



**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 International 29er Class Association

If the entity's name is changing, state the new name: International 29er Class Association

**ARTICLE II**

If the corporate duration is changing, so state: X Perpetual     

If the corporate purpose is changing, so state:

INTERNATIONAL 29ER CLASS ASSOCIATION IS FORMED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS THE SAME MAY BE AMENDED OR MODIFIED OR REPLACED BY ANY FUTURE UNITED STATES INTERNAL REVENUE LAW (THE "CODE"). IN FURTHERANCE OF THE CORPORATION'S PURPOSE, THE SPECIFIC OBJECTIVES OF THE CORPORATION SHALL BE TO:

(I) PROMOTE AND DEVELOP 29ER SAILING UNDER UNIFORM RULES THROUGHOUT THE WORLD. THE CLASS ASSOCIATION PROMOTES THE EXCHANGE OF INFORMATION AMONG 29ER SAILORS AND COACHES TO ENHANCE THE ENJOYMENT OF AND EDUCATION ABOUT 29ER SAILING;

(II) ENSURE THAT THE 29ER WORLD AND CONTINENTAL CHAMPIONSHIPS ARE HELD ANNUALLY IN APPROPRIATE LOCATIONS AND TO PROPER STANDARDS AS WELL AS ENCOURAGING ENJOYMENT OF THE RECREATIONAL ASPECTS OF THE SPORT OF SAILING;

(III) RAISE FUNDS AND SUPPORT THE FUNCTIONS OF AND CARRY OUT THE PURPOSES OF INTERNATIONAL 29ER CLASS ASSOCIATION, SO LONG AS INTERNATIONAL 29ER CLASS ASSOCIATION CONTINUES TO BE ORGANIZED AND OPERATED FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE;

(IV) ENGAGE IN ACTIVITIES AND PERFORM FUNCTIONS THAT INTERNATIONAL 29ER CLASS ASSOCIATION WOULD OTHERWISE HAVE TO PERFORM;

(V) OTHERWISE BENEFIT, THROUGH THE PROVISION OF FINANCIAL SUPPORT AND SERVICES, INTERNATIONAL 29ER CLASS ASSOCIATION; AND

(VI) ENGAGE IN ANY LAWFUL ACT OR ACTIVITY IN FURTHERANCE OF THE

FOREGOING, PROVIDED SUCH ACTIVITIES ARE NOT IN VIOLATION OF, OR INCONSISTENT WITH, THE CORPORATION'S STATUS AS A CHARITABLE ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE OR A NONPROFIT CORPORATION ORGANIZED UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT.

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:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	JEFFREY WADOVICK	1300 DIVISION ROAD, SUITE 104 WEST WARWICK, RI 02893 USA
DIRECTOR	JOAN MOLLERUS	1300 DIVISION ROAD, SUITE 104 WEST WARWICK, RI 02893 USA
DIRECTOR	THOMAS MOSS	1300 DIVISION ROAD, SUITE 104 WEST WARWICK, RI 02893 USA
DIRECTOR	DAVID CAMPBELL-JAMES	1300 DIVISION ROAD, SUITE 104 WEST WARWICK, RI 02893 USA

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

A. THE CORPORATION SHALL HAVE IN FURTHERANCE OF ITS CORPORATE PURPOSES

ALL OF THE POWERS SPECIFIED UNDER AND BY VIRTUE OF CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS AS NOW IN FORCE OR AS HEREAFTER AMENDED; PROVIDED, HOWEVER, THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH THE EXEMPTION FROM FEDERAL INCOME TAX TO WHICH THE CORPORATION SHALL BE ENTITLED UNDER SECTION 501(C)(3) OF THE CODE.

B. EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW OR THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THE CORPORATION MAY BE ALTERED, AMENDED

OR REPEALED, OR NEW BY-LAWS MAY BE ADOPTED, BY AN AFFIRMATIVE VOTE OF TWO-THIRDS OF THE TOTAL NUMBER OF DIRECTORS OF THE CORPORATION ENTITLED

TO VOTE AT ANY ANNUAL MEETING OF THE DIRECTORS OR AT ANY SPECIAL MEETING OF THE DIRECTORS; PROVIDED, HOWEVER, THAT NO SUCH ALTERATION, AMENDMENT OR REPEAL, OR ADOPTION OF NEW BY-LAWS, SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY FOR EDUCATIONAL OR CHARITABLE PURPOSES, OR FOR ANY PURPOSE

OR IN ANY MANNER THAT WOULD DEPRIVE IT OF EXEMPTION FROM FEDERAL OR STATE INCOME TAXES.

C. NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE PERSONALLY LIABLE

TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS

SUCH OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW

IMPOSING

SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, EXCEPT TO THE EXTENT THAT SUCH EXEMPTION FROM LIABILITY IS PERMITTED UNDER CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS. NO AMENDMENT OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.

D. UPON THE LIQUIDATION, DISSOLUTION, TERMINATION OR WINDING UP OF THE CORPORATION (WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF THE LAW), THE CORPORATION'S PROPERTY SHALL NOT BE CONVEYED TO ANY ORGANIZATION CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL, AND ALL PROPERTY AND ASSETS OF THE CORPORATION WHICH REMAIN AFTER PROVIDING

FOR THE REPAYMENT OF ITS DEBTS AND OBLIGATIONS SHALL BE CONVEYED AND TRANSFERRED TO INTERNATIONAL 29ER CLASS ASSOCIATION SO LONG AS SUCH ORGANIZATION CONTINUE TO BE ORGANIZED AND OPERATED FOR EXEMPT PURPOSES

WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OTHER THAN FOR RELIGIOUS PURPOSES, OR IF NOT THEN SO EXEMPT, TO ONE OR MORE ORGANIZATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, OTHER THAN FOR RELIGIOUS PURPOSES.

E. NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF ANY NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG, DISTRIBUTED TO, OR INURE TO THE BENEFIT OF ANY MEMBER, OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL OR ORGANIZATION ORGANIZED AND OPERATED FOR PROFIT (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 SO STATED ABOVE) OR BE APPROPRIATED FOR ANY PURPOSES OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH; AND NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF 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 DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

F. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS, AND SHALL

NOT BE A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS. IN THE EVENT THAT THE CORPORATION IS A PRIVATE FOUNDATION AS THE 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 DIRECTORS SHALL DISTRIBUTE THE INCOME FOR 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; AND

THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING 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.

### 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 12/11/2018 , 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 12/13/2018  
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

**Signed this 13 Day of December, 2018 at 2:55:33 PM.** *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.*

International 29er Class Association  
Corporate Name

By JOAN MOLLERUS

President or  Vice President (check one)

**AND**

By THOMAS MOSS

Secretary or  Assistant Secretary (check one)





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:

December 13, 2018 02:53 PM

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

Nellie M. Gorbea  
*Secretary of State*

