

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**FILED**

**DEC 04 2001**

301269274621

**NON-PROFIT CORPORATION**

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION**  
(To Be Filed in Duplicate Original)

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
DEC 4 2 00 PM '01

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:

1. The name of the corporation is The West Bay Land Trust.
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

"Third: The specific purpose or purposes for which the corporation is organized are:

The protection, acquisition, or control of land, water, wildlife habitat, plans, and/or other natural features, areas, or open space situated in the City of Cranston or surrounding area for the purpose of managing or maintaining, or causing to be managed or maintained by others, the land, water, agriculture, and other natural amenities in any undeveloped and relatively natural state in perpetuity.

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code."

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 November 25, 2001, signed by all members entitled to vote with respect thereto.
- ☐ 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 with respect thereto.

4. Date when amendment is to become effective upon filing  
(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 therein are true and correct.

Dated: November 25, 2001

The West Bay Land Trust

By: Katharine F. Simon  
☒ President or ☐ Vice President (check one)

AND

By: Kathleen M. King  
☒ Secretary or ☐ Assistant Secretary (check one)