

## State of Rhode Island and Providence Plantations

June 17 1968

WE, the undersigned Officers of

Quidnessett Memorial Cemetery

a corporation duly incorporated under the laws of the State of Rhode Island,  
HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose,  
and held in the town of North Kingstown  
in said State, on the 11th day of June, A. D. 1968,  
the following amendment(s) to the Articles of Association was (or were) duly adopted by  
the affirmative vote of (See below)\* of its members viz:—  
"Voted, That the provisions of the act passed at the January session  
A. D. 1902 entitled "An act to incorporate the Quidnessett Memorial  
Cemetery" as previously amended or further amended as follows:

1. Section 2 of said act is further amended by adding at the  
end thereof the following new provisions:

"This corporation shall have full power to acquire by  
purchase or otherwise, real estate to be owned, managed, used,  
and occupied exclusively for cemetery purposes and purposes  
necessary, or incidental thereto, to improve said real estate  
with improvements of every kind and description, including,  
without limitation, chapels, administration building, work-  
shops, greenhouses, nurseries, and other buildings and im-  
provements necessary or incidental to the operation of ceme-  
teries. This corporation further shall have full power to  
sell burial rights and all things incidental thereto, to sell,  
erect, maintain and operate community and private mausoleums  
and columbaria, to sell, install and maintain memorials of any  
character or material, to sell, erect and maintain adornments  
of every kind and description suitable to cemetery use, such  
as statues, flower containers, garden benches, flowers, plants,  
shrubbory, trees, and the landscaping, and to sell, install,  
manufacture and maintain burial vaults, tombs and crypts.  
This corporation shall further have full power to erect, own,  
maintain and operate crematories at any location and to engage  
in the burial or cremation of human remains and to sell and  
provide all services incidental thereto or connected therewith.  
This corporation shall have full power at any time and from  
time to time to sell or otherwise dispose of any real estate  
or personal property not needed to accomplish the purposes of  
the corporation. This corporation shall have full power to  
borrow money and secure the payment of the same and to buy or  
otherwise acquire, hold, sell, assign, transfer, mortgage,  
pledge or otherwise dispose of personal property of every kind  
and description, including stocks, bonds, securities, or evi-  
dences of indebtedness of other corporations and to contract  
for and guarantee continual care of any and all property and  
to act or to contract with others to act as custodian or trust-  
tee of funds provided to effect such continual care. This

~~XXXXXXXX~~ \*NOTE: Amendments were duly adopted by affirmative vote of all  
members in attendance at the meeting which was a legal meeting of the corporation  
duly called for the purpose ~~XXXXXXXX~~ and with a quorum in attendance throughout,  
such vote being the vote prescribed for amendment of the bylaws of the corpora-  
tion and being sufficient for amendment of the charter under Section 7-6-10 of  
the General Laws.

~~XXXXXXXX~~

corporation shall have full power and authority to do any and all things necessary, proper or incidental to the accomplishment of any of the foregoing purposes."

2. Section 3 of said act is amended by deleting the last paragraph thereof, which reads as follows:

"All moneys conveyed or bequeathed Quidnessett Memorial Cemetery, or for the purpose of providing for the perpetual care, support or improvement of said cemetery or any part thereof or any lot, monument or structure therein shall be invested and reinvested at any time and times in some of the forms of investment which, according to the laws of the State of Rhode Island, now or at any time and times hereafter may be authorized for investment by savings banks incorporated under the laws of said State."

3. Section 4 of said act is hereby amended so as to read as follows:

"Sec. 4. There shall be not less than 5 and not more than 15 directors chosen by the lot owners as follows: At the first annual meeting of members at which, or following the special meeting of members at which, this amendment shall have been adopted there shall be elected that number of directors within the foregoing limitations as shall be fixed by vote at the meeting. One-third of the number so elected, or that number of directors so elected equal to one-third of the next higher number divisible by three, if the number of directors elected shall not be divisible by three, shall serve for a term of three years, an equal number so elected shall serve for a term of two years and the balance so elected shall serve for a term of one year. At the first election of directors for such staggered terms the determination of the directors elected for the longest terms shall be made by assigning the longest terms to the directors receiving the largest number of votes, the next longest terms to the directors receiving the next largest number of votes, etc. In the event of tie votes the determination of terms among the directors elected by such tie votes shall be made by lot. At annual meetings subsequent to the first election of directors for staggered terms, there shall be elected that number of directors as there are directors whose terms expire at such meetings. Directors elected shall hold office until the next annual meeting of members and until their respective successors shall have been elected and shall have qualified, subject to the power of directors to fill vacancies; provided, at any annual meeting the members of the corporation may by vote reduce or increase the size of the board of directors within the limits fixed above, and, in that event, the change in size of the Board shall be accomplished by distributing the increased or decreased seats as nearly as may be proportionately between the three classes of directors and, in the case of a reduction, removing directors selected by vote of the members from those classes whose terms have not expired and, in the case of an increase, electing the necessary additional directors to each class. The

directors shall have all powers of the corporation not specifically reserved to the members by the corporation law or the act of incorporation or the bylaws, shall make all rules and regulations as they shall from time to time deem necessary or desirable and shall at the annual meeting of the corporation present their report to the members."

State of Rhode Island and Providence Plantations.

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WE, the undersigned Officers of

a corporation duly incorporated under the laws of the State of Rhode Island,  
HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose, and  
held in the ..... of .....  
in said State, on the ..... day of ..... , A. D. 192 ,  
the following amendment(s) to the Articles of Association was (or were) duly adopted by the  
affirmative vote of ..... of its members, viz:—

"VOTED, That

[ CORPORATE SEAL ]

ATTEST:

*William R. Galander*

President.

*Faith L. Palmer*

Secretary.

NON-BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF ASSOCIATION OF

Quidnessett Memorial Cemetery

Duly Incorporated Under the Laws of the  
State of Rhode Island.

*[Handwritten Signature]*

AN 25-66 SEC-07 499 000000

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUN 25 1968

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