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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

63307

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

.....
LEO R. TANGUAY APARTMENTS, INC.
.....

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 LEO R. TANGUAY APARTMENTS, INC., referred to as the "Corporation".

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

(Insert Amendment)

PLEASE REFER TO EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted at a meeting of the Board of Directors held on
September 2, 1992, and received the vote of a majority of the
Directors in office, there being no members entitled to vote in respect
thereto.

Dated September 23, 19 92

LEO R. TANGUAY APARTMENTS, INC.

(Note 2)

By Roland M. Boucher
Roland M. Boucher

(Note 3)

Its President

and Raymond R. Carriere
Raymond R. Carriere

(Note 3)

Its Secretary

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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.

E X H I B I T 'A'

The Articles of Incorporation and all Amendments thereto are hereby amended as follows:

Article THIRD of the Articles of Incorporation is hereby replaced with the following:

THIRD: The purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or education purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly or handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such families and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(b) 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

There is added to Article FOURTH of the Articles of Incorporation and to the Amendment to Article Fourth, the following:

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon dissolution of this Corporation, assets shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article THIRD(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively 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 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.

There is added to Article SIXTH of the Articles of Incorporation the following:

The number of Directors constituting the Board of Directors of the Corporation shall never be less than seven (7) nor more than fifteen (15).

The Directors shall serve without compensation.

The Directors of the Corporation shall, at all times, be limited to individuals who are members of Northern Rhode Island Community Mental Health Center, Inc. (the sponsoring corporation) or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a Director of the Corporation ceases to be a member of Northern Rhode Island Community Mental Health Center, Inc. or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a Director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The Secretary and Treasurer may be one and the same person.

The annual meeting shall be held in the month of May of each year.

There is added to the Articles of Incorporation, the following Article NINTH:

Article NINTH: By-Laws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for the purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article THIRD hereof.

There is added to the Articles of Incorporation, the following Article TENTH

Article TENTH: So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, the Articles of Incorporation may not be amended without the prior written approval of the said Secretary.

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