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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

2012 JAN - 6 AM 10:45
RECORDED
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:

- The name of the corporation is RIAFC Foundation
- The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

Article III

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

(a) To provide education and training to the fire service throughout the state of Rhode Island and to operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code, and notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3).

(b) To do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and subject to the limitations contained herein, to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, or the corresponding provisions of any future statute enacted in substitution therefore.

(see additional Amendment attached hereto)

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

Article IV

Provisions, if any, not inconsistent with the law, which the incorporator elects to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation (a/k/a foundation) are:

(a) The corporation shall have no shareholders or members.

(b) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof.

(c) The affairs of the corporation shall be carried on through its Board of Directors. The manner of election or appointment of the directors shall be as set forth in the Bylaws.

(d) The private property of the incorporators, directors and officers, shall not be subject to the payment of corporate debts to any extent whatever; in furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any of the states, territories or possessions of the United States, or the District of Columbia.

(e) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws ("Code").

(f) The corporation will distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation will not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), or corresponding provisions of any subsequent federal tax laws.

(h) The corporation will not retain any excess business holdings (as defined in Section 4943(c) of the Code), or corresponding provisions of any subsequent federal tax laws.

(i) The corporation will not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation will not make any taxable expenditures (as defined in Section 4945(d) of the Code), or corresponding provisions of any subsequent federal tax laws.

(k) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

(l) The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

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 1/5/12 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 90 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: 1/5/12

RIAFC Foundation
Print Corporate Name

By [Signature]

President or Vice President (check one)

AND
By [Signature]

Secretary or Assistant Secretary (check one)



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

