

Filing Fee: \$10.00

ID Number: 27292



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)

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 NEW VISIONS FOR NEWPORT COUNTY, INC.

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

[Insert Amendment]

See EXHIBIT A attached hereto.

NOV 10 2003
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

FILED
OCT 31 2003
By C10531

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 January 23, 2003 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 November 1, 2003

(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

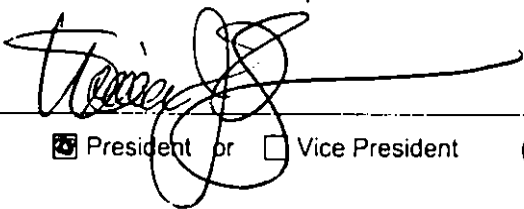
Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 31, 2003

NEW VISIONS FOR NEWPORT COUNTY, INC.

Print Corporate Name

By


☒ President or ☐ Vice President (check one)

By

AND

☒ Secretary or ☐ Assistant Secretary (check one)

EXHIBIT A
TO
ARTICLES OF AMENDMENT TO
ARTICLES OF ASSOCIATION
OF
NEW VISIONS FOR NEWPORT COUNTY, INC.

1. Article **SECOND** of the Articles of Association shall be amended in its entirety to read as follows:

"SECOND: Said corporation shall be known by the name of East Bay Community Action Program."

2. Article **THIRD** of the Articles of Association shall be amended in its entirety to read as follows:

"THIRD: Said corporation is constituted for the purpose of:

The Corporation is organized exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which purposes may include, but are not limited to, the following:

- (1) To effectuate the Community Services Act of 1974, as amended, within the City of East Providence, Bristol County and Newport County, Rhode Island;
- (2) To propose, conduct and encourage the development of community action programs designed to help eliminate poverty;
- (3) To develop research and evaluation procedures in connection with all programs and to apply these tools to measure the effectiveness of all programs;
- (4) To provide comprehensive primary and preventive health services to residents of the communities served by the Corporation, regardless of a patient's or family's ability to pay;
- (5) To engage in any or all other charitable, scientific or educational activities for which corporations may be organized under the Rhode Island Non-Profit Corporation Act and Section 501(c)(3) of the Code; and

- (6) The Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more purposes exempt from taxation under the Code."

3. Article **FIFTH** of the Articles of Association to provide further provisions not inconsistent with the law shall be amended in its entirety to read as follows:

"FIFTH: Provisions (if any) not inconsistent with the law, which the incorporators elect to set forth in these Articles of Association for the regulation of the internal affairs of the Corporation are:

- (a) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise permitted by Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.
- (b) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of its Board of Directors, voting in accordance with its Bylaws. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more organizations described in Section 501(c)(3) of the Code (or any corresponding provisions of any future provision of United States Internal Revenue Law), pursuant to a resolution of the Board of Directors of the Corporation, specifying the methodology for such distribution.

- (c) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.