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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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**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 Who Gives a Buck

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

[Insert Amendment]

3. See Attached

4. See Attached

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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 7/23/17 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

7/25/17
(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: 7/25/17

Who Gives a Buck

Print Corporate Name

By

☒ President or ☐ Vice President (check one)

By

Celine Vescera

☒ Secretary or ☐ Assistant Secretary (check one)

Who Gives a Buck

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Rhode Island, do hereby certify:

Corporation Name: The name of the Corporation shall be Who Gives a Buck.

Corporation Location: The place in this state where the principal office of the Corporation is to be located is 15 Val Jean Drive, Greenville, Rhode Island, 02828.

***Corporation Purpose:** Who Gives a Buck is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Who Gives a Buck is a non-profit crowdfunding organization making charitable donations to those in physical and emotional need through general and specific campaigns. Funds collected will be used to purchase items designated in the crowdfunding process. Items designated in the crowdfunding process will be purchased and delivered to the recipient to complete the crowdfunding process and campaign.

****Corporation Subsidiaries:** Who Gives a Buck may have for profit subsidiaries. Who Gives a Buck will not be permitted to send funds to subsidiaries. Aforementioned for profit subsidiaries may provide funding to Who Gives a Buck.

Corporation Trustees: The names and addresses of the persons who are the current trustees of the corporation are as follows:

James Manzo	15 Val Jean Dr. Greenville, RI 02828
Julian Manzo	15 Val Jean Dr. Greenville, RI 02828
Angela Manzo	15 Val Jean Dr. Greenville, RI 02828
Celine Vescera	1 Rotondo Ave. Cranston, RI 02920
Amalia Pacheco	24 Barnes St. Greenville, RI 02828

****Trustee Qualification:** Who Gives a Buck shall have members, the qualifications and voting rights of which shall be as set forth in the bylaws of the corporation. Trustees shall be elected as set forth in the bylaws.

****Corporation Earnings:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Third 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

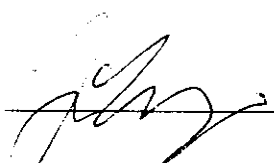
****Corporation Dissolution:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

***Article 3 Amendment**

****Article 4 Amendment**

Certification

In witness whereof, we have hereunto subscribed our names this 24th day of July, 2017.



Incorporator

7/24/17

Date