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ID Number: 129443



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**NON-PROFIT CORPORATION**

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

RECEIVED  
CORPORATIONS DIVISION  
MAR 01 2004

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 JDC CORPORATION

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

[Insert Amendment]

Paragraphs 9 and 10 - Exhibit A to the Articles of Incorporation is amended to read as  
noted in the revised Exhibit A, attached hereto and incorporated herein.

Multiple horizontal lines for additional text or amendments.

**FILED**

MAR 01 2004

By Eric  
C 21887

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 \_\_\_\_\_, 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 February 26, 2004 and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

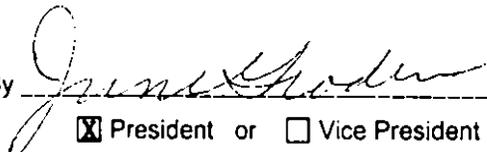
4. Date when amendment is to become effective upon filing  
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

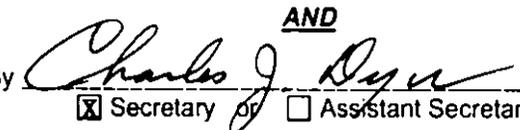
Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 26, 2004

JDC CORPORATION

Print Corporate Name

By   
 President or  Vice President (check one)

By   
 Secretary or  Assistant Secretary (check one)

## EXHIBIT A

1. Paragraph THIRD shall read:

The purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable, educational, and or non-profit purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, of (2) by a corporation, contributions to which are deductible under Section 107 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

2. Paragraph FOURTH shall read:

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is to be held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II (a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501 (c)(3) of Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

In addition to the names and addresses of Directors:

3. Paragraph SIXTH shall include the following:

The sole member of the Corporation shall be The Groden Network, Inc., a Rhode Island non-profit corporation.

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of THE C.O.V.E. CENTER, INC., a Rhode Island non-profit corporation, or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of THE C.O.V.E. CENTER, INC. or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the first Monday in January of each year, and the number of directors constituting the initial Board of Directors of the Corporation is four (4).

The original term of the initial Board of Directors is one year.

4. Paragraphs NINTH and TENTH shall be added to the Articles of Incorporation and read as follows:

NINTH: By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

TENTH: So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.