



**State of Rhode Island
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Potowomut Cotton Company

If the entity's name is changing, state the new name: Potowomut Cotton Company

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

3.1. POTOWOMUT COTTON COMPANY IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTIONS OF ANY FUTURE FEDERAL TAX CODE. AND ALSO INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE

3.2. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, 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 IN THIS ARTICLE THIRD HEREOF. 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 DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE

ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)2 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

3.3 UPON DISSOLUTION OF THIS ORGANIZATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)3 OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTIONS OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

3.4. TO HAVE ALL THE POWERS CONFERRED BY THE NON-PROFIT CORPORATION ACT OF THE STATE OF RHODE ISLAND AND TO EXERCISE SUCH POWERS ONLY FOR SUCH PURPOSES AND IN SUCH A MANNER AS TO CONTINUE TO QUALIFY FOR THE TAX EXEMPT STATUS UNDER 501(C)(3), AND QUALIFY AS A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170(C)2 OR CORRESPONDING SECTIONS OF ANY FUTURE TAX CODE.

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is 4

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	GEORGE H WATERMAN III	155 WOOSTER STREET, 6R

		NEW YORK, NY 10012 USA
OTHER OFFICER	GEORGE WATERMAN	155 WOOSTER STREET, 6R NEW YORK, NY 10012
DIRECTOR	JORIE M. WATERMAN	6 TORY HOLE ROAD DARIEN, CT 06820 USA
DIRECTOR	RICHARD R. WATERMAN	377 SWITCH ROAD WOOD RIVER JUNCTION, RI 02894 USA
DIRECTOR	LAURENCE R. JURDEM	6 TORY HOLE ROAD DARIEN, CT 06820 USA
DIRECTOR	GEORGE H. WATERMAN III	155 WOOSTER STREET 6R NEW YORK, NY 10012 USA

If there are any other provisions to be amended, so state:

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

☒ The amendment was adopted at a meeting of members held on 8/7/2020, 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.

ARTICLE IV

Date when amendment is to become effective 8/14/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 13 Day of August, 2020 at 4:53:05 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Potowomut Cotton Company
Corporate Name

By LAURENCE R. JURDEM

☒ President or ☐ Vice President (check one)

AND

By GEORGE H. WATERMAN, III

☒ Secretary or ☐ Assistant Secretary (check one)

Form No. 201
Revised 09/07

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