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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 The Phillip Center for Outreach and Ministry, Inc.
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

[Amendment to Provisions] 4. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its officers or any other private persons except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in keeping with the purposes of the organization as stated in the Articles of Incorporation. No substantial part of the activities of the organization shall be the dissemination of propoganda or any attempt to influence legislation in any way or intervening in any public campaign, for or against a candidate. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under section 501(c)(3) or the IRS code, or corresponding section of any future tax code or (b) an organization, contributions to which are deductible under section 509(a)(1) of the IRS code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively for such purpose, or to such organization(s) as said Court shall determine, which are organized and operated for such purposes.

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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 2/15/03, 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

2/24/03
(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: 2/24/03

The Philip Center for Outreach and Ministry, Inc.
Print Corporate Name

By J Nelson Stewart 2/25/03
 President or Vice President (check one)

AND
By Ronald L. Treichler 2/25/03
 Secretary or Assistant Secretary (check one)