

State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

62381

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

PROVIDENCE - HAITI OUTREACH CORPORATION

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 - Haiti Outreach Corporation

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

(Insert Amendment)

Article FOURTH of the Articles of Incorporation is hereby amended to read as follows:

"FOURTH: (a) The Corporation shall be a non-profit corporation and shall have no members. (c) Whenever a provision of law (including requirements for maintaining tax-exempt status under the income tax laws of the United States and the State of Rhode Island) is inconsistent with the Articles of Incorporation or by-laws of the Corporation, the provision of law shall be controlling. (d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article THIRD hereof. (e) The Corporation may, in furtherance of the aforementioned purposes, make payments and distributions to other organizations which qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent federal tax law). (f) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. (g) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be conducted: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent federal income tax law) or (2) by a corporation, contributions to which are deductible under Section 170 of the Code (or the corresponding provision of any subsequent federal tax law). (h) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors then in office. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities, transfer the remaining assets of the Corporation to such other organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent federal tax law), as the Board of Directors shall determine. (i) Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors then in office merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, scientific or educational

~~THIRD: The amendment was adopted in the following manner:~~
purposes and is an exempt organization under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent federal tax law).

(Note 1)

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on 1990 and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated 12/26, 19 90

PROVIDENCE - HAITI OUTREACH CORPORATION (Note 2)

By Norman J. Rousseau (Note 3)

Its President

and Lusan Whipple (Note 3)

Its Secretary

RECEIVED
SECRETARY OF STATE
CORPORATION

DEC 26 11 12 AM '90

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REC'D AT 11 12 29 1990

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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.