

46313

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

The Blackstone Valley Chamber 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 ~~Northern Rhode Island Chamber Foundation~~ The Blackstone Valley Chamber Foundation

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

(Insert Amendment)

Article FIRST is amended to change name to: Northern Rhode Island Chamber Foundation

See attached for additional amendments.

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted by consent in writing executed by all of the directors of the corporation and dated December 18, 1992, there being no members entitled to vote in respect thereof. The consent shall have the same effect as a unanimous vote of directors, pursuant to R.I. Gen. Laws Section 7-6-104(b).

Dated December 18, 1992

The Blackstone Valley Chamber Foundation..... (Note 2)

By Gayl W. Doster..... (Note 3)
Gayl Doster

Its..... President

and John Gregory..... (Note 3)
John Gregory

Its..... Secretary

REV 11/17/91
12/21/92
11/18/92
11/18/92

REC'D & FILED DEC 21 1992

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.

AMENDMENT TO ARTICLES
OF INCORPORATION OF
THE BLACKSTONE VALLEY CHAMBER FOUNDATION

The Blackstone Valley Chamber Foundation (the "Corporation") hereby amends Articles THIRD and FOURTH of its Articles of Incorporation as follows:

THIRD: The purpose or purposes for which the Corporation is organized are: See Exhibit A.

FOURTH: Provisions (if any) for regulation of the internal affairs of the Corporation, including provisions for the distribution of its assets on dissolution or final liquidation, are: See Exhibit B.

WPPRHG:2932

EXHIBIT A

THIRD: The Corporation is a non-profit corporation organized exclusively for charitable purposes and more specifically to develop, operate, fund, support, promote and encourage charitable, scientific and educational programs and projects in the Northern Rhode Island region and neighboring portions of Massachusetts and Connecticut.

The Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law (the "Code"), and Treasury Regulations promulgated thereunder.

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 provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

EXHIBIT B

FOURTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer, except that reasonable compensation may be paid for services rendered to and for the Corporation. 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 or provision for all its debts and obligations, shall be used by or distributed to, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction, a nonprofit corporation exempt from federal income taxation under Section 501(c)(3) of the Code and the Treasury Regulations thereunder, or said assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to one or more state or local governmental units which will use such property to accomplish the purposes for which the Corporation is constituted.

No director shall be personally liable to the Corporation or to its members for monetary damages for breach of the director's duty as a director; provided, however, 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 to 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.

WPPRHG:2933