



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

Articles of Amendment

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

RECEIVED
STATE
SECRETARY OF STATE
CORPORATIONS DIV.
2018 JUN -8 PM 1:20

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

1. Entity ID Number: 001678141	2. The name of the corporation is: The Roots Project								
3. If the entity's name is changing, state the new name: Check the box to indicate no change ☒									
4. If the period of its duration is changing complete the following section: CHECK ONE BOX ONLY ☐ Perpetual (on-going) ☐ Date certain for dissolution _____ Check the box to indicate no change ☒									
5. If the entity's purpose is changing complete the following section: <i>*The new purpose should include ALL activity to be transacted in the State of Rhode Island.</i> To ensure sustainability for orphanages internationally through agricultural projects and educational development programs. To engage generally in any activity which may be lawfully carried on by a charitable corporation organized and existing pursuant to the laws of the State of Rhode Island and exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code and all purposes and powers herein shall be interpreted and exercised in a manner consistent with the intention that the corporation be exempt from such Federal income taxation. Check the box to indicate an attachment ☐ Check the box to indicate no change ☐									
6. If the number of directors is increasing or decreasing (not less than 3 directors), state the number of directors in this section: 5 <i>*List ALL directors as of this amendment</i> <table border="1"><thead><tr><th>NAME</th><th>ADDRESS</th></tr></thead><tbody><tr><td>Nicole Nehiley</td><td>137 Armstrong Avenue, Warwick, RI 02889</td></tr><tr><td>Allison Barry</td><td>20 Chaucer Street, North Kingstown, RI 02852</td></tr><tr><td>Robyn Linde</td><td>212 6th Street, Providence, RI 02906</td></tr></tbody></table> Check the box to indicate an attachment ☒ Check the box to indicate no change ☐		NAME	ADDRESS	Nicole Nehiley	137 Armstrong Avenue, Warwick, RI 02889	Allison Barry	20 Chaucer Street, North Kingstown, RI 02852	Robyn Linde	212 6th Street, Providence, RI 02906
NAME	ADDRESS								
Nicole Nehiley	137 Armstrong Avenue, Warwick, RI 02889								
Allison Barry	20 Chaucer Street, North Kingstown, RI 02852								
Robyn Linde	212 6th Street, Providence, RI 02906								

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

JUN 08 2018

BY R 332294

4. Jill Harrison

219 Sloop Street Jamestown, Rhode Island 02835

5. Juan Pablo Naula

Aurelio Espinoza Polit y Sebastián de Benalcazar barrio San Virgilio.

Conjunto Salamanca, casa 54A. Quito, Ecuador.

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

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 5/17/18, 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

The Roots Project

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

Date

Allison Barry

May 17, 2018

Signature of President OR Vice President

SIGN DOCUMENT HERE

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

Date

Nicole Nehaley

5/17/18

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.

THE ROOTS PROJECT
ADDENDUM TO
ARTICLES OF ORGANIZATION

ARTICLE IV

1. The Corporation shall have the following powers in furtherance of its corporate purposes:
 - (a) To have perpetual succession in its corporate name.
 - (b) To sue and be sued.
 - (c) To have a corporate seal which it may alter at its pleasure.
 - (d) To elect or appoint directors, officers, employees and other agents, to fix their compensation and define their duties and obligations and to indemnify such corporate personnel.
 - (e) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
 - (f) To sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
 - (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
 - (h) To make contracts, give guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
 - (i) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - (j) To do business, carry on its operations, and have offices and exercise the powers granted by Rhode Island General Laws, Chapter 7-6, in any jurisdiction within or without the United States.

- (k) To make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.
 - (l) To pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.
 - (m) To participate as a subscriber in the exchanging of insurance contracts specified in Chapter 27, §17.2 of the Rhode Island General Laws.
 - (n) To be an incorporator of other corporations of any type or kind.
 - (o) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the General Laws of the State of Rhode Island.
 - (p) To hold meetings of the corporation anywhere within the United States.
 - (q) To have and exercise all powers necessary or convenient to effect any or an of the purposes for which the corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Chapter 7-6 of the Rhode Island General Laws, or any other Chapter of said General Laws applicable to the corporation or in a manner which would be impermissible for a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
2. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual, 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 its charitable purposes.
 3. No part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation nor shall the corporation participate or intervene (through publishing or distribution of statements or otherwise) in any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
 4. No director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law

imposing such liability; provided, however, that this provision shall not eliminate the liability of a director or officer, to the extent that such liability is imposed by applicable law, (i) for any breach of the director's or officer's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

5. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of in accordance with the provisions of Chapter 7-6, Section 51 of the Rhode Island General Laws, and shall be used for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
6. All references herein to the Internal Revenue Code of 1986 and to provisions of the General Laws of the State of Rhode Island shall include amendments to the applicable sections of such Code and laws, corresponding provisions of future laws and applicable regulations promulgated thereunder.
7. These articles of organization may at any time be amended by a vote of two-thirds of its Directors at a meeting duly called for the purpose.