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ID Number: 105226



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 Spurwink Properties, Incorporated
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

Exhibit A attached to said Articles of Incorporation, containing provisions for
the specific purpose of the Corporation under Article THIRD thereof, is hereby deleted
in its entirety and replaced with the Exhibit B attached hereto.

Exhibit B attached to said Articles of Incorporation, containing provisions for the
regulation of the internal affairs of the Corporation under Article FOURTH thereof, is
hereby deleted in its entirety and replaced with the Exhibit B attached hereto.

10/11/01

FILED

AUG 01 2001

By 10M1
268428

3. The amendment was adopted in the following manner:

(check one box only)

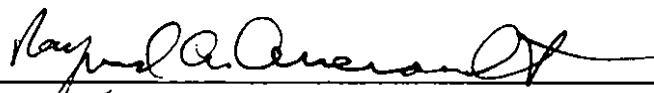
- ☐ The amendment was adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- ☒ The amendment was adopted by a consent in writing on July 31, 2001, 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 August 10, 2001
(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: 7/31/01

Spurwink Properties, Incorporated
Print Corporate Name

By 
☒ President or ☐ Vice President (check one)

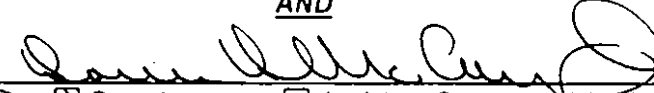
AND
By 
☒ Secretary or ☐ Assistant Secretary (check one)

EXHIBIT A
TO THE ARTICLES OF INCORPORATION
OF SPURWINK PROPERTIES, INCORPORATED

3. The specific purpose or purposes for which the corporation is organized are:

(a) This corporation is organized exclusively for the purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under section 501(a) of the Internal Revenue Code.

(b) The corporation is empowered:

(i) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Paragraph (a) of this Article, above.

(ii) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property.

(iii) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation.

EXHIBIT B

TO ARTICLES OF INCORPORATION OF SPURWINK PROPERTIES, INCORPORATED

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation:

(a) All corporate actions, powers and purposes, as carried out, shall be consistent with the provisions of Sections 501(a) and 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), and with Chapter 7-6 of the General Laws of Rhode Island, as amended.

(b) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

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 distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(a) of the Code and shall not be a "private foundation" as defined in Section 509(a) thereof.

Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under Section 501(c)(2) of the Code, or the corresponding section of any future United States internal revenue law, or (2) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future United States internal revenue law.

(c) Upon the dissolution of the corporation, all of the remaining assets of the corporation shall be distributed only to one or more of the organizations created and operated for one or more exempt purposes within the meaning of Number 3 hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future United States internal revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(d) In the event that the corporation is a "private foundation", as that term is defined in Section 509(a) of the Code, then notwithstanding any other provision of these Articles of Incorporation or of the Bylaws of the corporation, the following provisions shall apply: The income of the corporation shall be distributed for each taxable year at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Code. Furthermore, the corporation shall not (i) engage in any act of "self-dealing" as defined in Section 4941(d) of the Code; (ii) retain any "excess business holdings" as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to incur tax liability under Section 4944 of the Code; or (iv) make any "taxable expenditure" as defined in Section 4945(d) of the Code.

(e) The directors of the corporation, including those comprising the initial Board of Directors as set forth in Number 6 of these Articles of Incorporation, shall serve for the term

specified in the Bylaws of the corporation and shall serve without compensation. The directors shall at all times be limited to individuals who are either members of Spurwink/RI, a Rhode Island nonprofit corporation and the corporation's sponsoring organization, or nonmembers thereof who have the approval of the Board of Directors of said sponsoring organization. In the event that a director of the corporation ceases to be a member of Spurwink/RI or if the aforesaid approval is withdrawn, as the case may be, then, in either event, such shall constitute automatic resignation as a director of the corporation.

(f) The offices of the corporation, as provided by the Bylaws of the corporation, shall be elected by the directors in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at the annual meeting of directors for terms of one (1) year. The Secretary and Treasurer of the corporation may be one and the same person.

(g) The annual meeting of the Board of Directors shall be held on the last Friday in the month of September in each year. Other meetings of the Board of Directors shall also be held as provided by the Bylaws.

(h) The Bylaws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

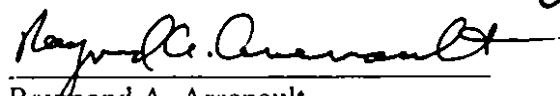
SPURWINK PROPERTIES, INCORPORATED

Resolution to Change Purpose or Purposes for which Corporation is Organized

I, the undersigned being the President of Spurwink Properties, Incorporated, hereby certify that a vote was taken by mail and facsimile and that the following resolution was approved by a vote of the Board of Directors.

Resolved, that the Corporation hereby amends the Spurwink Properties, Incorporated by-laws to change the purpose for which the corporation is organized, the corporation being organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under section 501(a) of the Internal Revenue Code.

ADOPTED AND APPROVED in writing by the Board of Directors of Spurwink Properties, Incorporated on the 31st day of July, 2001.



