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ID Number: 3728



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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 Mill River Community Housing Corporation

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

[Insert Amendment]

The following is added to Article SIXTH:

The number of Directors of the Corporation may from time to time be changed by resolution of the Sponsor. There shall be no more than twelve (12) Directors, a minimum of seven (7) and a maximum of nine (9) of which shall be appointed by the Sponsor (the "Appointed Directors"). In addition to the Appointed Directors, the Board of Directors may also consist of up to (3) individuals elected by the Appointed Directors (the "Elected Directors"), whose election shall be subject to the approval of the Sponsor.

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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 June 3, 2010 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: 1/22/2013

Mill River Community Housing Corporation
Print Corporate Name

By [Signature]

President or Vice President (check one)

By [Signature] AND

Secretary or Assistant Secretary (check one)