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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

..... Heritage Foundation of Rhode Island

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:

FIRST: The name of the corporation is..... Heritage Foundation of Rhode Island

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:
(Insert Amendment)

See Exhibit A attached hereto and made a part hereof.

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THIRD: The amendment was adopted in the following manner:

(Note 1)

"The amendment to change Section 5 was adopted at a meeting of members held on April 22, 1988, and the amendment to change Section 1 was adopted at a meeting of members held on December 16, 1988, at which quorums were present, and the amendments received at least a majority of the votes which members present or represented by proxy at such meetings were entitled to cast."

Dated January 31, 1989

Heritage Foundation of Rhode Island (Note 2)

By Andon L. Parker J (Note 3)

Its President

and [Signature] (Note 3)

Its Secretary

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SECRETARY OF STATE
CORPORATIONS DIV.
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NOTES:

1. Insert whichever of the following statements is applicable:
 - (a) "The amendment was adopted at a meeting of members held on , at which 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."
 - (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
 - (c) "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 in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

EXHIBIT A

RESOLVED: That the Act to incorporate Heritage Foundation of Rhode Island be and it hereby is amended by redesignating the former Section 5 as Section 6 and inserting a new Section 5 as follows:

A. Elimination of Trustees' Liability A trustee of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of trustee's duty as a trustee, except for liability for (i) any breach of the trustee's duty of loyalty to the corporation or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the trustee derived an improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee of the corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act as so amended. Any repeal or modification of the provisions of this Section 5 by the corporation shall not adversely affect any right or protection of a trustee of the corporation existing prior to such repeal or modification.

B. Indemnification.

(i) By-law and Trustee and Officer Indemnity: Statutory provisions. The board of trustees of the corporation may include provisions in the corporation's by-laws, or may authorize agreements to be entered into with each trustee and officer for the purpose of indemnifying a director or officer in the manner and to the extent permitted by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act, as amended.

(ii) By-law and Trustee and Officer indemnity Agreements: Other Provisions. In addition to the authority conferred upon the board of trustees of the Corporation Act, the board of trustees of the corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each trustee or officer, for the purpose of indemnifying such trustee or officer in the manner and to the extent provided herein:

(1) The by-law provisions or agreements authorized hereby may provide that the corporation shall, subject to the provisions of this Section 5, pay, on behalf of a trustee or officer any Loss or Expenses arising from any claim or claims

which are made against the trustee or officer (whether individually or jointly with other trustees or officers) by reason of any Covered Act of the trustee or officer.

(2) For the purposes of this Section 5 when used herein:

(a) "Loss" means any amount which a trustee or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(b) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses;

(c) "Covered Act" means any act or omission of a trustee or officer in the trustee or officer's official capacity with the corporation.

(3) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a trustee or officer no longer serving in a official capacity, the estate, heirs or legal representative of a deceased director or officer or the legal representative of an incompetent, insolvent or bankrupt trustee or officer, where the trustee or officer was a trustee or officer at the time the Covered Act upon which such claims are based occurred.

(4) The by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to a trustee or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such trustee or officer and based on the alleged commission by such trustee or officer of a Covered Act, subject to an undertaking by or on behalf of such director or officer to repay the same to the corporation if indemnification is not permitted under clause (5), below.

(5) The by-law provisions or agreements authorized hereby may not indemnify a trustee or officer from and against any Loss, and the corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a trustee or officer for: (a) any breach of the director's or officer's duty of loyalty to the corporation or its members; (b) acts or omissions not in good faith or which

involve intentional misconduct or knowing violation of law;
(c) a transaction from which the person seeking indemnification derived an improper personal benefit.

(6) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the board of trustees, in its sole discretion, determines to be consistent with the provisions of this Section 5.

RESOLVED: That Section 1 of the Act to incorporate Heritage Foundation of Rhode Island be and it hereby is amended to delete the word "Foundation" in line 9 and insert in its place the word "Trust" so that the name of the corporation shall be Heritage Trust of Rhode Island.