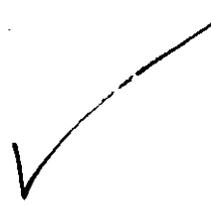


State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ORIGINAL OF
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF



THE HAVEN OF GRACE MINISTRIES Inc.

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:

FIRST: The name of the corporation is THE HAVEN OF GRACE MINISTRIES Inc.

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

(Insert Amendment)

(1) Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious and charitable aid to the needy, the elderly, and the homeless as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

(a) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(2) Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted at a meeting of members held on August 30, 1991, at which a quorum was present and the amendment received at least a majority of the votes which members present or represented by proxy at such meetings were entitled to cast.

Dated September 6, 1991

..... (Note 2)

By (Note 3)

Its Jean Tujala President

and (Note 3)

Its Paul Cyganowski Secretary

NOTES:

1. Insert whichever of the following statements is applicable:
 - (a) "The amendment was adopted at a meeting of members held on _____, at which 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."
 - (b) "The amendment was adopted by a consent in writing signed under date of _____ by all members entitled to vote in respect thereto."
 - (c) "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 in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

The Haven of Grace
Ministries Inc.

CONSTITUTION

PREAMBLE We have been led by the Lord to establish a non-denominational Christian organization formed by non-professionals to help feed, clothe and house the poor, the homeless, and the elderly. This will be a mutual aid outreach program, whereby those who receive help will voluntarily help others who are in need.

We will be guided daily by the Holy Spirit and by an advisory board comprised of Pastors from Christian denominations for spiritual counseling and leadership.

ARTICLE I
DOCTRINE

Our doctrine is based on the teachings of our Lord Jesus Christ in the Gospel of Matthew chapter 25, verses 34 through 40. As Christians we are required to help all those who need help; this ministry is formed for the purpose of helping others as follows:

1. To the best of our abilities and resources:
 - A. Those who come to our doors seeking food shall be fed.
 - B. Those who come seeking a resting place will be sheltered.
 - C. Those who seek clothing will be clothed
 - D. Those who seek peace through counseling will be counseled.

ARTICLE II
ORGANIZATIONAL STRUCTURE

Section 1. Supreme authority over our ministry and all its activities is vested in the Lord Jesus Christ and exercised by the Holy Spirit. This truth must be recognized and practiced.

Section 2. The ministry shall be incorporated.

Section 3. The initial authorized number of the directors will be five, but may be increased or reduced as provided by the By-Laws and any amendment thereto. The Board of Directors will have sole authority in determining the direction, planning and activities of the corporation. All actions must be approved by unanimous vote of the Board of Directors.

Section 4. An advisory board comprised of Pastors of Christian Denominations in the geographical area shall provide input to the ministry by suggestions for the good of the community, spiritual counseling of our guests, and other services they may offer. The Board is not limited in membership numbers.

ARTICLE III
RELATIONSHIPS

Section 1. We recognize the existence and divine origin of the local Christian churches and assemblies. Our ministry is not a substitute nor a competitor with any Christian church or church group. Through the enabling Grace of God, it will be a helper of all local Christian churches and denominational groups.

Section 2. Without compromising our calling to the ministry of helps, we propose to maintain a loving, cooperative relationship with all other Christian organizations and groups, on the common basis of faith in the Lord Jesus Christ.

ARTICLE IV
DEFINITIONS

As used in this constitution, and the by-laws, the term ministry means this cooperation.

ARTICLE V
AMENDMENTS

The Constitution may be amended only as follows:

A notice of any proposed amendment shall be mailed each Director of the Ministry at least 30 days prior to a regular annual meeting of the Board of Directors, or a special meeting called for the purpose of considering such amendments, and acting thereon. Said notice shall contain a complete copy of the proposed amendment. If the Directors agree unanimously in recommending the adoption of the proposed amendment it shall become operative 30 days after the affirmative vote.

The Haven of Grace Ministries Inc.
By-Laws

ARTICLE I

The name of the Corporation is "The Haven of Grace" Ministries, Inc.

ARTICLE II
Location of Offices

Its principal location, subject to change by the Directors, will be in Woonsocket, Rhode Island.

