



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is Margaret Sterling Cook Foundation

If the entity's name is changing, state the new name: Margaret Sterling Cook Foundation

**ARTICLE II**

If the corporate duration is changing, so state:  Perpetual

If the corporate purpose is changing, so state:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES INCLUDING, BUT NOT LIMITED TO, AWARDING EDUCATIONAL SCHOLARSHIPS, SUPPORTING ANIMAL PROTECTION, AND PROVIDING SUPPORT AND SERVICES TO THE HOMELESS AND OTHER PEOPLE IN NEED. THE CORPORATION MAY, AS PERMITTED BY LAW, ENGAGE IN ANY AND ALL ACTIVITIES IN FURTHERANCE OF, RELATED TO, OR INCIDENTAL TO THESE PURPOSES WHICH MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND AND WHICH ARE NOT INCONSISTENT WITH THE CORPORATION'S QUALIFICATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE TAX CODE.

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
TREASURER	BRIAN C. COOK	80 SCITUATE AVENUE HOPE, RI 02831 USA
SECRETARY	BRIAN C. COOK	80 SCITUATE AVENUE HOPE, RI 02831 USA
PRESIDENT	JENNIFER S COOK	80 SCITUATE AVENUE HOPE, RI 02831- USA

DIRECTOR	PHILLIP MASQUELETTE	26 TWIN OAKS HOPE, RI 02831
DIRECTOR	MELISSA MASQUELETTE	26 TWIN OAKS HOPE, RI 02831 USA
DIRECTOR	JENNIFER S. COOK	80 SCITUATE AVENUE HOPE, RI 02831 USA
DIRECTOR	BRIAN C. COOK	80 SCITUATE AVENUE HOPE, RI 02831 USA

If there are any other provisions to be amended, so state:

ARTICLE 4 OF THE ORIGINAL ARTICLES OF INCORPORATION IS TO BE REPLACED IN ITS ENTIRETY BY THE FOLLOWING:

A. RESTRICTIONS ON ACTIVITIES

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS 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 OF THE CORPORATION.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS,) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

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 UNITED STATES INTERNAL REVENUE CODE (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C) (2) OF THE UNITED STATES INTERNAL REVENUE CODE (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS).

B. DISSOLUTION

IN THE EVENT OF DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINE, IN SUCH MANNER AS REQUIRED BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING PROVISION OF ANY

FUTURE UNITED STATES INTERNAL REVENUE LAW) AND IN ACCORDANCE WITH THE STATUTES OF THE STATE OF RHODE ISLAND.

C. INDEMNIFICATION

INDEMNIFICATION MAY BE MADE AGAINST JUDGMENTS, PENALTIES, FINES, SETTLEMENTS, AND REASONABLE EXPENSES ACTUALLY INCURRED BY OFFICERS OR

DIRECTORS OF THE CORPORATION IN CONNECTION WITH ANY PROCEEDING REGARDING

ACTIONS TAKEN IN THEIR OFFICIAL CAPACITY TO THE FULL EXTENT PERMITTED BY THE PROVISIONS OF THE RHODE ISLAND NONPROFIT CORPORATIONS ACT.

INDEMNIFICATION SHALL NOT BE MADE IN RESPECT OF ANY PROCEEDING IN WHICH

AN OFFICER OR DIRECTOR HAS BEEN ADJUDGED TO BE LIABLE TO THE CORPORATION.

D. LIMITATION ON PERSONAL LIABILITY

NO OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO

THE CORPORATION FOR ANY ACTION TAKEN AS AN OFFICER OR DIRECTOR, OR FOR

ANY FAILURE TO TAKE ANY ACTION, IF HE OR SHE PERFORMED THE DUTIES OF HIS OR HER OFFICE IN COMPLIANCE WITH THE REQUIREMENTS OF SECTION § 7-6-22 OF THE GENERAL LAWS OF RHODE ISLAND.

NO DIRECTOR OR OFFICER OF THE CORPORATION WHO SERVES WITHOUT COMPENSATION

SHALL BE LIABLE TO ANY THIRD PERSON BASED SOLELY ON HIS OR HER CONDUCT IN

THE EXECUTION OF THE OFFICE OR DUTY UNLESS THE CONDUCT OF THE DIRECTOR OR

OFFICER REGARDING THE PERSON ASSERTING THE LIABILITY CONSTITUTED MALICIOUS, WILLFUL, OR WANTON MISCONDUCT.

E. CONFLICT OF INTEREST

NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS

DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION, OR OTHER ORGANIZATION IN WHICH

ONE

OR MORE OF THE DIRECTORS OR OFFICERS ARE DIRECTORS OR OFFICERS OR HAVE A

FINANCIAL INTEREST, IS VOID OR VOIDABLE, NOR ARE THE DIRECTORS OR OFFICERS LIABLE REGARDING THE CONTRACT OR TRANSACTION, SOLELY FOR THIS

REASON, OR SOLELY BECAUSE THE DIRECTOR OR OFFICER IS PRESENT AT OR PARTICIPATES IN THE MEETING OF THE BOARD OR COMMITTEE OF THE BOARD

WHICH

AUTHORIZES THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS, HER, OR THEIR VOTES ARE COUNTED FOR THE PURPOSE, IF:

(1) THE MATERIAL FACTS AS TO HIS, HER, OR THEIR INTEREST OR RELATIONSHIP

ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS OR THE COMMITTEE,  
AND THE BOARD OF DIRECTORS OR COMMITTEE AUTHORIZES, APPROVES, OR RATIFIES  
THE CONTRACT OR TRANSACTION BY THE AFFIRMATIVE VOTES OF A MAJORITY OF THE  
DISINTERESTED DIRECTORS, EVEN THOUGH THE DISINTERESTED DIRECTORS ARE LESS  
THAN A QUORUM; OR

(2) THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION.

COMMON OR INTERESTED DIRECTORS MAY BE COUNTED IN DETERMINING THE PRESENCE  
OF A QUORUM AT A MEETING OF THE BOARD OF DIRECTORS OR OF A COMMITTEE WHICH AUTHORIZES THE CONTRACT OR TRANSACTION.

F. MEMBERS

THE CORPORATION WILL NOT HAVE MEMBERS UNLESS OTHERWISE SET FORTH IN THE  
BYLAWS.

G. LOANS

NO LOAN MAY BE MADE BY THE CORPORATION TO ANY DIRECTOR.

**ARTICLE III**

The Amendment was adopted in the following manner:

**(check one box only)**

The amendment was adopted at a meeting of 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 11/6/2018 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

**ARTICLE IV**

Date when amendment is to become effective  
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

**Signed this 8 Day of November, 2018 at 9:44:14 AM.** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Margaret Sterling Cook Foundation  
Corporate Name

By JENNIFER S. COOK

President or  Vice President (check one)

**AND**

By BRIAN C. COOK

Secretary or  Assistant Secretary (check one)

Form No. 201  
Revised 09/07

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State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

November 08, 2018 09:41 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea  
*Secretary of State*

