



**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 RI Companion Animal Alliance

If the entity's name is changing, state the new name: RI Companion Animal Alliance

ARTICLE II

If the corporate duration is changing, so state: Perpetual

If the corporate purpose is changing, so state:

EXCLUSIVELY FOR CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501C3 OF THE INTERNAL REVENUE 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

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
PRESIDENT	HENRY WIETSMA, DVM	48 AMARAL STREET EAST PROVIDENCE, RI 02915 USA
SECRETARY	JOHN GILLESPIE	48 AMARAL STREET EAST PROVIDENCE, RI 02915 USA
DIRECTOR	JOHN GILLESPIE	15 WHITFIELD PLACE NEWPORT, RI 02840 USA
DIRECTOR	HENRY WIETSMA	448 WOODVILLE ROAD HOPKINTON, RI 02883 USA
DIRECTOR	CYNTHIA J. WARREN	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA

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

ARTICLE FOURTH OF THE ARTICLES OF INCORPORATION IS HEREBY AMENDED IN ITS ENTIRETY TO READ AS FOLLOWS:

"ARTICLE FOURTH: PROVISIONS, IF ANY, NOT INCONSISTENT WITH THE LAW, WHICH THE BOARD ELECTS TO ST FORTH IN THE ARTICLES OF INCORPORATION FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

(A) THE CORPORATION SHALL BE NON-PROFIT, SHALL NOT HAVE OR ISSUE SHARES OF CAPITAL STOCK, AND SHALL NOT DECLARE OR PAY DIVIDENDS. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS DIRECTORS, 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 ABOVE. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION EXCEPT AS OTHERWISE PERMITTED BY SECTION 501(H) OF THE CODE, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (A) OF THE CODE OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DESCRIBED BY SECTION 170(C)(2) OF THE CODE AND DEDUCTIBLE UNDER SECTIONS 170(A) AND 170(B)(1)(A) OF THE CODE.

(B) IN THE EVENT OF THE LIQUIDATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, DIRECTOR OR OFFICER SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, THE BALANCE OF ALL MONEY, ASSETS AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL ITS DEBTS AND OBLIGATIONS, SHALL BE DISTRIBUTED TO A NON-PROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OR CORRESPONDING SECTION 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 IN THE STATE OF RHODE ISLAND, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SUCH COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(C) NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED 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 OR ITS MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT."

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 , 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 7/16/2020 , 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 8/20/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 20 Day of August, 2020 at 9:55:28 AM. *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.*

RI Companion Animal Alliance
Corporate Name

By HENRY WIETSMA, DVM

President or Vice President (check one)

AND

By JOHN GILLESPIE

Secretary or Assistant Secretary (check one)

Form No. 201
Revised 09/07

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State of Rhode Island
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,
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:

August 20, 2020 09:53 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

