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ID Number: 29144



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
SECRETARY OF STATE
CORPORATIONS DIV
05 NOV 14 AM 9:59

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 RHODE ISLAND ART EDUCATION ASSOCIATION (RIAEA)

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

[Insert Amendment]

A. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue law).

B. Upon the dissolution of this corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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By KMC

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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 August 15, 2005, 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 of the Articles of 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: October 24, 2005

RHODE ISLAND ART EDUCATION ASSOCIATION

Print Corporate Name

By Mary Medley
 President or Vice President (check one)

By AND
Alyson Merrill
 Secretary or Assistant Secretary (check one)