Raymond A. Arsenault
President

7/31/01
Date


SPURWINK PROPERTIES, INCORPORATED

WRITTEN CONSENT IN LIEU OF SPECIAL
MEETING OF THE BOARD OF DIRECTORS

I, the undersigned, being a Director of Spurwink Properties, Incorporated, hereby consent to the taking of a vote by mail and hereby take the following action without holding a formal meeting. Such action being stated in the form of and to be as fully effective as if taken by a unanimous resolution or resolutions of the Directors as a meeting thereof duly called and held:

RESOLVED: Whereas, Spurwink Properties, Incorporated, a Rhode Island non-profit corporation, is the holder of property in Rhode Island, it is hereby approved that the purpose or purposes for which the corporation is organized is amended and that the corporation hereby amends the Spurwink Properties, Incorporated by-laws to change the purpose of the corporation, the corporation being organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under section 501(a) of the Internal Revenue Code.

ADOPTED AND APPROVED:



Signature

7/31/01

Date

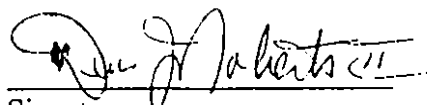
SPURWINK PROPERTIES, INCORPORATED

WRITTEN CONSENT IN LIEU OF SPECIAL
MEETING OF THE BOARD OF DIRECTORS

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ADOPTED AND APPROVED:


Signature

7/12/01
Date

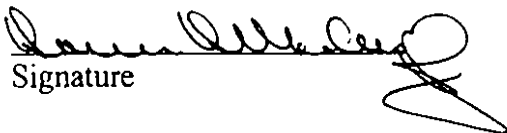
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ADOPTED AND APPROVED:


Signature

7-30-01
Date

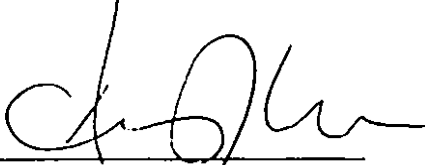
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WRITTEN CONSENT IN LIEU OF SPECIAL
MEETING OF THE BOARD OF DIRECTORS

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ADOPTED AND APPROVED:



Signature

July 10, 2001

Date

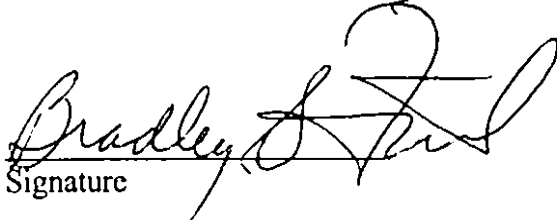
SPURWINK PROPERTIES, INCORPORATED

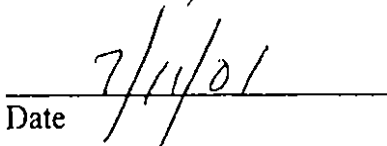
WRITTEN CONSENT IN LIEU OF SPECIAL
MEETING OF THE BOARD OF DIRECTORS

I, the undersigned, being a Director of Spurwink Properties, Incorporated, hereby consent to the taking of a vote by mail and hereby take the following action without holding a formal meeting. Such action being stated in the form of and to be as fully effective as if taken by a unanimous resolution or resolutions of the Directors as a meeting thereof duly called and held:

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ADOPTED AND APPROVED:


Signature


Date

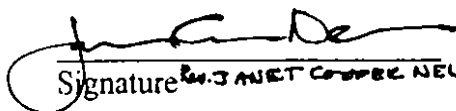
SPURWINK PROPERTIES, INCORPORATED

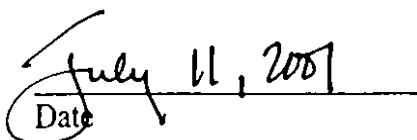
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MEETING OF THE BOARD OF DIRECTORS

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ADOPTED AND APPROVED:


Signature Janet Cooper Nelson


Date July 11, 2001


SPURWINK PROPERTIES, INCORPORATED

WRITTEN CONSENT IN LIEU OF SPECIAL
MEETING OF THE BOARD OF DIRECTORS

I, the undersigned, being a Director of Spurwink Properties, Incorporated, hereby consent to the taking of a vote by mail and hereby take the following action without holding a formal meeting. Such action being stated in the form of and to be as fully effective as if taken by a unanimous resolution or resolutions of the Directors as a meeting thereof duly called and held:

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ADOPTED AND APPROVED:



Signature

JULY 21, 2001
Date

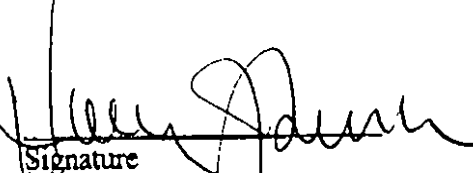
SPURWINK PROPERTIES, INCORPORATED

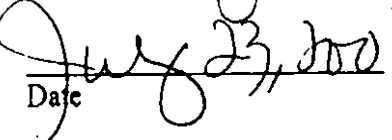
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ADOPTED AND APPROVED:


Signature


Date