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ID Number: 126656



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)

SECRET
CORPORATIONS DIVISION
05 FEB 22 PM 12:01

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 GRACE CHURCH, IN PROVIDENCE

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

[Insert Amendment]

- Section 1 of the 1920 Amendment, as amended in 1976, shall be amended to read:
"The members of Grace Church, in Providence ... shall consist of those persons, who in accordance with the Charter of said corporation, were members thereof on January 1, 2004 and such other persons who are communicants in good standing (as described in the Canons of The Protestant Episcopal Church and the Canons of the Diocese) of the Parish of Grace Church, in Providence. Each member of said corporation 16 years of age or older shall be entitled to one vote and no more, and any person ceasing to possess the qualification herein specified shall thereupon cease to be a member of said Parish."
- Section 2 of the original 1829 Charter, as amended in 1976, shall be amended in part to read:
"...there shall be an annual meeting of said corporation at such time as may be fixed from time to time by the By-laws of said corporation at which meeting there shall be (and at any special meeting, if necessary, there may be) elected from the members of said corporation, Vestrypersons in such manner and for such terms of not more than three years as may be provided by the By-laws of said corporation. There shall be a Vestry composed of the Rector and 12 Vestrypersons. It shall be the duty of said Vestry to elect annually from their number, two Wardens and a Treasurer and a Secretary."

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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 February 13, 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.

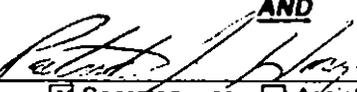
4. Date when amendment is to become effective filing date of these Articles of Amendment.
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

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: February 13, 2005

GRACE CHURCH, IN PROVIDENCE
Print Corporate Name

By 
 President or Vice President (check one)

AND
By 
 Secretary or Assistant Secretary (check one)