



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Articles of Amendment

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-40, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Entity ID Number: 000028096	2. The name of the corporation is: The Luethi-Peterson Camps
3. If the entity's name is changing, state the new name: LPC-US Incorporated <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>	
4. If the period of its duration is changing complete the following section. CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____ <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>	
5. If the entity's purpose is changing complete the following section: <i>*The new purpose should include ALL activity to be transacted in the State of Rhode Island</i> The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any subsequent federal tax law, and in particular (and without limiting the foregoing) is dedicated to encouraging and fostering cultural and educational development, international understanding and community responsibility by supporting programs that bring young people from many different countries, races, religions, and socio-economic backgrounds to live together in a summer camp environment. <div style="display: flex; justify-content: space-between;"> <div>Check the box to indicate an attachment <input type="checkbox"/></div> <div>Check the box to indicate no change <input type="checkbox"/></div> </div>	
6. If the number of directors is increasing or decreasing (not less than 3 directors), state the number of directors in this section: 20	
<i>*List ALL directors as of this amendment</i>	
NAME	ADDRESS
PETER MIGLIACCIO	19 Link Lane, Richmond, RI 02892, USA
JUNE VINHATEIRO	180 Biscuit City Road, Kingston, RI 02881 USA
LESLIE OLSEN	278 Willard Avenue, Wakefield, RI 02879 USA
Check the box to indicate an attachment <input checked="" type="checkbox"/> <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>	

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

1:39
FILED
JUL 01 2020
BY *[Signature]* FVB9C
FORM 201 - Revised 03/2019

The Luethi-Peterson Camps Articles of Amendment

List of Additional Directors

Chris Adams
PO Box 873
Walpole, NH 03608

Hannah Vinhateiro
12 King Street
North Kingstown, RI 02852

Jesse Smith
48030 SE Marmot Road
Sandy, OR 97055

Jessica Gillis
46 Madison Avenue
Cambridge, MA 02140

Debby Drew
16 Amos Street
Peace Dale, RI 02879

Kate Roscher
2139 Wheelock Student Center
Tacoma, WA 98416

Michelle Place
7 Duane Street
Warwick, RI 02818

Maureen Tunney
1238 Beachmont Street
Ventura, CA 93001

Sara Bartholomew
3696 19th Street
San Francisco, CA 94110

Mike Misiolek
224 First Avenue, Apt 5D
New York, NY 10009

Patrick Neely
4421 Sumac Lane
Littleton, CO 80123

Jessica Sculley
4 Humboldt Street
Cambridge, MA 02140

Claire O'Laughlin
4421 Sumac Lane
Littleton, CO 80123

Lily Bell
4 Pike Street
Wakefield, RI 02879

Hannah Snoeren-Place
69 Wentworth Avenue, Apt. 2
Warwick RI 02889

Eve Kelley
4 Lakeside Dr
Charlestown RI 02813

Amber Collins
176 Sycamore Lane
Wakefield RI 02879

7. If adding or amending additional provisions, complete the following section:

See Exhibit A (incorporated by reference)

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

8. The amendment was adopted in the following manner: **CHECK ONE BOX ONLY**

- ☒ The amendment was adopted at a meeting of the members held on June 10, 2020, 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.

9. Date when these Articles of Amendment will be effective: **CHECK ONE BOX ONLY**

- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 30 days from the date of filing) _____

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

Type or Print the Name of the Non-Profit Corporation

The Luethi-Peterson Camps

Type or Print Name of the President ☒ OR Vice President ☐

PETER MIGLIACCIO

Date

June 24, 2020

Signature of President OR Vice President

Pete Migliaccio

SIGN DOCUMENT HERE

Type or Print Name of the Secretary ☒ OR Assistant Secretary ☐

LESLIE OLSEN

Date

June 23, 2020

Signature of the Secretary OR Assistant Secretary

Leslie Olsen

TWO SIGNATURES ARE REQUIRED

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

FORM 201 - Revised: 03/2019

Exhibit A
The Luethi-Peterson Camps Articles of Amendment
Amendments to Additional Provisions

Article Fourth is deleted and replaced with the following:

“4. Provisions, not inconsistent with the law, for the regulation of the internal affairs of the corporation are:

- (a) The corporation shall have no members. All rights which would otherwise vest in the members shall vest in the board of directors and any action or vote required or permitted by the Rhode Island Nonprofit Corporation Act or by any other law, rule or regulation to be taken by the members of the corporation shall be taken by action or vote of the same percentage of the corporation's board of directors. The number of directors, the manner of their election, their terms of office, and all of the matters pertaining to the constitution of the board of directors and the proceedings thereof shall be as provided in the bylaws.
- (b) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article Third, provided that no payment shall be made that is an excess benefit under Section 4958 of the Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The corporation is entitled to and has qualified for exemption from federal income tax under Section 501(c)(3) of the Code and is intended not to be a private foundation under Section 509(a) of the Code.
- (c) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, scientific or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for such educational, charitable, scientific or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

- (d) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of incorporation or the bylaws of the corporation, the following provisions shall apply:
 - (i) The corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
 - (ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.
- (e) Upon the dissolution of the corporation, the board of directors of the corporation shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent federal tax law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Rhode Island, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- (f) 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, however, 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 that involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the personal liability of a director with respect to causes of action arising prior to the date upon which the foregoing provision became effective. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification."

Article Fifth is deleted.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

July 01, 2020 01:39 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

