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ID Number: 140297



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)

05 APR 11 AM 11:48
SECRET
CORPORATIONS DIVISION

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 New England Grand Banks Owners Association

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

[Insert Amendment]

Amendment #1

The name of the corporation is changed to: North East Grand Banks Owners Association.

All references in the Articles to the "New England Grand Banks Owners Association" will be amended to read "North East Grand Banks Owners Association".

Amendment #2

Section 4 of the Articles, Election of Officers, is amended to read as follows:

The Officers will be nominated and elected by the Members. The President and Secretary will be elected bi-annually for a two-year term beginning in 2005. The Vice-President and Treasurer will initially be elected for a one-year term in 2005 and subsequently will be elected bi-annually for a two-year term beginning 2006.

The Board will set the schedule for nominating and electing Officers. Any Member may be nominated for any of the four administrative offices. Nominations may be made by any Member including the nominee himself or herself.

Balloting may be done either electronically or by U.S. mail with the Board certifying the validity of the ballots cast.

The election of officers with expiring terms should be conducted in February, with the the newly elected Officers taking office on March 1st in order to have sufficient time to plan and conduct activities for the New England boating season.

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APR 11 2005

By KMC
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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 March 1st, 2005, 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.

4. Date when amendment is to become effective April 30th, 2005

(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: April 7, 2005

New England Grand Banks Owners Association

Print Corporate Name

By David Pearson

☒ President or ☐ Vice President (check one)

By David Pearson ^{AND}

☐ Secretary or ☒ Assistant Secretary (check one)

Letter of Consent

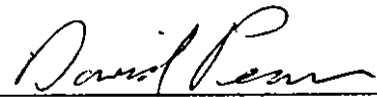
This is a letter of consent for use of the corporate name, North East Grand Banks Owners Association issued by the Officers of the currently existing New England Grand Banks Owners Association, a Rhode Island non-profit corporation.

This being the same corporate entity, the purpose of this consent is for a name change only. The use of the original corporate name, New England Grand Banks Owners Association, will be retired within a reasonable time needed to address administrative matters.

New England Grand Banks Owners Association



President



Assistant Secretary