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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

(To Be Filed In Duplicate Original)

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 Northeastern Economic Developers Association

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

[Insert Amendment]

See Exhibit A attached.

Multiple horizontal lines for text entry.

FILED

SEP 26 2003

By Kmc
CN135

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 September 20, 2003 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 herein are true and correct.

Date: September 20, 2003

Northeastern Economic Developers Association
Print Corporate Name

By x *Janet Raymond*
 President or Vice President (check one)

By x *Shel S Mantz*
 Secretary or Assistant Secretary (check one)

ARTICLE 4:

A. Powers and Non-Profit Status

Section 1. Powers The corporation shall have all the powers enumerated in the Rhode Island Non-Profit Corporation Act, as from time to time amended (the "Non-Profit Corporation Act"), provided however, the corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the "Code").

Section 2. Non-Profit Status The corporation is not organized for profit and, unless otherwise permitted by Section 7-6-31 of the Non-Profit Corporation Act, no part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, director, or officer of the corporation or any other person, 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 the Articles of Incorporation. In the event of any liquidation or dissolution of the corporation, no director or officer shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the board of directors of the corporation, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the corporation, as determined by the board of directors, to one or more corporations or institutions organized and operated exclusively for civic, charitable, scientific, literary or educational purposes or federal, state, or local government entity or entities in each case exclusively for their public purposes and exempt from federal income tax under the code, or to such other organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c)(3) or other provisions of the Code.