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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

NON-PROFIT CORPORATION

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2015 APR 17 AM 10:34

**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 Baby Steps, Inc.

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

[Insert Amendment]

See attached Amended Exhibit B

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BY 247340

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 1-5-15 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 Immediately
(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: 3-23-15

Baby Steps, Inc.

Print Corporate Name

By

☒ President or ☐ Vice President (check one)

AND

By

☒ Secretary or ☐ Assistant Secretary (check one)

**EXHIBIT B
TO
RHODE ISLAND NON-PROFIT AMENDED ARTICLES OF INCORPORATION
OF
BABY STEPS, INC.**

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. This corporation is organized and shall be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and its Sole Member shall be the East Bay Community Action Program ("EBCAP"). 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 Sole Member shall be authorized and empowered to pay reasonable compensation for services rendered by the Sole Member or others and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the 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. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the By-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under

Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

b. Without in any way limiting the foregoing, 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").

c. East Bay Community Action Program "EBCAP" shall be the Sole Member of the Corporation and be chair of the Corporation; the chair person of EBCAP shall serve as the Chair of the Corporation; and the Corporation shall have no authority to issue capital stock.

The affairs and business of the corporation shall be managed by a Board of Directors, with oversight by the Sole Member and shall have the right to exercise all powers of the corporation as permitted by law except such powers as are expressly reserved in the Bylaws to the Sole Member. 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 Bylaws of the corporation.

d. Upon dissolution, after making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed to EBCAP as Sole Member, so long as EBCAP is an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) ("Section 501(c)(3)") and otherwise shall dispose of such assets for one or more exempt purposes within the meaning of Section 501C3 of the Code or to the federal government, state government or local government, exclusively for public purposes.

e. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its directors, officers, Sole Member, 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. No Officer, Director or Sole Member of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty in such capacity as Director, Member, Officer or Sole Member, except for liability (i) for any

breach of the Director's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived an improper personal benefit.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

