with any claim. Notwithstanding the foregoing, provisions of the by-laws authorized by this Paragraph E may not indemnify or reimburse for expenses a director or officer from and against any loss, in connection with any claim or claims for: (i) a breach of the director’s or officer’s duty of loyalty to the corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and (iii) a transaction from which the person seeking indemnification derived an improper personal benefit.

F. Amendment. The Articles of Incorporation may be amended upon a vote of no less than the affirmative vote of at least two-thirds of all members of the board of directors or as otherwise provided in the by-laws.”



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:
July 08, 2011 3:50 PM

A handwritten signature in black ink, appearing to read "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

