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ID Number: 29331



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

JUN 07 2005

By KMC

CG7982

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

05 JUN - 7 AM 9:41
SECRETARY OF STATE
CORPORATIONS DIVISION

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 Rhode Island Association of Student Financial Aid Administrators, Inc.
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

(MOTION #2)

AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Original Articles of Association of the Rhode Island Association of Student Financial Aid Administrators, Inc. filed July 22, 1980 with the Office of Secretary of State of the Rhode Island and Providence Plantations is hereby amended by inserting the following at the beginning of Section Five:

The Association is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of

this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or Corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon the dissolution of the Association, 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. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Association 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 purpose.

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 June 1, 2005, 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 _____, 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 June 7, 2005
(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: June 7, 2005

Rhode Island Association of Student Financial

Print Corporate Name Aid Administrators
Inc.

By Linda D. McLean
☒ President or ☐ Vice President (check one)

AND
By Elyaveth H. Enos
☒ Secretary or ☐ Assistant Secretary (check one)