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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**

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 The Simon W. Wardwell Foundation

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

[Insert Amendment]

See Exhibit A attached hereto and incorporated herein.

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CORPORATIONS DIVISION

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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 January 10, 2012 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 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: January 30, 2012

The Simon W. Wardwell Foundation

Print Corporate Name

By Jonathan K. Fairum

☒ President or ☐ Vice President (check one)

AND

By Sandra Fairum

☒ Secretary or ☐ Assistant Secretary (check one)

Exhibit A to Articles of Amendment

The Simon W. Wardwell Foundation

The Articles of Incorporation of The Simon W. Wardwell Foundation (the "Corporation") shall be amended as follows:

1. By adding to the end of Article III(b) the following:

to the extent that such activities operate for the benefit of, perform the functions of, carry out the purposes of, support the mission and purposes of one or more publicly supported organizations exempt under Section 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code that are consistent with and further the exempt purposes listed in subsection (a), including but not limited to making payments to or for the use of, providing services to, carrying on independent activities or programs that support or benefit, or providing funds that are earmarked for specific programs or activities by one or more such organizations.

2. By changing the address listed for Jonathan K. Farnum in Article VI to read:

2645 Harney Hill Road
Coventry, RI 02816



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. RALPH MOLLIS

Secretary of State

