

State of Rhode Island and Providence Plantations.

January 28

1960

WE, the undersigned Officers of

CITIZENS SCHOLARSHIP FOUNDATION OF BARRINGTON, INC.

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose,
and held in the Town of Barrington
in said State, on the twentieth day of October, A. D. 1959.,
the following amendment(s) to the Articles of Association was (or were) duly adopted
by the affirmative vote of all of its members, viz:—

"VOTED, That

see attached

[CORPORATE SEAL]

ATTEST:

Edw B. Pierce

President.

J. Ruth Newton Pierce

Secretary.

NON-BUSINESS 2

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OF

CITIZENS SCHOLARSHIP FOUNDATION
OF BARRINGTON, INC.

Duly Incorporated Under the Laws of the
State of Rhode Island

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

JAN 29 1960, 19

That the Articles of Association shall be and the same hereby are amended as follows, viz:

Article THIRD shall be amended to read as follows:

"THIRD. Said corporation is constituted for the purpose of establishing a fund for the granting of loans, scholarships and other financial assistance to residents of the Town of Barrington, who may be students and enrolled in any college or accredited school and to grant from such fund scholarships or other financial assistance to the aforesaid students, and to solicit and receive gifts and grants of money and property, both real and personal, and invest, reinvest and otherwise administer the same for the aforesaid purposes and in addition to the foregoing to do anything necessary or proper for the accomplishment of these purposes, provided that no use of the property of the corporation shall be made in the course of carrying out any of the foregoing purposes which is not charitable or educational within the meaning of Section 501(e)(3) of the Internal Revenue Code of 1954 or any similar provisions of any subsequent Internal Revenue Code or Act so that such use will result in the loss of any exemption from the federal income tax or in the disallowance of any deduction for the purposes of said tax otherwise allowable to the corporation, or will result in the disallowance of any deduction for the purpose of the federal income tax, the federal estate tax or the federal gift tax otherwise allowable by a donor to the corporation.

"In addition to the foregoing, said corporation shall have the following powers and authority to carry out the foregoing charitable and educational purposes, viz:

"To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

"(a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of

association or charter;

"(b) to sue and be sued in its corporate name;

"(c) to have and use a common seal and alter the same at pleasure;

"(d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;

"(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

"(f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000). But if such corporation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto.

"(g) to acquire, own, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, and also to buy and sell stocks, shares, bonds, debentures, notes and other securities and evidences of interest in or indebtedness of any association or corporation and, while the owner or holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

"(h) to purchase, lease or otherwise acquire, manufacture, construct, own, hold, sell, mortgage, lease or otherwise dispose of and deal in such real and personal property as may be necessary or convenient for the purposes of the corporation;

"(i) to borrow money and otherwise incur indebtedness for any of the purposes of the corporation and to issue its bonds, debentures, notes or other evidences of indebtedness therefor, and to secure the same by mortgage, pledge, deed of trust or other lien on its property, franchises, rights and privileges of any kind and nature, or any part thereof;

"(j) to create a trust or trusts with a corporate trustee or with a corporate trustee and such number of individual trustees as shall be determined by said Board of Directors and to assign, transfer, and convey to said trust and to said trustee or trustees all or any part of the real or personal property of the corporation upon such terms and conditions as the Board of Directors shall specify, provided, however, that any declaration of trust creating any such trust shall provide that the same shall be revocable by the corporation."

A new section to be numbered "SIXTH" shall be added, the same to read as follows:

"SIXTH. In the event of the termination of the corporation, all of the property held by the corporation shall be transferred to such educational and charitable organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or any similar provisions of any subsequent Internal Revenue Code or Act, as the directors in their discretion may direct."