



**State of Rhode Island
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Second Serve

If the entity's name is changing, state the new name: Second Serve

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

PURPOSE CLAUSE

SECOND SERVE IS AN ONLINE RESALE SITE FORMED AND OPERATED TO RAISE FUNDS FOR 501 (C)(3) CHARITABLE ORGANIZATIONS. WITH EACH PURCHASING TRANSACTION, BUYERS SELECT A 501 (C)(3) ORGANIZATION TO RECEIVE THE PROFIT OF THE SALE. RECIPIENT ORGANIZATIONS WILL ROTATE, FROM TIME TO TIME, AT THE DISCRETION OF THE BOARD OF DIRECTORS. SECOND SERVE IS ALSO COMMITTED TO EDUCATING THE PUBLIC ABOUT THE POSITIVE BENEFITS OF RESALE SHOPPING ON THE ENVIRONMENT. AT THE DISCRETION OF THE BOARD OF DIRECTORS, SECOND SERVE MAY HAVE IN PERSON GATHERINGS, VOLUNTEER OR INTERN OPPORTUNITIES, AND OTHER ACTIVITIES THAT SUPPORT OUR MISSION.

SECOND SERVE IS ORGANIZED FOR CHARITABLE AND EDUCATIONAL PURPOSES INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. NO PART OF THE NET EARNINGS OF SECOND SERVE SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO IT MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN THE PURPOSE CLAUSE HEREOF.

NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE CORPORATION

SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY ANY ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER 501 (C)(3) OF THE INTERNAL REVENUE CODE, CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER 170 (C)(2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

SECOND SERVE IS NOT ORGANIZED AND SHALL NOT BE OPERATED FOR THE PRIVATE GAIN OF ANY PERSON. THE PROPERTY OF THE CORPORATION IS IRREVOCABLE DEDICATED TO ITS EDUCATIONAL AND CHARITABLE PURPOSES. NO PART OF THE ASSETS, RECEIPTS, OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ANY INDIVIDUAL. THE CORPORATION MAY, HOWEVER, PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND MAKE OTHER PAYMENTS AND DISTRIBUTIONS CONSISTENT WITH THESE ARTICLES.

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is 3

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	AMY S. HEBB HEBB	54 LOWDEN STREET PAWTUCKET, RI 02860 USA
DIRECTOR	AMY S. HEBB	54 LOWDEN STREET PAWTUCKET, RI 02860 USA
DIRECTOR	SUSAN DEMOVICK	48 WILLIAMS AVE. WESTERLY, RI 02891 USA
DIRECTOR	PATTI PUCKETT GHEZZI	3140 WYNN DRIVE AVONDALE ESTATES, GA 30002 USA

If there are any other provisions to be amended, so state:

DISSOLUTION PROVISION

UPON TERMINATION OR DISSOLUTION OF SECOND SERVE, ANY ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO ONE (1) OR MORE QUALIFYING ORGANIZATIONS DESCRIBED IN SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR DESCRIBED IN ANY CORRESPONDING PROVISION OF ANY SUCCESSOR STATUTE) WHICH ORGANIZATION OR ORGANIZATIONS HAVE A CHARITABLE PURPOSE WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THE TERMINATING OR DISSOLVING CORPORATION.

THE ORGANIZATION TO RECEIVE THE ASSETS OF SECOND SERVE HEREUNDER SHALL BE SELECTED BY THE DISCRETION OF A MAJORITY OF THE MANAGING BODY OF SECOND SERVE AND IF ITS MEMBERS CANNOT SO AGREE, THEN THE RECIPIENT ORGANIZATION SHALL BE SELECTED PURSUANT TO A VERIFIED PETITION IN EQUITY FILED IN A COURT OF PROPER JURISDICTION AGAINST SECOND SERVE BY ONE (1) OR MORE OF ITS MANAGING BODY WHICH VERIFIED PETITION SHALL CONTAIN SUCH STATEMENTS AS REASONABLY INDICATE THE APPLICABILITY OF THIS SECTION. THE COURT UPON A FINDING THAT THIS SECTION IS APPLICABLE SHALL SELECT THE QUALIFYING ORGANIZATION OR ORGANIZATIONS TO RECEIVE THE ASSETS TO BE DISTRIBUTED, GIVING PREFERENCE IF PRACTICABLE TO ORGANIZATIONS LOCATED WITH THE STATE OF RHODE ISLAND.

IN THE EVENT THAT THE COURT SHALL FIND THAT THIS SECTION IS APPLICABLE BUT THAT THERE IS NO QUALIFYING ORGANIZATION KNOWN TO IT WHICH HAS A CHARITABLE PURPOSE, WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THIS CORPORATION, THEN THE COURT SHALL DIRECT THE DISTRIBUTION OF ITS ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION TO THE TREASURER OF THE STATE OF RHODE ISLAND TO BE ADDED TO THE GENERAL FUND.

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

☐ The amendment was adopted at a meeting of members held on , at which meeting 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.

☒ The amendment was adopted by a consent in writing on 10/26/2020 , signed by all members entitled to vote with respect thereto.

☐ 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 with respect thereto.

ARTICLE IV

Date when amendment is to become effective 10/27/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 27 Day of October, 2020 at 9:21:37 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Second Serve

Corporate Name

By AMY S. HEBB

☒ President or ☐ Vice President (check one)

AND

By SUSAN DEMOVICK

☒ Secretary or ☐ Assistant Secretary (check one)

Form No. 201
Revised 09/07



State of Rhode Island

Department of State | Office of the Secretary of State

Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

October 27, 2020 09:19 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

