

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

46420

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

..... SAINT PHILOMENA SCHOOL, 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 SAINT PHILOMENA SCHOOL, INC.

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

(Insert Amendment)

Notwithstanding any other provision of the Articles of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals 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.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

No 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.

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.

The School shall admit students of any race to all the rights privileges, programs and activities of the School and not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted at a meeting of the Board of Directors held on January 28, 1991, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated.....January 28., 19 91

SAINT PHILOMENA SCHOOL, INC.

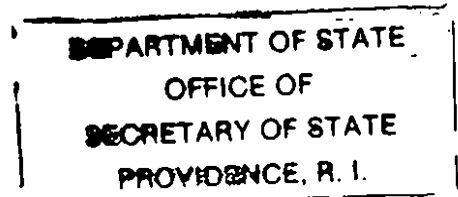
(Note 2)

By *Sr. Ann Marie Walsh, f.c.j.*..... (Note 3)
Sister Ann Marie Walsh, F.C.J.

Its..... Vice -..... President

and *Sr. Marie Therese Dyer, f.c.j.*..... (Note 3)
Sister Marie Therese Dyer, F.C.J.

Its..... Secretary



Rec'd & Filed JAN 30 1991
PJM-25 # 52035

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.