



State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION

of

EMBRACE HOME LOANS, INC.

Addendum A

1. Article FOURTH of the corporation's Articles of Incorporation, as amended (the "Articles"), is hereby amended and replaced in its entirety to read as follows:

"The total number of shares of capital stock which the corporation has the authority to issue is Five Hundred Thousand (500,000) shares, consisting of Five Thousand (5,000) shares of Voting Common Stock, no par value per share (the "Voting Common Stock"), and Four Hundred Ninety-Five Thousand (495,000) shares of Non-Voting Common Stock, no par value per share (the "Non-Voting Common Stock").

The Voting Common Stock and Non-Voting Common Stock shall have the following voting powers, preferences, rights, and privileges:

1. Rank:

Shares of the Voting Common Stock and Non-Voting Common Stock shall be equal in each case as to distributions of assets upon liquidation, dividends, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, on a share for share basis.

"Common Stock" means, collectively, the Voting Common Stock and the Non-Voting Common Stock.

(a) Ratable Treatment. Except as specifically otherwise provided herein or as may be set forth in the corporation's By-Laws, as may be amended and/or amended and restated from time to time, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same and identical rights and privileges. The corporation shall not subdivide or combine any shares of Common Stock, or pay any dividend or retire any share or make any other distribution on any share of Common Stock, or accord any other payment, benefit, or preference to any share of Common Stock, except by extending such subdivision, combination, distribution, payment, benefit, or preference equally to all shares of Common Stock. If dividends are declared which are payable in shares of Common Stock, such dividends shall be payable in shares of Voting Common Stock to holders of Voting Common Stock, and in shares of Non-Voting Common Stock to holders of Non-Voting Common Stock.

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(b) **Dividends.** The holders of Common Stock shall be entitled to dividends out of funds legally available therefor, when duly declared by the corporation in respect to Common Stock, and, upon a liquidation of the Corporation, to share ratably in the assets of the corporation available for distribution to the holders of Common Stock.

**2. Voting Rights:**

(a) **Voting Common Stock.** Except as otherwise provided under applicable law, the holders of Voting Common Stock shall have full voting rights and powers to vote on all matters submitted to shareholders of the corporation for vote, consent, or approval, and each holder of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held of record by such holder.

(b) **Non-Voting Common Stock.** Except as otherwise provided under applicable law, the holders of Non-Voting Common Stock shall have no right to vote on any matter submitted to shareholders of the corporation for vote, consent, or approval, and the Non-Voting Common Stock shall not be included in determining the number of shares voting or entitled to vote on such matters.”

2. Each share of capital stock of the corporation issued and outstanding immediately prior to the effectiveness of this Articles of Amendment to the Articles (this “Amendment”) shall, immediately following the effectiveness of this Amendment, be split and represent One (1) share of Voting Common Stock and Ninety-Nine (99) shares of Non-Voting Common Stock.



# 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*

