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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

NON-PROFIT CORPORATION

OCT 23 2006

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

By ADK
12-5732

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 Salve Regina University

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

[Insert Amendment]

Section 3 of "An Act to Incorporate 'Salve Regina College'" as passed at the
January Session A.D. 1934 is attached hereto.

3. The amendment was adopted in the following manner:
(Requires votes of Members of Corporation and Board of Trustees)
(check one box only)

The amendment was adopted at a meeting of the members held on October 17, 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 October 19, 2006 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
(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: October 19, 2006

Salve Regina University
Print Corporate Name

By M. Therese Antone, RSM
M. Therese Antone, RSM

President or Vice President (check one)

AND
By Mary Patricia Murphy, RSM
Mary Patricia Murphy, RSM

Secretary or Assistant Secretary (check one)

**AMENDMENT TO ARTICLES
OF INCORPORATION**

Section 3 of "An Act to Incorporate 'Salve Regina College' as passed at the January Session A.D. 1934" is hereby amended by deleting the existing section 3 and adopting the following:

The said Corporation shall have two classes of members. The first class is designated as "Corporate Member" and shall hold the following reserved powers:

- a.) The liquidation, dissolution or merger of the Corporation in conjunction with the Board of Trustees.
- b.) Amendment of the Articles of Incorporation in conjunction with the Board of Trustees.
- c.) Confirmation of the appointment of the President selected by the Board of Trustees.

The Corporate membership shall be a single entity, affiliated with or sponsored by the Institute of the Sisters of Mercy of the Americas, Inc., which is Conference for Mercy Higher Education, Inc., a Maryland nonstock, not-for-profit corporation (the "CMHE Corporation"). The Corporate member shall serve an indefinite term. A simple majority of corporate members shall be necessary for a quorum and for conduct of all business; and

The second class of members is designated as "Trustees" who shall exercise all powers except those reserved to the Corporate member, and when acting as a Board of Trustees, shall be responsible for the conduct of the business and management of the Corporation, the election of officers and all other corporate duties as allowed and required by law, subject however, to the aforementioned reserved powers of the Corporate member. The currently elected Trustees and officers shall continue to hold office until the expiration of their respective terms.

The number of Trustees shall be no less than five, the exact number of which shall be determined from time to time by the Board of Trustees. Among this number, the President of Salve Regina University shall serve as an ex-officio member of the Board of Trustees. The total number of Trustees must include at least five Trustees who are members of the Institute of the Sisters of Mercy of the Americas, Inc. Each elected Trustee shall serve a term of four years with the possibility of re-election to a second four-year term, and after an interval of one year, a Trustee may be re-elected. Provided, however, the Board of Trustees, by a two-thirds vote of said Trustees, may waive the two consecutive term limitation. The Board shall act separately on each individual and on any such proposed waiver for each term in excess of two consecutive terms. Trustees shall be nominated for election or re-election to the Board by a nominating committee of the Board appointed by an executive committee of said Board and thereafter elected by majority vote of said Board except as hereinabove provided with respect to Trustees nominated to serve more than two consecutive terms.

The Board of Trustees shall have the authority to adopt by-laws not inconsistent with these Articles for their governance and the governance of the Corporation which may include, but not be limited to, provisions concerning classes of trustees based upon expiration of terms, appointment and duties of Trustee committees, conduct and number of meetings of Trustees and such other and further matters as may be necessary for such Trustees to carry out their responsibilities as in these Articles provided or as otherwise provided by law.

Resolutions of the Member of Salve Regina University

The undersigned, being the sole Member of Salve Regina University, a Rhode Island nonstock, not-for-profit corporation (the "University"), pursuant to the provisions of Section 7-6-104 of the Rhode Island Nonprofit Corporation Act, hereby consents to the adoption of the following resolutions and directs that this Action be filed among the minutes of the proceedings of the Member of the University:

WHEREAS: The University has entered into a certain CMHE Affiliation Agreement, (the "Agreement"), by and between the University, the Sisters of Mercy of the Regional Community of Providence of the Institute of the Sisters of Mercy of the Americas, a Rhode Island nonstock, not-for-profit corporation (the "Regional Community"), and Conference for Mercy Higher Education, Inc., a Maryland nonstock, not-for-profit corporation (the "CMHE Corporation"); and

WHEREAS: Pursuant to the terms of the Agreement, the Board of Trustees has agreed to approve, adopt, ratify, and confirm such amendments, alterations, supplements, and/or restatements to the Charter and Bylaws (as such terms are defined in the Agreement) of the University to allow the transfer, assignment, and conveyance of the Regional Community's Membership Responsibilities (as such term is defined in the Agreement) to, and the vesting of all Reserved Powers (as such term is defined in the Agreement) in, the CMHE Corporation, as contemplated by the Agreement; and

WHEREAS: The University had previously amended the Charter and Bylaws of the University to allow for the CMHE Corporation to become the sole Member of the University, although such amendment included a limitation on the CMHE Corporation's ability to serve as the sole Member of the University in the manner contemplated by the Agreement (the "Limitation"); and

WHEREAS: CMHE Corporation has approved the Agreement and has accepted the responsibilities of sole Member of the University, subject to additional amendments to the Charter and Bylaws to remove the Limitation; and

WHEREAS: The Board of Trustees of the University has determined that it is advisable and in the best interest of the University and its Member to amend the Charter and Bylaws of the University in order to reflect the that CMHE Corporation is now the sole Member of the University and is not subject to the Limitation, and has directed that the proposed Charter and Bylaw amendments be submitted to the Member of the University for its consideration.

NOW, THEREFORE, BE IT RESOLVED: That the Member hereby approves the proposed amendments to the Charter and Bylaws of the University as set forth in Exhibits A and B hereto.

IN WITNESS WHEREOF, the undersigned has executed this Action of the Member by
Unanimous Written Consent as of the 17th day of October, 2006.

MEMBER:

CONFERENCE FOR MERCY HIGHER
EDUCATION, INC.

Maureen M. Reardon
By: Name: Maureen M. Reardon, Esq., Ph.D.
Title: Chair, CMHE Board