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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

EVERETT DANCE THEATRE

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:

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FIRST: The name of the corporation is EVERETT DANCE THEATRE

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

(Insert Amendment)

That Articles FIRST, THIRD and FOURTH of the Corporation's Articles of Incorporation filed with the Secretary of State of the State of Rhode Island on January 17, 1990 be, and they hereby are, amended as follows:

FIRST: The name of the corporation is DUNCAN AVENUE ARTS COLLABORATIVE.

THIRD: The purpose or purposes for which the corporation is organized are:

The Corporation is a non-profit dance theatre company and dance ensemble organized for the purposes of performing modern dance, supporting dance groups, providing venues for the promotion and performance of dance and educating the public on modern dance. Notwithstanding the foregoing, the Corporation shall not engage in any activities not permitted to be carried on by a Corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code") and regulations promulgated thereunder.

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

See Exhibit A attached hereto and made a part hereof.

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendments were adopted by a Unanimous Consent of the Board of Directors dated October 15, 1990.

Dated October 15, 1990

EVERETT DANCE THEATRE

(Note 2)

By



(Note 3)

Its President

and



(Note 3)

Its Secretary

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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.

EXHIBIT A

Article Fourth of the Articles of Incorporation is amended in its entirety to read as follows:

1. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of the Corporation's purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

2. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any officer, member, director or other private individual (except that reasonable compensation may be paid to such persons for services rendered to and for the Corporation). Except as otherwise provided by law, the Corporation may at any time dissolve upon the affirmative vote of not less

than three-fourths (3/4) of the entire Board of Directors, at any annual, regular or special meeting of the Board (provided that the notice of such meeting states that the purpose of such meeting is to consider a dissolution of the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this Corporation is constituted.

3. The Corporation may, in furtherance of its purposes, make payments and distributions to other organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

4. 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, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

6. Amendments to the Articles of Incorporation shall be made upon the affirmative vote of not less than three-fourths (3/4) of the entire Board of Directors at any annual, regular or special meeting of the Board (provided that the notice of such meeting states or summarizes the proposed amendment).

7. The Corporation shall have no members.

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