

Filing Fee: \$10.00

ID Number: 28915



**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 PALESTINE TEMPLE TRUSTEES HOLDING CORP.

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

[Insert Amendment]

1. Article SECOND is hereby amended to read:

The name of the corporation is: Rhode Island Shriners Holding Corporation

2. In Articles THIRD, FIFTH, and SIXTH, all references to "Palestine Temple, A.A.O.N.M.S.  
are hereby changed to read "Rhode Island Shriners"

3. At the end of Article SIXTH the following sentence is added:

"In the event that the Rhode Island Shriners or a successor shall not then be in  
existence, such assets and funds shall be conveyed or transferred to Shriners Hospitals  
for Children."

4. Following Article THIRD, the final paragraph, following clause (f),  
is hereby deleted.

RECEIVED  
SECRETARY OF STATE  
NOV 10 12 31 PM '04

**FILED**

NOV 10 2004

BY MSD320

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 October 25, 2004, 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 \_\_\_\_\_ 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 with the Secretary of State

(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.

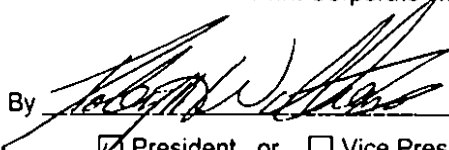
Date:

11/2/04

**PALESTINE TEMPLE TRUSTEES HOLDING CORP.**

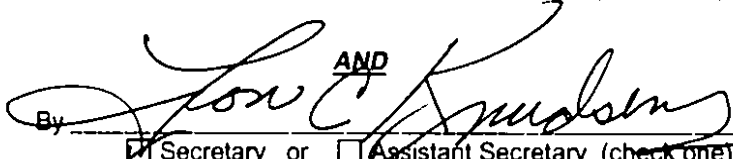
Print Corporate Name

By



☒ President or ☐ Vice President (check one)

By



☒ Secretary or ☐ Assistant Secretary (check one)

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we HERBERT W. ELLIS, RICHMOND L.  
SPENCER, ALVIN R. KULZ, RAYMOND C. BASS and CARL R. MITCHELL

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

PALESTINE TEMPLE TRUSTEES HOLDING CORP.

THIRD. Said corporation is constituted for the purpose of acquiring, holding title to property, collecting income therefrom and turning over the entire amount thereof, less expenses, to Palestine Temple, A.A.O.N.M.S., an unincorporated association of Cranston, R. I. and in carrying out said purposes to acquire title to property, real or personal, by purchase, gift, bequest, or otherwise, and to hold, use, improve, mortgage, pledge, collect rents and income therefrom, sell, lease or otherwise dispose of real or personal property of all class and description, and any interest in real or personal property for the production of income, for the purpose hereinabove set out and to do and perform anything incidental and necessary thereto.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall ensue. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000), either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in Cranston, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. All members of Palestine Temple A.A.O.N.M.S., an unincorporated association located in the City of Cranston, State of Rhode Island, whose names appear on the current membership list in good standing, and annually thereafter, shall be made members of this corporation, entitled to receive notice of meetings, with the privilege of voting.

SIXTH. In the event of dissolution of the corporation, after the payment or satisfaction of all debts of the corporation, the remaining assets and funds of the corporation shall be conveyed or transferred to Palestine Temple, A.A.O.N.M.S., an unincorporated association, located in the City of Cranston, State of Rhode Island, its successors and assigns; provided further, however, that no part of said assets or funds shall inure to the benefit of any Member of the corporation and no fund or property of the corporation shall be distributed among, or revert to any Member, Officer, or Trustee of the corporation.

SEVENTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this

22<sup>nd</sup>

day of

May

A. D. 19 61

NAME	RESIDENCE
<i>Herbert W. Ellis</i> Herbert W. Ellis	412 Spring Green Road Warwick, R. I.
<i>Richmond L. Spencer</i> Richmond L. Spencer	48 Lyon St. Pawtucket, R. I.
<i>Alvin R. Kulz</i> Alvin R. Kulz	223 Richmond Drive Warwick, R. I.
<i>Raymond C. Bass</i> Raymond C. Bass	12 Potter Street Pawtucket, R. I.
<i>Carl R. Mitchell</i> Carl R. Mitchell	73 Wellesley Ave. North Providence, R. I.

STATE OF RHODE ISLAND, }  
COUNTY OF PROVIDENCE }

In the City  
Tower

of Cranston

in said county this 22<sup>nd</sup> day of May A. D. 19 61, then

personally appeared before me Herbert W. Ellis, Richmond L. Spencer,

Alvin R. Kulz, Raymond C. Bass and Carl R. Mitchell,

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

*Alvin R. Kulz*  
Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 29194

Providence

May 22 1961

I Hereby Certify That *Palestine Temple Trustees*  
*Holding Corp.*

has paid into the State Treasury a fee of

*Twenty*

Dollars for

*Incorporation*

in accordance with the provisions of 7-1-9, General Laws.

*Raymond H. Hawley*  
General Treasurer.

✓

60 X

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

PALESTINE TEMPLE TRUSTEES

HOLDING CORP.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

MAY 22 1961 19