

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

71042

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

WESTERLY ARMORY RESTORATION, INC.

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.....WESTERLY ARMORY RESTORATION, INC.

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

(Insert Amendment)

SEE ATTACHED MINUTES OF MEETING

HELD JUNE 1, 1993

Rec'd & Filed JUL 1 1993
DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

AMT#29
100135

THIRD: The amendment was adopted in the following manner:

(Note 1)

The Ammendment was adopted at a meeting of the Board of Directors held on June 1, 1993, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated June 1, 1993

WESTERLY ARMORY RESTORATION, INC. (Note 2)

By ROBERTA M. HUMBLE (Note 3)

ROBERTA M. HUMBLE

Its President

and CLAIRE W. MUDGE (Note 3)

CLAIRE W. MUDGE

Its Secretary

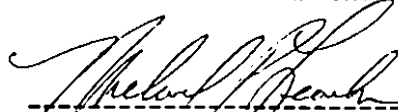
NOTES:

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.

STATE OF RHODE ISLAND

COUNTY OF WASHINGTON

IN WESTERLY, ON THE 1st DAY OF JUNE, 1993, BEFORE ME PERSONALLY
APPEARED CLAIRE W. NUDGE, IN HER CAPACITY AS SECRETARY OF WESTERLY
ARMORY RESTORATION, INC., TO ME KNOWN AND KNOWN BY ME TO BE THE PARTY
EXECUTING THE FOREGOING INSTRUMENT IN HER SAID CAPACITY, AND SHE
ACKNOWLEDGED THAT SAID INSTRUMENT, BY HER SO EXECUTED IN HER SAID
CAPACITY, TO BE HER FREE ACT AND DEED, INDIVIDUALLY AND HER SAID
CAPACITY, AND THE FREE ACT AND DEED OF SAID WESTERLY ARMORY
RESTORATION, INC.



MICHAEL P. LENTHIAN-NOTARY PUBLIC

COMMISSION EXPIRES 6/18/93-----

RECEIVED
STATE OF RHODE ISLAND
JUN 9 11 30 AM '93

EXCERPT FROM THE MINUTES OF THE MEETING OF THE
BOARD OF DIRECTORS OF WESTERLY ARMORY RESTORATION, INC.

JUNE 1, 1993

At a duly called meeting of the Board of Directors of the Westerly Armory Restoration, Inc., a Non-Profit Corporation, existing under the laws of the State of Rhode Island, held on Tuesday, June 1, 1993 at 1:00 P.M. at the Westerly Public Library, Broad Street, Westerly, Rhode Island, the following motion was made, duly seconded and passed unanimously:

That in accordance with Chapter 7-6-39 of the Rhode Island General Laws, the Original Articles of Incorporation of the Corporation are hereby amended to include the following provisions:

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS SPECIFIED IN SECTION 501 (c)(3) OF THE INTERNAL REVENUE CODE OF 1986, AND SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER IRC 501 (c)(3) OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT TAX LAWS.

NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF ANY MEMBER, TRUSTEE, DIRECTOR, OFFICER OF THE ORGANIZATION, OR ANY PRIVATE INDIVIDUAL (EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR THE ORGANIZATION), AND NO MEMBER, TRUSTEE, OFFICER OF THE ORGANIZATION OR ANY PRIVATE INDIVIDUAL SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF ANY OF THE ORGANIZATION'S ASSETS ON DISSOLUTION OF THE ORGANIZATION.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION 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 OR IN OPPOSITION TO ANY CANDIDATES FOR PUBLIC OFFICE.

IN THE EVENT OF DISSOLUTION, ALL OF THE REMAINING ASSETS AND PROPERTY OF THE ORGANIZATION SHALL AFTER PAYMENT OF NECESSARY EXPENSES THEREOF BE DISTRIBUTED TO SUCH ORGANIZATIONS AS SHALL QUALIFY UNDER SECTION 501 (c)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS, OR 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 ORGANIZATION IS A PRIVATE FOUNDATION AS DESCRIBED IN IRC 509(a), THE ORGANIZATION SHALL DISTRIBUTE ITS INCOME FOR SAID PERIOD AT SUCH TIME AND MANNER AS NOT TO SUBJECT IT TO TAX UNDER IRC 4942, AND THE ORGANIZATION SHALL NOT (A) ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN IRC 4941(d), (B) RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN IRC 4943(c), (C) MAKE ANY INVESTMENTS IN SUCH A MANNER AS TO SUBJECT THE ORGANIZATION TO TAX UNDER IRC 4944, OR (D) MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN IRC 4945(d) OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

WITNESS my hand, this 1st day of June, 1993.

ATTEST:

Claire W. Mudge
Claire W. Mudge, Secretary
WESTERLY ARMORY RESTORATION, INC.

CC: WMA 6/1/93 - RAC

6/1/93