

October 20, 1979

WE, the undersigned Officers of

POINT JUDITH COUNTRY CLUB

a corporation duly incorporated under the laws of the State of Rhode Island,  
HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose,  
and held in the TOWN of NARRAGANSETT  
in said State, on the 29th day of September, A. D. 1979,  
the following amendment(s) to the Articles of Association was (or were) duly adopted by  
the affirmative vote of a majority (43 - 8) of its members viz:—  
"Voted That:

ARTICLE 5TH OF ARTICLES OF ASSOCIATION OF  
POINT JUDITH COUNTRY CLUB

5th. The members of the Corporation shall consist of those persons who shall hold membership shares in the Corporation, shall otherwise qualify as members as provided in the bylaws of the Corporation, and shall retain their respective memberships in good standing in accordance with the provisions of such bylaws.

The Corporation shall be authorized to have issued and outstanding two (2) classes membership shares: one class of membership shares shall consist of those membership shares which shall be issued and outstanding on September 29, 1979 (hereinafter referred to as "Membership Shares"). The second class of membership shares shall consist of not more than five hundred (500) Class A shares (hereinafter referred to as "Class A Shares"). Membership Shares and Class A Shares shall respectively have such rights and privileges, and shall be subject to such liabilities and obligations, as may be provided in the bylaws of the Corporation from time to time, subject, however, to the following:

(a) Each holder of record of Membership Shares and/or Class A Shares shall be entitled to one (1) vote at all meetings of members of the Corporation, notwithstanding his or her ownership of more than one share of either class of shares. Holders of shares in any form of joint tenancy or co-tenancy shall be deemed a single holder of record for the purposes of this paragraph.

(b) Class A shares shall be issued from time to time for such consideration as shall be fixed by the Board of Governors of the Corporation, provided that such consideration shall in no case be less than \$1,500, and provided further, that no Class A Shares shall be offered for sale to any person who, at the time of such offer, shall have been a member of good standing of Point Judith Country Club, as provided in the bylaws, for a period of less than three (3) consecutive years.

(c) Upon the liquidation, dissolution or winding up of the affairs of the Corporation, each membership share outstanding at the time shall be entitled to share ratably with each other with each other membership share in the assets of the Corporation remaining after the payment or provision for the payment of all of the lawful debts of the Corporation and expenses of its liquidation, dissolution or winding up, provided that the participation of each Class A Share in such assets of the Corporation shall be limited to \$1,500.

(d) In the event of the death of the holder of a membership share or shares, the representative of such holder's estate may, within the period of one (1) year following his death, or within the period of three (3) months following notice to the Corporation of such representative of such death, whichever shall expire the later, surrender such share or shares to the Corporation for redemption, whereupon the Corporation shall pay such representative in consideration therefor a sum at the rate of \$150 for each whole share so surrendered.

(e) Holders of Membership Shares or Class A Shares shall be relieved of the obligation to pay full season membership dues to Point Judith Country Club to the extent of Sixty (\$60) Dollars thereof per year. Holders of Membership Shares or Class A Shares in any form of joint tenancy or other co-tenancy, and any husband and wife holding any such shares, shall be relieved equally in such relief, but in each case only to the extent of Sixty (\$60) Dollars of membership in any year.

ATTEST:

*Dennis J. Robert*

President.

*Zubert M. Brown*

Secretary.

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**ORIGINAL**

CERTIFICATE OF AMENDMENT OF

POINT JUDITH COUNTRY CLUB

## Duly Incorporated Under the Laws of

FILED IN THE OFFICE OF THE

OCT 26 1979

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