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ID Number: 131889



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

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

RECEIVED
SECRETARY OF STATE
SEP 21 12 28 PM '04

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:

1. The name of the corporation is WESTERLY INNOVATIONS NETWORK
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

ARTICLE FOURTH : (SEE EXHIBIT ATTACHED HERETO)

FILED

SEP 21 2004

By Jmc
C45275

3. The amendment was adopted in the following manner:

(check one box only)

- ☐ The amendment was adopted at a meeting of the 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 _____, signed by all members entitled to vote with respect thereto.
- ☒ The amendment was adopted at a meeting of the Board of Directors held on SEPTEMBER 17, 2004 and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective UPON FILING
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: Sep 20 2004

WESTERLY INNOVATIONS NETWORK
Print Corporate Name

By Jason J. Lin
☒ President or ☐ Vice President (check one)

AND

By Sherry Lin
☒ Secretary or ☐ Assistant Secretary (check one)

EXHIBIT TO:

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR WESTERLY INNOVATIONS NETWORK, A NON-PROFIT CORPORATION**

Article Fourth of the Articles of Incorporation for Westerly Innovations Network shall read as follows:

Fourth: Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

The affairs and business of the Corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all other things pertaining thereto, will be defined and established by the by-laws of the Corporation.

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 the furtherance of the purposes set forth in Article Third hereof

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 Internal Revenue Code.

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.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.