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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

**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 The Museum of Primitive Art and Culture

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

[Insert Amendment]

See Exhibit A attached.

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BY CU 320202

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 December 12, 2017 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 1 January 2018
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

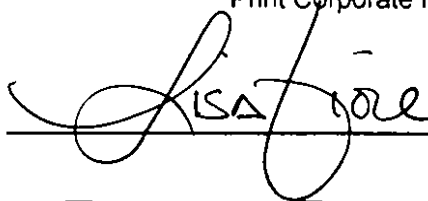
Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12 December 2017

Museum of Primitive Art and Culture

Print Corporate Name

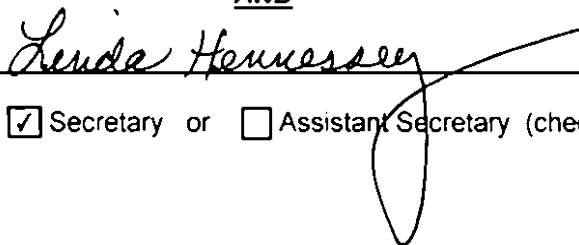
By



☒ President or ☐ Vice President (check one)

AND

By



☒ Secretary or ☐ Assistant Secretary (check one)

EXHIBIT A

MUSEUM OF PRIMITIVE ART AND CULTURE ARTICLES OF AMENDMENT Adopted 12 December 2017

1. Article 2 shall now read:

SECOND: The Corporation shall be known as the Peace Dale Museum of Art and Culture.

2. Article 4 shall now read:

FOURTH: The Corporation shall be located in South Kingstown, Rhode Island.

3. Article 5 shall now read:

FIFTH: This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes in accordance with, and within the meaning of, Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The Corporation shall not contribute money or any thing of value to, or participate in, any political campaign on behalf of any candidate for public office. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any member, trustee, or officer. The Corporation shall have no authority to issue capital stock.

4. Article 6 shall now read:

SIXTH: Without in any way limiting the foregoing, the Corporation shall have those powers granted by Title 7, Chapter 6 of the General Laws, and the following additional powers:

1. To borrow money and issue evidences of indebtedness therefor; and to secure the same by mortgage, pledge, or otherwise.

2. To employ agents and servants and in general to perform and do, either directly or indirectly, either alone or in conjunction or cooperation with other persons and organizations, all other acts and things necessary to accomplish the purpose of the Corporation, provided that such actions are in accordance with the applicable statutes and regulations of this State and of the United States.


5. Article 7 shall now read:

SEVENTH: The Corporation shall have one class of members. The affairs and business of the Corporation shall be managed by a Board of Trustees chosen from among the members of the Corporation. The trustees and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, shall be as defined and established by the by-laws. No member of the Corporation except a duly-elected member of the Board of Trustees shall be entitled to vote.

6. Article 9 shall now read:

NINTH: Except as may otherwise be required by law, these Articles of Association shall be amended only upon the vote of two-thirds of the Trustees at a meeting duly called for the purpose pursuant to the by-laws, the notice for which shall contain the substance of each amendment to the articles to be considered; provided, however, that no such amendment shall authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific purposes as set forth in the Third Article above, and in the manner required by the Fifth Article above.

I hereby certify that in South Kingstown, on the 12th day of December 2017, the duly-elected members of the Board of Trustees of the Museum of Primitive Art and Culture approved the above Articles of Amendment by unanimous vote.



Linda Hennessey, Secretary