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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

2014 JUL -1 AM 8:59
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:

1. The name of the corporation is Diabetes Charities of America

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

[Insert Amendment]

See Attached Exhibit "A"

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BY Ch 227662

8:59

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 30, 2014 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: July 1, 2014

Diabetes Charities of America
 Print Corporate Name

By [Signature]

President or Vice President (check one)

AND

By _____

Secretary or Assistant Secretary (check one)

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 30, 2014 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: July 1, 2014

Diabetes Charities of America
Print Corporate Name

By _____

President or Vice President (check one)

By JAMES P. BROOK ^{AND} _____

Secretary or Assistant Secretary (check one)

Exhibit "A"

The provisions of the Articles of Incorporation for Diabetes Charities of America (____), shall be modified as follows:

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

Said corporation is a nonprofit public benefit organization that is organized and shall be operated exclusively for charitable, educational and scientific purposes as specified within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State internal revenue law and the regulations promulgated thereunder (the "Code")). Such purposes shall be furthered by activities which are include, but are not limited to:

a) helping charities participate in workplace giving campaigns by offering campaign application assistance, fiscal agent services, and strategic positioning and marketing support to charitable organizations working to prevent, treat or conduct research on diabetes and related diseases, disorders and conditions; and

b) transacting any other related lawful activity or business in which nonprofit corporations may be engaged under the Rhode Island Non-Profit Corporation Act.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons or any organization organized and operated for a profit, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. The corporation shall have no authority to issue capital stock.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

- a. In the event of any liquidation or dissolution of the corporation, no director or officer or individual shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and, upon such liquidation, the Board of Directors of the corporation, after payment of all the debts and obligations of the corporation, shall distribute all of the assets of the corporation in such manner, and to such organization(s) organized and operated for the exempt purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, exclusively for a public purpose.

- b. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- c. Without in any way limiting the forgoing, the corporation shall have those powers granted by Section 7-6-5 of the General Laws of Rhode Island, 1956, as amended (the "Rhode Island General Laws").
- d. The affairs and business of the corporation shall be managed by a Board of Directors; each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.
- e. The corporation shall have the power to indemnify, and to purchase and maintain insurance for its directors, officers, and other persons to the full extent permitted by the law of the State of Rhode Island, but only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A Director of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a Director, except for liability for (i) any breach of the Director's duty of loyalty to the corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which the Director derived an improper personal benefit.