Filing fee: 30.00 ~~$20.00~~

# State of Rhode Island and Providence Plantations

## ~~DUPLICATE~~ ORIGINAL OF
## ARTICLES OF AMENDMENT
## TO THE
## ARTICLES OF INCORPORATION
## OF

KIRKBRAE COUNTRY ESTATES, 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 KIRKBRAE COUNTRY ESTATES, INC.

SECOND: The shareholders of the corporation on November 21, 1979, 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)]

Article FIFTH of the Articles of Association of the Corporation filed with the Secretary of State of Rhode Island on April 10, 1961, shall be amended to read as follows:

"FIFTH. The aggregate number of shares which the Corporation shall have authority to issue is:

Six Thousand Seven Hundred Fifty (6,750) shares of common stock with par value of One ($1.00) Dollar each, designated as "Class A Common;"

Eleven Thousand Two Hundred Fifty (11,250) shares of common stock with par value of One ($1.00) Dollar each, designated as "Class B Common;"

The voting powers, designations, preferences and relative participating rights of the classes of stock of the Corporation are as follows:

(a) Voting power shall b e vested exclusively in the Class A Common shares and each share of Class A common shall be entitled to one (1) vote on each matter submitted to vote at any meeting of shareholders. The holders of Class B Common shall not be entitled to vote on any matter submitted to vote at any meeting of shareholders and shall not have any voice in the management of the Corporation.

(b) The shares of Class A Common and Class B Common shall be identical in all respects and shall participate equally in any dividend, liquidation or redemption, except that Class B Common shares shall have no voting power whatsoever."

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 600; and the number of shares entitled to vote thereon was 600

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")

| Class | Number of Shares |
|---|---|

None

FIFTH: The number of shares voted for such amendment was 600; and the number of shares voted against such amendment was none.

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")

| | Number of Shares Voted | |
|---|---|---|
| Class | For | Against |

None

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)

The 600 shares of issued and outstanding shares of One ($1.00) Dollar par value common stock shall be reclassified into and automatically become 600 shares of One ($1.00) Dollar par value Class A common stock upon the filing of this amendment with the Secretary of State.

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

The action of the shareholders referred to in Article SECOND above was taken in accordance with the provisions of Section 7-1.1-30.3 of the 1956 General Laws of Rhode Island, as amended, without a meeting pursuant to the written consent of the holder of 600 shares of the One ($1.00) Dollar par value common stock of the Corporation, said 600 shares being all of the outstanding shares of stock of the Corporation at the time of the adoption of said amendment.

Dated Dec 20, 1979

KIRKBRAE COUNTRY ESTATES, INC.

By Henry J. Richard
Its President

and Peter Palombo Jr.
Its Secretary

STATE OF RHODE ISLAND } Sc.
COUNTY OF Providence

At Lincoln in said county on this 20th day of December, 1979, personally appeared before me Henry L. Richard, who, being by me first duly sworn, declared that he is the President of KIRKBRAE COUNTRY ESTATES, INC.

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

Marilyn Senape
Notary Public
My Commission Expires 6-30-81

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT**
**TO ARTICLES OF INCORPORATION OF**

I, Secretary of State, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law and that the foregoing is a duplicate original of the Articles of Amendment.

Witness my hand and the seal of the State of Rhode Island this day of

19 .

*Secretary of State*

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