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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

THE RHODE ISLAND HISTORICAL SOCIETY

.....

Pursuant to the provisions of Section 7-6-40 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.....THE RHODE ISLAND HISTORICAL SOCIETY.....

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

(Insert Amendment)

See Exhibit A.

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THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted at a meeting of members held on 9/27/88 at which a quorum was present, and the amendment received at least a majority of votes which members present or represented by proxy at such meeting were entitled to cast.

Dated September 27, 1988

THE RHODE ISLAND HISTORICAL SOCIETY

(Note 2)

By William Anderson (Note 3)

Its President

and Hansy F. Chudkoff (Note 3)

Its Secretary

NOTES:

1. Insert whichever of the following statements is applicable:
 - (a) "The amendment was adopted at a meeting of members held on , at which 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."
 - (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
 - (c) "The amendment was adopted at a meeting of the Board of Directors held on , and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

Exhibit A

(1) Amendment Eliminating Directors' Duty of Care

VOTED: The Charter of the Society, as amended, is hereby further amended by adding thereto the following Section 5:

"Sec. 5. And be it further enacted, a member of the Board of Trustees (a "trustee") of the Society shall not be personally liable to the Society or its members for monetary damages for breach of the trustee's duty as a trustee, except for (i) liability for any breach of the trustee's duty of loyalty to the Society or its members, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) liability for any transaction from which the trustee derived an improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a trustee of the Society shall be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act as so amended. Any repeal or modification of the provisions of this Section 5 by the Society shall not adversely affect any right or protection of a trustee of the Society existing prior to such repeal or modification.

(2) Amendment Authorizing Indemnification of Directors and Officers

VOTED: The Charter of the Society, as amended, is hereby further amended by adding thereto the following Section 6:

"Sec. 6. And be it further enacted, the Society's Constitution may include provisions for the purpose of indemnifying a trustee, officer or Director in the manner and to the extent permitted by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act, as amended.

In addition to the authority conferred upon the Society by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act, the Society's Constitution may include provisions for the purpose of indemnifying such trustee, officer or Director in the manner and to the extent provided herein:

(1) The Constitution provisions authorized hereby may provide that the Society shall, subject to the provisions of this Section 5, pay, on behalf of a trustee, officer or

Director any Loss or Expenses arising from any claim or claims which are made against the trustee, officer or Director (whether individually or jointly with other trustees, officers or Directors) by reason of any Covered Act of the trustee, officer or Director.

(2) For the purposes of this Section 5, when used herein:

(a) "Loss" means any amount which a trustee, officer or Director is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(b) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses;

(c) "Covered Act" means any act or omission of a trustee, officer or Director in the trustee's, officer's or Director's official capacity with the Society.

(3) The Constitution provisions authorized hereby may cover Loss or Expenses arising from any claims made against a trustee, officer or Director no longer serving in a official capacity, the estate, heirs or legal representative of a deceased trustee, officer or Director or the legal representative of an incompetent, insolvent or bankrupt trustee, officer or Director, where the trustee, officer or Director was a trustee, officer or Director at the time the Covered Act upon which such claims are based occurred.

(4) The Constitution provisions authorized hereby may provide for the advancement of Expenses to a trustee, officer or Director prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such trustee, officer or Director and based on the alleged commission by such trustee, officer or Director of a Covered Act, subject to an undertaking by or on behalf of such trustee, officer or Director to repay the same to the Society if indemnification is not permitted under clause (5), below.

(5) The Constitution provisions authorized hereby may not indemnify a trustee, officer or Director from and against any Loss, and the Society shall not reimburse for any Expenses, in connection with any claim or claims made against

a trustee, officer or Director for: (a) any breach of the trustee's, officer's or Director's duty of loyalty to the Society or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (c) a transaction from which the person seeking indemnification derived an improper personal benefit.

(6) The Constitution provisions authorized hereby may contain such other terms and conditions as the Board of Trustees, in its sole discretion, determines to be consistent with the provisions of this Section 5.

(3) Amendment Regarding Director and Officer Conflicts of Interest

VOTED: The Charter of the Society, as amended, is hereby further amended by adding thereto the following Section 7:

"Sec. 7. And be it further enacted, no contract or transaction between the Society and one or more of its trustees, officers or Director, or between the Society and any other corporation, partnership, association, or other organization in which one or more of its trustees, officers or Director are trustees, officers or a Director or have a financial interest, shall be void or voidable nor shall such trustees, officers or Director be liable with respect to such contract or transaction solely for this reason, or solely because the trustee, officer or Director is present at or participates in the meeting of the Board of Trustees or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose nor shall such trustees, officers or Director be considered to be deriving any improper personal benefit from such contract or transaction, if:

(a) The material facts as to his, her or their interest or relationship are disclosed or are known to the Board of Trustees or the committee, and the Board of Trustees or committee authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested trustees, even though the disinterested trustees be less than a quorum; or

(b) The material facts as to his, her or their interest or relationship are disclosed or are known to the members entitled to vote thereon, and the

contract or transaction is specifically authorized,
approved or ratified by vote of the members; or

(c) The contract or transaction is fair and
reasonable as to the Society.

(2) Common or interested trustees may be counted
in determining the presence of a quorum at a meeting of
the Board of Trustees or of a committee which authorizes
the contract or transaction."