

Filing Fee: \$10.00

ID Number: 139237



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**

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

[Insert Amendment]

See Exhibit "A" Attached

FILED

MAY 22 2007

By [Signature]
26638

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 May 10, 2007, 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 upon filing to this amendment
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

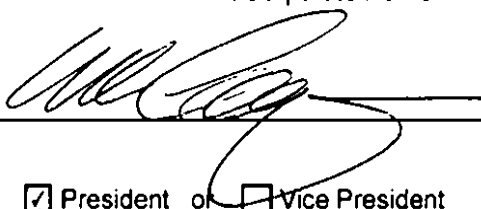
Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 10, 2007

Middletown Education Collaborative

Print Corporate Name

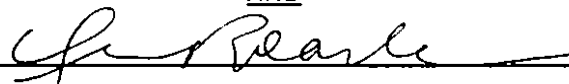
By



☒ President or ☐ Vice President (check one)

AND

By



☒ Secretary or ☐ Assistant Secretary (check one)

EXHIBIT "A"

I. Article 3 of the Articles of Incorporation is amended to read as follows:

The Corporation is organized to operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In furtherance of these purposes, the Corporation will provide funding for unique and individual educational opportunities in the Middletown Public Schools through the awarding of grants for a wide range of resourceful and creative programs. The Corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes, and may exercise all powers now or hereafter available to corporations under the Non-Profit Corporation Act.

II. Article 4 of the Articles of Incorporation is amended to read as follows:

A. The Corporation shall have no members.

B. The affairs of this corporation shall be managed by a board of at least nine directors. The bylaws shall provide for officers of the corporation which shall include, but not be limited to, a President, Vice President, Secretary and Treasurer. The number of directors and officers, as well as the manner in which they shall be nominated and elected, shall be provided in the bylaws of the corporation.

C. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law,

(i) This corporation shall not have or exercise any power of authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes.

(ii) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons, except that the corporation 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 Article 3 hereof.

(iii) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(iv) Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for objects or purposes other than those set out in Article 3 hereof.

D. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for the purposes set out in Article 3 hereof or, alternatively, after making such provision for all liabilities, the Board of Directors shall dispose of all the remaining assets to an organization or organizations which shall at the time operate exclusively for

charitable or educational purposes and qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) Any of such assets not so disposed of by the Board of Directors shall be disposed of by the United States District Court for the State of Rhode Island exclusively for such purposes or to such exempt organization or organizations.