



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$10.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Payton E. Watson Memorial Foundation

If the entity's name is changing, state the new name: Payton Elizabeth Watson Memorial Foundation

ARTICLE II

If the corporate duration is changing, so state: Perpetual

If the corporate purpose is changing, so state:

TO KEEP THE SPIRIT OF PAYTON ELIZABETH WATSON ALIVE AND BRING AWARENESS
TO CHILDHOOD
CANCER

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is 4

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	ELIZABETH M WATSON	25 SHADY COVE ROAD NORTH KINGSTOWN, RI 02852 USA
SECRETARY	MARY C. VIERA	41 TERRE MAR DRIVE NORTH KINGSTOWN, RI 02852 USA
DIRECTOR	FRANKLIN T. WATSON	25 SHADY COVE ROAD NORTH KINGSTOWN, RI 02852 USA
DIRECTOR	FRANKIE A. WATSON	25 SHADY COVE ROAD NORTH KINGSTOWN, RI 02852 USA

If there are any other provisions to be amended, so state:

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

The amendment was adopted at a meeting of 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 7/7/2011 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE IV

Date when amendment is to become effective 7/11/2011
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 11 Day of July, 2011 at 9:56:02 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Payton E. Watson Memorial Foundation
Corporate Name

By ELIZABETH M. WATSON

President or Vice President (check one)

AND

By MARY C. VIERA

Secretary or Assistant Secretary (check one)

Form No. 201
Revised 09/07

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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

