



State of Rhode Island and Providence Plantations

**Department of State - Business Services Division**
**Articles of Amendment**  
**DOMESTIC Non-Profit Corporation**

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-40, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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STATE  
SECRETARY OF STATE  
CORPORATIONS  
2018 MAR 12 AM 11:50

1. Entity ID Number:  <b>001681794</b>	2. The name of the corporation is:  <b>Project Cafe Incorporated</b>
3. If the entity's name is changing, state the new name:  <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
4. If the period of its duration is changing complete the following section: <b>CHECK ONE BOX ONLY</b> <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____ <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>	
5. If the entity's purpose is changing complete the following section: *The new purpose should include <b>ALL</b> activity to be transacted in the State of Rhode Island.           <div style="display: flex; justify-content: space-between;"> <div>Check the box to indicate an attachment <input type="checkbox"/></div> <div>Check the box to indicate no change <input checked="" type="checkbox"/></div> </div>	
6. If the number of directors is increasing or decreasing ( <b>not less than 3 directors</b> ), state the number of directors in this section: <i>*List ALL directors as of this amendment</i>	
NAME	ADDRESS
Kathleen Russell	805 Middle Road, Portsmouth, RI 02871
Amy G. Rice, Esq.	1 Courthouse Sq., Newport, RI 02840
Dr. Tiano Palermo	66 Massasoit Avenue Cranston, RI 02905
<div style="display: flex; justify-content: space-between;"> <div>Check the box to indicate an attachment <input type="checkbox"/></div> <div>Check the box to indicate no change <input type="checkbox"/></div> </div>	

**MAIL TO:**

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

**FILED**

11:50

**MAR 12 2018**BY 326337

## **Amendments to the Article of Incorporation of Project Café Incorporated.**

**First:** The name of the Corporation shall be Project Café Incorporated.

**Second:** The place where the principal office of the Corporation is to be located is 805 Middle Road, Portsmouth, Rhode Island. The registered agent will be Amy Rice, Esquire, whose office is located at One Courthouse Square, Newport, RI.

**Third:** Project Cafe is an organization whose mission is to provide extra-curricular and enrichment activities for the students of Portsmouth High School and the community of Portsmouth, RI. Said corporation is organized exclusively for charitable purposes as a community resource to foster the community's sense of hope and optimism so as to mitigate negative social impacts currently affecting our community.

**Fourth:** 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**Fifth:** Upon the dissolution of the corporation, assets shall be distributed among the subsidiary organization 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.

7. If adding or amending additional provisions, complete the following section:

**See Attachment**

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

8. 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 3.10.18, 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.

9. Date when these Articles of Amendment will be effective: **CHECK ONE BOX ONLY**

- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 30 days from the date of filing) \_\_\_\_\_

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

Type or Print the Name of the Non-Profit Corporation

**Project Cafe Incorporated**

Type or Print Name of the President ☒ OR Vice President ☐

**Kathleen Russell**

Date

3/12/18

Signature of President OR Vice President

SIGN DOCUMENT HERE

Type or Print Name of the Secretary ☒ OR Assistant Secretary ☐

**Amy Rice, Esq.**

Date

3/12/18

Signature of the Secretary OR Assistant Secretary

SIGN DOCUMENT HERE

**TWO SIGNATURES ARE REQUIRED**

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

FORM 201 - Revised: 11/2017



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

March 12, 2018 11:50 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

