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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

FILED

OCT 04 2011

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**
(To Be Filed In Duplicate Original)

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Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Guatemalan Center of New England/Centro Guatemalteco
De Nueva Inglaterra

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

[Insert Amendment]

1. Remove original Article 3 (October 30, 2007 filing).

2. Replace with new Article 3 as follows:

To encourage, promote and disseminate the Guatemalan culture in New England,
establish and promote cultural ties between Guatemala and New England and
identify and develop strategies to meet the needs of Guatemalans residing in New
England. Through this process, the corporation will empower Guatemalans residing
in New England to lead productive and dignified lives, be proud of their national
history and origins, and develop and celebrate their identity as Guatemalan Americans

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3. Add Article 4 per Attachment 1.

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 9/22/2011 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 upon filing of these papers
(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.

Guatemalan Center of New England/Centro Guatemalteco De Nueva Inglaterra

Date: 9.22.11

Print Corporate Name

By [Signature]
 President or Vice President (check one)

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

GUATEMALAN CENTER OF NEW ENGLAND/ CENTRO GUATEMALTECO DE NUEVA INGLATERRA

ARTICLES OF INCORPORATION **ARTICLE FOUR**

ATTACHMENT 1

Notwithstanding any other provision of these articles, the corporation is organized exclusively for educational and charitable purposes as specified in section 501 (c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, governors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No payments or distributions shall be made by this corporation and no other activities shall be carried on or engaged in by this corporation which would result in the denial or revocation of the exemption of this corporation from federal income taxation under the provisions of the Internal Revenue Code of 1986, as an organization described in Sec. 501(c)(3) of said Code or the deductibility of contributions to and for the use on this corporation for federal income tax purposes under the provisions of Sec. 170 of said Code, or the deductibility of any transfer, device or bequests to said corporation for federal estate tax purposes under the provisions of Sec. 2055 and Sec. 2105 of said Code, or the deductibility of gifts to said corporation for federal gift tax purposes under the provisions of Sec. 2522 of said Code.

Upon dissolution of the corporation, the Officers shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Law), as the Governors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation 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.