

Filing Fee \$50.00

I.D. Number: 0006439⁶⁴³⁹

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

Decof & Grimm, a professional corporation

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **Decof & Grimm, a professional corporation**
2. The shareholders of the corporation and the board of directors of the corporation met on August 18, 2000, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

SEE ATTACHMENT

3. The number of shares of the corporation outstanding at the time of such adoption was 100 and the number of shares entitled to vote thereon was 100.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

Class

Number of Shares

NONE

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5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0
6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none")

Class

Number of Shares Voted

For

Against

NONE

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

That upon the effective date and time of the filing of these Articles of Amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis: (1) each share of Common Stock owned by each record and beneficial owner immediately prior to the Effective Time shall automatically, and without any action on the part of such owner, be exchanged for, and reclassified and converted into, One (1) share of Class A Common Stock and Ninety-Nine (99) shares of Class B Common Stock.

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

NO CHANGE

9. Date when amendment is to become effective: immediately upon filing
(not more than 30 days after the filing of these Articles of Amendment)

Dated August 18, 2000

Decof & Grimm, a professional corporation

Corporate Name

By

☒ President or ☐ Vice President (check one)

By

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 18th day of August, 2000, personally appeared before me Leonard Decof and Mark B. Decof, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of Decof & Grimm, a professional corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

BENJ. G. PASTER
NOTARY PUBLIC, I.D. #11061
My commission expires June 28, 2001

Benj. G. Paster
Notary Public
My Commission Expires: 6/28/01

Attachment to
Articles and Duplicate Articles of Amendment to the
Articles of Incorporation
of

Decof & Grimm, a professional corporation

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(1) That Article FOURTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is Eleven Thousand (11,000) shares of common stock, with no par value, of which (a) One Thousand (1000) shares shall be designated as Class A Common Stock, with no par value (the "Class A Common Stock") and (b) Ten Thousand (10,000) shares shall be designated as Class B Common Stock, with no par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers, directors, and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

(2) That Article SIXTH of the Articles of Incorporation be amended to read as follows:

"(a) There shall be no Board of Directors. The powers normally vested in the Board of Directors shall be vested in and exercised by majority action of the Class A Common Shareholders.

(b) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(c) No stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such stockholder's duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or

limit the liability of such stockholder for: (i) any breach of such stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1)."

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