

Filing Fee: \$50.00



Corp. I.D. # 0013246

State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

Environmental Resource Associates, Inc.

Pursuant to the provisions of Section 7-1.1-56 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 Environmental Resource Associates, Inc.

SECOND: The shareholders of the corporation on January 3, 1995, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

SEE ATTACHED
See 6 page, 113 line Articles of Amendment dated January 10, 1995

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAR 13 4 26 PM '95

FILED
MAR 13 1995
BY 4659140197

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 700 ; and the number of shares entitled to vote thereon was 700

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	700

FIFTH: The number of shares voted for such amendment was ; and the number of shares voted against such amendment was

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	700	Zero

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

Dated January 10 , 19 95



By Alvin J. Snyder, III
Its President or Vice President
and Philip P. Virgadamo
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF Kent

} Sc.

At Warwick, RI..... in said county on this..... 10..... day of
January....., 19 95....., personally appeared before me Alvin J. ...
Snyder, III., who, being by me first duly sworn, declared that he/she is the.....
President..... of Environmental Resource Associates, Inc.

the he/she signed the foregoing document as..... President..... of the
corporation, and that the statements therein contained are true.

Beverly A La Vallie
Notary Public

(NOTARIAL SEAL)

23 * Amend sentence 3 to read.....

24 In order to hold office, it shall be necessary to be a Major Stockholder and an employee
25 of the Corporation.

26

27 *Add.....

28 The offices of President and Treasurer shall be held by Founding Principals, each
29 possessing at least 20% of the issued capital stock. In the event that only one Founding
30 Principals qualifies, the qualifying Founding Principal shall be given the choice of becoming
31 President or Treasurer, and stockholders shall elect Major Stockholders to hold the remaining
32 offices. Upon termination of employment of an officer, a new official shall be elected within ten
33 days in accordance with provision of the By-Laws.

34

35

36 Section 5 Treasurer

37

38 *Amend sentence 1 to read.....

39 The Treasurer shall be the Chief Financial Officer of the Corporation.

40

41

42

ARTICLE V, CAPITAL STOCK

43

44 Section 2 Issuing of Stock and Consideration, therefore

45 *Amend sentence 1 to read.....

46 Stock may be issued by the Corporation from time to time within authorized limits and as
47 ordered by a two-third vote of all the Stockholders for such consideration, consisting of cash,
48 services, personal property, tangible or intangible, or real estate as the Stockholders may
49 determine.

50

51 *Add.....

52 Stock shall only be issued or sold to employees of the Corporation. Stockholders of 10%
53 or more of issued capital stock shall be considered Major Stockholders. Other stockholders shall
54 be considered Minor Stockholders. All stock transactions shall be made only with the
55 Corporation.

56

57 *Add.....

58 Section 3 Stock Valuation

59 The minimum cash value of capital stock shall be determined by the "net worth" of the
60 Corporation. The net worth (Stockholder's equity) shall be calculated as the total assets less the
61 total liabilities of the Corporation. The per share value shall be the net worth divided by the total
62 number of issued shares. The stock shall be valued as the audited annual report and updated
63 quarterly according to income statements, if necessary for stock transactions.

64

65 *Add.....

66 Section 4 Liquidation of Stock

89 Corporation with the exception of Article VII, Section 1, by a vote of two-thirds of the shares of
90 capital stock present and entitled to vote at the annual or special meeting of the Stockholders,
91 provided due notice of intention to make, amend or repeal the By-Laws shall have been given
92 to the Stockholders, and if due notice is not given, a two-thirds vote of all the stock issued and
93 outstanding shall be required. Article VI, Section 1 and Article VII, Section 1 and 2, may be
94 amended or repealed only by the unanimous consent of the Founding Principals holding stock
95 in the Corporation.

96

97 Add.....

98 Article V, Section 6, may be amended only by the unanimous consent of those Founding
99 Principals each holding at least 20% of the issued stock in the Corporation.

100

101 *Add....

102

ARTICLE VII, FOUNDING PRINCIPALS

103

104 Section 1 Employment

105 The Founding Principals (Philip P. Virgadamo and Alvin J. Snyder, III) shall have
106 employment with the Corporation at a minimum salary or wage commensurate with other
107 professionals of his age, training and experience. Such employment will be guaranteed until he
108 resigns or fully retires from the Corporation.

109

110 Section 2 Stock Retainership

Articles of Amendment
To the Articles of Incorporation
For Environmental Resource Associates, Inc.

Rhode Island Secretary of State
January 10, 1995
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111 The Founding Principals shall be allowed to retain up to 10% of the authorized
112 Corporation stock until death. Upon death, stock shall be sold to the Corporation in accordance
113 with Article V.