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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

06 FEB 28 PM 2:37

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Attleboro Bluefish Boosters, Inc.

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

[Insert Amendment]

See Exhibits A, B and C attached hereto

FILED
FEB 28 2006
By KMC
C 91290

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 November 19, 2006 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.

4. Date when amendment is to become effective _____
(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: 1/27/06

ATTLEBORO BLUEFISH BOOSTERS, INC.

Print Corporate Name

By Mario Chulucian

☒ President or ☐ Vice President (check one)

AND

By Joan Seisel

☐ Secretary or ☐ Assistant Secretary (check one)

**EXHIBIT A
TO
NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ATTLEBORO BLUEFISH BOOSTERS, INC.**

1. The name of the Corporation is: Bluefish Boosters, Inc.

**EXHIBIT B
TO
NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ATTLEBORO BLUEFISH BOOSTERS, INC.**

3. The specific purpose or purposes for which the Corporation is organized are:

The purpose of the Corporation shall be: (a) to foster national amateur swimming competition and to support and develop amateur swimmers for national competition; (b) to engage in activities which promote, foster, encourage and support the competitive swimming programs sponsored by the Corporation; (c) to engage in activities which promote, foster, encourage and support competitive swimming programs in the New England area; (d) to promote, foster, encourage and support the spirit of sportsmanship, fellowship, service and loyalty; and (e) to conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under the Act and described in Section 501(c)(3) of the Internal Revenue Code. These objectives may be furthered by the raising of funds to promote and encourage existing programs, create new programs, and by aiding in the building of facilities to strengthen these programs. The Corporation is organized exclusively for charitable purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its earnings shall ever inure to the benefit of any Director, officer, Member or employee of the Corporation.

**EXHIBIT C
TO
NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ATTLEBORO BLUEFISH BOOSTERS, INC.**

4. Provisions (if any) for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

a. This corporation is organized and shall be operated exclusively for charitable purposes as a non-profit corporation within the meaning of Section 7-6 of the General Laws of Rhode Island, 1956, as amended (the "Rhode Island General Laws"). No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, 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 Article 3 hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not engage in any act of self dealings as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

b. Without in any way limiting the foregoing, the corporation shall have those powers granted by Section 7-6-5 of the Rhode Island General Laws.

c. The corporation **shall be a membership corporation** and shall have no authority to issue capital stock. The corporation shall not discriminate against any person on the basis of race, color or religion.

The affairs and business of the corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The Directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

d. Upon dissolution, after paying or making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed to one or more organizations which are tax exempt pursuant to such Section 501(c)(3) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code which are consistent with the Corporation's purposes.

e. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its Directors, officers, and other persons to the full extent permitted by the Rhode Island General Laws but only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected. A Director of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the corporation or its members; (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 derived an improper personal benefit.