

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

ROYCE R. SMITH FUNERAL HOME INC.

Pursuant to the provisions of Section 7-1.1-56 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 ROYCE R. SMITH FUNERAL HOME INC.

SECOND: The shareholders of the corporation on December 27, 1976, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Article FIFTH of the Articles of Association shall be amended to read as follows:

"FIFTH. That the total amount of authorized capital stock of said corporation, with par value, shall be \$105,000 as follows, viz: preferred stock in the amount of \$105,000 to be divided into 350 shares of the par value of \$300 each.

The total number of shares of capital stock authorized, without par value, shall be 500 shares as follows, viz: 500 shares of common stock without par value.

Statement of the rights and preferences and limitations of the preferred stock and common stock.

Liquidation Rights. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, or any distribution of its capital, then before any distribution shall be made to the holders of common stock, the holders of shares of preferred stock at the time outstanding shall be entitled to be paid in cash Three Hundred Dollars (\$300) per share. After such payment in full to the holders of preferred stock, the remaining assets and funds of the corporation shall be divided and distributed among the holders of common stock then outstanding alone.

Voting Rights. The holders of the preferred stock shall have no voting power for any purpose whatsoever, except as may otherwise be required by the Rhode Island Business Corporations Act."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 350; and the number of shares entitled to vote thereon was 350

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 350; and the number of shares voted against such amendment was -0-

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

The amount of stated capital of the corporation shall be increased by \$105,000.

Dated December 27, 1976

ROYCE R. SMITH FUNERAL HOME INC.

By Royce R. Smith
Its President
and May J. Smith
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

At East Providence in said county on this 27th day of December, 1976, personally appeared before me Royce R. Smith, who, being by me first duly sworn, declared that he is the President of Royce R. Smith Funeral Home, Inc.

that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

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