

ID Number: DNP-108148



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

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

1. The name of the corporation is HANCOCK ESTATES CORP.

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

See Addendum No. 1 attached herewith and made a part hereof

Form No 201
Revised - 01/99

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FBI - NEW YORK

FILED
OCT 27 2000
By Cutler
253309

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 October 17, 2000, 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 the filing of these 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: 10/27/00

HANCOCK ESTATES CORP.

Print Corporate Name

By [Signature]
Chairman ☒ President or ☐ Vice President (check one)

AND
By [Signature] Secretary
☒ Secretary or ☐ Assistant Secretary (check one)
JOSEPH A LAMAGUA

ADDENDUM NO. 1

Section 3 is amended by adding the following:

c. To provide elderly or disabled 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 non-profit basis.

d. The Corporation is irrevocably dedicated to and operated exclusively for, non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Section 4 is amended by adding the following:

e. 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 II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

f. 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.

g. 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 and project rental assistance under Section 202 or 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 held by the Secretary of Housing and Urban Development.

h. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.