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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

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 CHAMBER EDUCATION FOUNDATION

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

[Insert Amendment]

SEE EXHIBIT A ATTACHED

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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 _____, 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 August 31, 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 September 28, 2011
(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: 8/31/11

Chamber Education Foundation
Print Corporate Name

By Colore J. McHugh
 President or Vice President (check one)

By J. J. [Signature] **AND**
 Secretary or Assistant Secretary (check one)

EXHIBIT "A" TO ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
CHAMBER EDUCATION FOUNDATION

First, change the name of the Corporation from "Chamber Education Foundation" to "**Rhode Island Mentoring Partnership, Inc.**"

Second, replace Articles Third and Fourth of the Articles of Incorporation, dated August 29, 1988, as amended by the Articles of Amendment to the Articles of Incorporation, dated October 1, 1994, with the following:

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

Rhode Island Mentoring Partnership, Inc. (the "Corporation") is organized exclusively for charitable and educational purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and specifically to identify, develop, operate, fund, support, promote and encourage charitable and educational programs and projects which will enhance educational opportunities for the youth of Rhode Island and expand our community's capacity to mentor our youth, and to improve the lives and wellbeing of our children, our communities and the State of Rhode Island, in general.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Rhode Island Nonprofit Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 7-6-5 of the Rhode Island Nonprofit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

Section 1. Limitations on Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended, and in any corresponding laws of the State of Rhode Island and Providence Plantations), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on: (1) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; or, (2) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 2. Prohibition Against Private Investment

This Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member, officer or director, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and for the Corporation and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 3. Distribution of Assets

In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, officer or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island or an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated there under, and which will use such property to accomplish one or more exempt purposes within the meaning of Section 501(c)(3). Such distributions shall be made in accordance with all applicable provisions of the laws of the State of Rhode Island and Providence Plantations.

In no event shall any of such assets be distributed to any director, officer, advisor, or private individual.



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