ARTICLE III
Membership

Section 1. The present members of the Corporation are: Judith Lajoie, Jean Lajoie, Craig Cygawnoski, Pat and Paul Dempster.
Section 2. Additional members may be appointed by vote of the Board of Directors.
Section 3. The members may, by amendment of these by-laws, or by resolution adopted at any annual or special meeting, create different classes of membership, and define the privileges of each.

ARTICLE IV
Directors

Section 1. There are now five directors, being the five members listed in Article III -- 1 as members. They shall continue as directors until the annual business meeting of June 1992 as hereinafter provided for. After the expiration of their stated terms all directors shall continue as such until their successors have been elected and qualified.
Section 2. At any annual Directors' meeting, or at any special Directors' meeting, the Directors, by unanimous vote, may increase or reduce the authorized number of Directors.
Section 3. Except as otherwise specifically provided for by these by-laws, or by motion or resolution prior to any such election, each Director shall be elected for a term of three years. It is however intended that normally approximately one-third of the Directors' terms shall expire at each annual meeting, and, to allow for irregularities due to the election from time to time, of additional Directors, the Board, in connection with any election, may specify terms varying from three years for any or all of the Directors to be elected. The Board of Directors is, moreover, fully empowered to specify any length of term for any Director or Directors about to be elected.

ARTICLE V
Annual Meeting
Board of Directors

Section 1. There shall be an Annual Meeting of the Board of Directors at which time Officers of the Corporation will be elected for a one year term. The Officers to be elected shall be the President, Vice-Presidents, Treasurer and the Secretary. All Officers to be elected shall be Directors, and all Officers elected may be elected to succeed themselves.

Section 2. Votes at all elections of Officers and Directors shall be cast in person, or by proxy, and shall be unanimous in nature.

Section 3. All Directors present at a duly called meeting of the Corporation shall constitute a quorum. Each Director, in order to exercise his right to vote, must be present at the Annual Meeting. All actions unanimously approved by those voting, in person or by proxy, shall be valid, provided that if less than a majority of the Directors has voted on an action, the proposed action must be mailed to all absent members. Members who respond within 30 days will have their votes counted as if they had been present.

ARTICLE VI
Committees

Section 1. The President, all Vice Presidents, Treasurer and Secretary shall constitute the Executive Committee for the purpose of handling Corporate and business matters which may require attention in the recess of the Board of Directors. All action of the Executive Committee shall be subject to a review by the Board of Directors.

Section 2. A Finance Committee is to be created consisting of 4 members of the Board of Directors, one of whom will be the Treasurer of the Corporation. They shall elect their own Chairman. It shall be their responsibility to devise ways and means to finance the operation of the Ministry and to bring in such recommendations for disbursements, organization, and control, as they see fit.

ARTICLE VII
Duties of Officers

Section 1. The President shall preside at all meetings of the Board of Directors. He shall have general oversight over all the affairs of the Corporation, and general authority, subject to advisory action of the Board of Directors and the Executive Committee, in the hiring and dismissal of employees. He shall, in addition, have such general powers and duties imposed on Presidents of similar organizations.

Section 2. The Vice President shall have and exercise all powers and be subject to all responsibilities of the President, generally, during his absence or disqualification. Additional Vice Presidents, if any, shall have such powers and duties as may be assigned by the Directors.

Section 3. The Treasurer shall have general oversight of the financial interests and affairs of the Corporation.

Section 4. The Secretary shall take and record minutes of all meetings and have such additional powers and duties as may be prescribed by the Directors.

ARTICLE VIII
Finances

Section 1. All programs and activities of the Ministry shall be consistent with its stated purpose and objectives and all donated funds shall be applied to these purposes and objectives.

Section 2. An active Audit Review Committee will meet at least semi-annually. The Committee members will be drawn principally from the Board of Advisors. Monthly financial status reports will be made available to interested parties.

Section 3. This Ministry shall carry on its business with the highest standards of integrity and avoid conflicts of interest.

ARTICLE X

In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditure as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI
Amendments

The By-laws proper, not including the Constitution, may be amended at any time by a unanimous vote of the Directors.

RECEIVED

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Rec'd & Filed MAR 20 1992