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**State of Rhode Island and Providence Plantations**

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

**KEMPENAR REAL ESTATES, INC.**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1966, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is Kempenaar Real Estates, Inc.

**SECOND:** The shareholders of the corporation on January, 199<sup>3</sup>, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1966, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Article Fifth: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock without par value.

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares, including, but not limited to, shares to be issued to directors, officers or employees pursuant to a plan approved by the shareholders and shares to be issued or sold other than for money.

These articles of incorporation may only be amended by the affirmative vote of 80% of the outstanding shares of the capital stock of the corporation entitled to vote.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 625 ; and the number of shares entitled to vote thereon was 625

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	625

FIFTH: The number of shares voted for such amendment was 625 ; and the number of shares voted against such amendment was 0

SIXTH: 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")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
none		


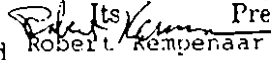
SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

no change

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

no change

Dated January , 1993

By  President  
and  Secretary

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} Sc.

At NEWPORT

in said county on this 30<sup>th</sup> day of

January, 19 93, personally appeared before me Robert

Kempanaar, who, being by me first duly sworn, declared that he is the

Secretary of Kempanaar Real Estates, Inc.

that he signed the foregoing document as Secretary of the  
corporation, and that the statements therein contained are true.

  
Notary Public

Patrick O'N. Hayes, Jr.

(NOTARIAL SEAL)

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