

Filing Fee: \$50.00
(See footnote below)

ID Number: 101577



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
(To Be Filed In Duplicate)**

Pursuant to the provisions of Section 7-16-12 of the General Laws, 1956, as amended, the undersigned limited liability company hereby amends its Articles of Organization as follows:

1. The name of the limited liability company is:

The Elms of Westerly, LLC

2. The Articles of Organization of the limited liability company as amended or restated to date are amended as follows:

[Insert Amendment(s)]

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

Article 6 D Separatness/Operation Matters is hereby amended by adding thereto Sections (k) through (s) as set forth on the attached Schedule 1

3. The effective date of this amendment, if later than the date of the filing of these Articles of Amendment, is:

Upon Filing

(not more than 30 days after the filing of these Articles of Amendment)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment and that all statements contained herein are true and correct.

Dated: July 31, 19 98

[Signature]
Signature of Authorized Person

Filing fee footnote

If the purpose of this amendment is solely to indicate a change in managers pursuant to Section 7-16-12(a)(2), the filing fee shall be \$10.00.

FILED

JUL 31 1998

By 66173 208853

SCHEDULE 1

Company name: The Elms of Westerly, LLC

Amendment to Section 6 D Separateness/Operation Matters

- (k) pay its own liabilities and expenses out of its own funds drawn on its own bank account;
- (l) not acquire obligations or securities of its Stockholders or affiliates;
- (m) not hold out its credit as available to satisfy the obligations of any other person or entity;
- (n) not pledge its assets for the benefit of any other entity or make loans or advances to any person or entity;
- (o) not buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (p) correct any known misunderstanding regarding its separate identity;
- (q) not identify itself as a division of any other person or entity;
- (r) maintain adequate capital in light of its contemplated business operations; and
- (s) maintain all required qualifications to business in the State in which the Property is located.