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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

CHRIS W. CRUICKSHANK SCHOLARSHIP FOUNDATION.....

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.....CHRIS W.....CRUICKSHANK...SCHOLARSHIP...FOUNDATION

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

(Insert Amendment)

RESOLVED: That paragraph Fourth of the Articles of Incorporation are hereby amended to read as follows:

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §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 IRC §501(c) (3) or corresponding provisions of any subsequent Federal tax laws.

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 of the corporation or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.

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 IRC §501(h)) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Rhode Island.

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

THIRD: The amendment was adopted in the following manner:

(Note 1)

By Resolution of the Board of Directors at a meeting held for that purpose, on waiver of notice from all Directors, and upon unanimous vote.

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Dated.....November 29....., 19 89

CHRIS W. CRUICKSHANK SCHOLARSHIP FOUNDATION (Note 2)

By *George Cruickshank* (Note 3)
George Cruickshank

Its Vice President

and *Elizabeth Cruickshank*
Elizabeth Cruickshank

Its Secretary

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RECEIVED
SECRETARY OF STATE
CORPORATION DIV.

Rec'd & Filed
DEC 01 1989
R 30539

- 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.