

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

SPIRIT EDUCATIONAL CORPORATION
.....

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:

FIRST: The name of the corporation is SPIRIT EDUCATIONAL CORPORATION
.....

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

In the event of dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of Rhode Island will best accomplish the general purposes for which this corporation was formed.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
Continued

THIRD: The amendment was adopted in the following manner: (Note 1)

The amendment was adopted at a meeting of members held on November 7, 1984, at which 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.

Dated November 8, ..., 19.... 84

SPIRIT EDUCATIONAL CORPORATION

(Note 2)

By.....
Its..... President

and.....
Its..... Secretary

(Note 3)

State of Rhode Island

County of Providence

}
} Sc.

At..... Providence..... in said county on this..... 8th..... day of
..... November..... 1984, personally appeared before me Barbara Boerner and
Susan M. Carlin, who, being by me first duly sworn, declared that they are the
President & Secretary of Spirit Educational Corporation
that he signed the foregoing document as President & Secretary of the
corporation, and that the statements therein contained are true.

.....
Notary Public

My Commission Expires June 30, 1986

- Notes: 1. Insert whichever of the following statements is applicable:
- "The amendment was adopted at a meeting of members held on, at which 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 signed under date of by all members entitled to vote with respect thereto."
 - "The amendment was adopted at a meeting of the Board of Directors held on, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
2. Exact corporate name of corporation adopting the Articles of Amendment.
3. Signatures and titles of officers signing for the corporation.

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