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ID Number: 126807



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**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.

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CORPORATIONS DIVISION  
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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 May 30, 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: May 30, 2003

Northeastern Economic Developers Association

Print Corporate Name

By Janet Raymond  
 President or  Vice President (check one)

By Theodore S. Montgomery  
 Secretary or  Assistant Secretary (check one)

Exhibit A

Article THIRD is amended to read in its entirety as follows:

THIRD: The specific purpose or purposes for which the corporation is organized are: To promote professional economic development in the Northeastern region by providing education, training, and professional development resources to persons involved in economic development work.

Article FOURTH is amended to read in its entirety as is set forth on Exhibit FOURTH attached hereto and made a part hereof.

## Exhibit FOURTH

### 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 distributable 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) of the Code. Any of 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) or other provisions of the Code.

### B. Elimination of Director Liability

A director of the corporation will not be personally liable to the corporation for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of

this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

C. Indemnification.

The directors of the corporation may include provisions in the corporation's by-laws, or may authorize agreements to be entered into with each director, officer, employee or other agent of the corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Non-Profit Corporation Act.