

Filing Fee: \$10.00

ID Number: 14235



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION

FILED

JUN 30 2006

by AMP  
102870

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 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 MCAULEY CORPORATION

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

[Insert Amendment]

Article THIRD is hereby deleted and the following substituted therefor:

"THIRD: The corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The activities of the corporation shall consist primarily of providing shelter, food, housing and educational needs for all persons and for such other purposes as qualify for inclusion under Section 501(c)(3) of the Code. The corporation may acquire real and personal property by purchase, lease or the acceptance of gifts, devises or bequests and may sell, convey, lease, mortgage or otherwise enumber the same. Said corporation shall be subject at all times to the general laws and discipline of the Roman Catholic Church and to the special rules and constitution of the Sisters of Mercy of the Americas, Northeast Community, Incorporated."

Article FOURTH is hereby deleted and the following substituted therefor:

"FOURTH: No part of the net earnings of this corporation shall inure to the material or financial benefit of any private individual and no Member, member of the Sponsors Council, Trustee, Director, agent, officer, or employee of this corporation shall receive any profit from the operation thereof, except reasonable compensation for services rendered in effecting the purposes of the corporation. The corporation is non-profit, no part of the corporation's income shall be distributable to its Members or officers, and the corporation shall not have or issue shares of stock or pay dividends.

(SEE CONTINUATION SHEET, ATTACHED HERETO)

2006 JUN 30 PM 12:37

RECEIVED  
CORPORATION DIV  
SECRETARY OF STATE

**CONTINUATION SHEET TO ARTICLES OF AMENDMENT  
ID #14235**

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. Except to the extent permitted by section 501(h) of the Code (or the corresponding provision of any future United States Internal Revenue Law), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from the Federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law);

(b) By a corporation contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law); and

(c) By a corporation organized under the Rhode Island Nonprofit Corporation Act as now existing or hereafter amended.

The Members of this corporation shall be the President and the Leadership Team of the Sisters of Mercy of Americas, Northeast Community, Incorporated and their successors in office as selected from time to time in accordance with the rules and constitution of the Sisters of Mercy of the Americas, Northeast Community, Incorporated and hereinafter in force and effect. Each of said Members of the corporation shall be counted in determining a quorum-and shall have one vote in the affairs of the corporation.

These Articles may be amended as provided in the Bylaws.

The corporation reserves, however, to itself, the right to dissolve upon the two-thirds vote of all Members, as and when it may be deemed expedient in the opinion of its Members, but only upon the condition that the new assets obtained from its dissolution shall be distributed to a corporation or corporations organized exclusively for religious, charitable and educational purposes and qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Members shall determine. The dissolution of the corporation shall be without profit to any individual or individuals connected with the corporation or with the corporation selected to receive its assets.

The personal liability of a Member, a member of the Sponsors Council or a Trustee of the corporation for monetary damages for breach of duty as a Member, a member of the Sponsors Council or a Trustee shall be limited to an amount that is equal to the compensation received by the Member, the member of the Sponsors Council or the Trustee for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Member, the member of the Sponsors Council or the Trustee, (b) enable the Member, member of the Sponsors Council or the Trustee or an associate as defined in the Rhode Island General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Member, the member of the Sponsors Council or the Trustee to the corporation under circumstances in which the Member, the member of the Sponsors Council or the Trustee was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the corporation or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Member's duty, the member's of the Sponsors Council duty or the Trustee's duty to the corporation.

The corporation shall indemnify an individual made a party to a proceeding because he/she is or was a Member, a member of the Sponsors Council or a Trustee against liability incurred in the proceeding if: (1) the Member, the member of the Sponsors Council or the Trustee conducted himself/herself in good faith; and (2) the Member, the member of the Sponsors Council or the Trustee believed (a) in the case of conduct in his/her official capacity with the corporation, that his/her conduct was in its best interests, and (b) in all other cases, that his/her conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, that he/she had no reasonable cause to believe his/her conduct was unlawful."

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 April 4, 2006, 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 July 1, 2006

(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 30, 2006

THE McAULEY CORPORATION

Print Corporate Name

By Patricia Combier RSM

☒ President or ☐ Vice President (check one)

**AND**

By Joan Buckley, RSM MMS

☒ Secretary or ☐ Assistant Secretary (check one)