

Filing Fee \$10.00
RI ID No. 51578

51578
Form N-2A

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET, PROVIDENCE, RHODE ISLAND 02903

FILED

JUL 07 1998

By 9105920641

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE
that the corporation must be in good standing prior to filing

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

PROVIDENCE AFFIRMATIVE INDUSTRIES

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 Providence Affirmative Industries.

SECOND: The following amendments to the Articles of Incorporation were adopted by the corporation:

VOTED: That Article FIRST of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

"The name of the Corporation is PROMAIL, ETC."

VOTED: That Article THIRD of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

"The specific purpose or purposes for which the Corporation is organized are:

1. To create and provide vocational opportunities for disabled and disadvantaged persons, particularly those in need of mental health care;
2. To further the charitable purposes and mission of The Providence Center for Counseling and Psychiatric Services; and
3. To conduct such other activities as may be carried on by a corporation organized under the Rhode Island Nonprofit Corporation Act and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation is organized exclusively for one or more of the purposes as specified in Code Section 501(c)(3) and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or corresponding provisions of any subsequent tax laws."

VOTED: That Article FOURTH of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

"Provisions (if any) for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

1. Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles of Incorporation, the Corporation shall have, and may exercise in furtherance of its corporate purposes:

(a) all of the powers specified in Section 7-6-5 of the Rhode Island General Laws, 1956, as amended from time to time; and

(b) all other lawful powers necessary or convenient to effect any or all of the purposes for which the Corporation was formed;

provided, however, that no such power shall be exercised in a manner inconsistent with the Rhode Island Nonprofit Corporation Act or any other chapter of the Rhode Island General Laws, 1956, as amended, or with exemption from taxation under the Code.

2. By-Laws. The directors may make, amend or repeal the By-Laws in whole or in part.

3. Meetings. Meetings of the member of the Corporation may be held anywhere in the United States.

4. Transactions with Interested Persons. The By-Laws may contain provisions providing that no contract or transaction of the Corporation shall be void or voidable by reason of the fact that any officer, director or member of the Corporation may have held an interest therein.

5. Non-Discrimination. In administering its programs and activities, the Corporation shall not discriminate on the basis of gender, race, religion, sexual orientation, age, disability or national origin.

6. Elimination of Directors' Personal Liability. No director shall be personally liable to the Corporation or its member for monetary damages for breach of his or her duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director:

(a) for any breach of the director's duty of loyalty to the Corporation or its member;

(b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(c) for any transaction from which the director derived an improper personal benefit.

No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles of Incorporation shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

7. Tax Exempt Status. It is the intent of the Corporation that it be exempt from federal income taxation pursuant to Section 501(c)(3) of the Code. Accordingly, notwithstanding anything else to the contrary in these Articles of Incorporation, the Corporation shall be operated exclusively for such permissible purposes as described therein, and all purposes and powers herein shall be construed consistent with this intent.

8. No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private person, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of exempt purposes.

9. Distributions in Liquidation. In the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be distributed to The Providence Center for Counseling and Psychiatric Services ("Providence Center") so long as Providence Center is exempt from tax under Section 501(c)(3) of the Code or, if Providence Center is not so exempt, to one or more nonprofit corporations, as then determined by the Corporation's Board of Directors, with purposes similar to the Corporation and exempt under Section 501(c)(3) of the Code.

11. Successor Laws. All references herein (a) to the Code refer to the Code as now in force or as hereafter amended, or any successor statute and (b) to the Rhode Island General Laws, or any chapter thereof, refer to said laws now in force or as hereafter amended."

THIRD: The amendments were adopted in the following manner:

The amendments were adopted by unanimous written consent of the Board of Directors on May 29, 1998 and received the vote of all of the Directors in office, there being no members entitled to vote in respect thereof.

FOURTH: Date when amendment is to become effective: July 1, 1998.

Dated: May 29, 1998

PROVIDENCE AFFIRMATIVE INDUSTRIES

By: James H. Reilly
Name: James H. Reilly
Its Chairman

and Jerome B. Spunt
Name: Jerome B. Spunt
Its Secretary

RECEIVED
JUL 1 1 04 PM '98