

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

Gordonstoun American Foundation

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 Gordonstoun American Foundation

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

That the corporation amend its Articles of Incorporation by the addition of an Article EIGHTH which read as indicated on Exhibit A attached hereto.

DEC 28 1991
10 27 AM '91

Rec'd & Filed DEC 28 1991
AMT 76559

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted by a unanimous consent in writing signed under date of June 10, 1991, by all Directors in office, there being no members entitled to vote in respect thereof.

Dated ~~XXXXXX~~ June 11, 19 91

Gordonstoun American Foundation (Note 2)

By *Henry W. Holshuis* (Note 3)

Its President

and *James Thomas* (Note 3)

Its Secretary

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION

JUL 29 3 07 PM '91

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

EIGHTH: (i) Elimination of Certain Liability of Directors. The corporation shall indemnify its directors and officers to the full extent permitted by law, and only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

(ii) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another foreign or domestic corporation, a partnership, joint venture, trust, other enterprise or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other

capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the full extent authorized by the Rhode Island General Laws, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment) against all expenses, liability and loss (including judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees) actually incurred by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his heirs, executors and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with any suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the corporation. Such right shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, the payment of such expenses incurred by a director or officer in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation,

service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon written affirmation of the director's or officer's good faith belief that he has met the requisite standard of conduct and of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this ARTICLE EIGHTH or otherwise.

Determinations and authorizations of payment made under this paragraph (ii) shall be made in the same manner as the determination that indemnification is permissible, except in those circumstances specified in the Rhode Island General Laws.

(iii) Right of Claimant to Bring Suit. If a claim under ARTICLE EIGHT, paragraph (ii) is not paid in full by the corporation within ninety days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce the claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Rhode Island General Laws for the corporation to make

indemnity for the amount claimed, but the burden of proving such defense by clear and convincing evidence shall be on the corporation. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Rhode Island General Laws, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(iv) Non-Exclusivity of Rights. The rights conferred on any person by this Section shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of these articles, by-laws, agreement, vote of disinterested directors or otherwise.

(v) Insurance. The corporation may maintain insurance, at its expense, to protect itself and any such director or officer of the corporation or another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Rhode Island General Laws.