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*State of Rhode Island and Providence Plantations*

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF ASSOCIATION  
RHODE ISLAND ORTHOPEDIC SOCIETY**

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following amendment to its charter:

FIRST: The name of the corporation is Rhode Island Orthopedic Society.

SECOND: The following amendment was adopted by the members of the corporation:

Article SEVENTH of the Articles of Association of the corporation is amended to add thereto the following second paragraph:

"SEVENTH: ...

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification."

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members held on

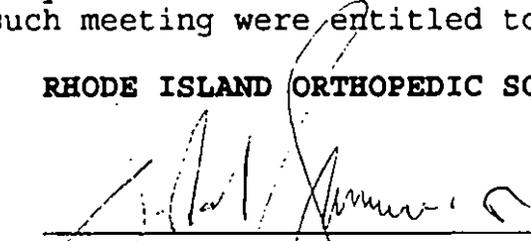
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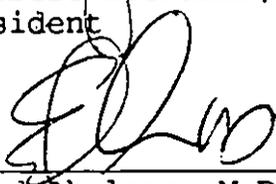
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STATE OF RHODE ISLAND  
PROVIDENCE

June 13, 1995, 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.

**RHODE ISLAND ORTHOPEDIC SOCIETY**

Dated: November 8 , 1995

  
By: A. Robert Buonanno, M.D.  
Its: President

and   
By: Edward Akelman, M.D.  
Its: Secretary

- NOTES:**
1. Insert whichever of the following 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.