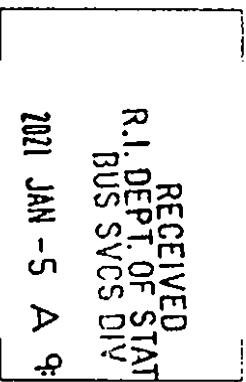




State of Rhode Island  
Department of State - Business Services Division



## Articles of Amendment

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-40, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

| 1. Entity ID Number:<br><br>000081387                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2. The name of the corporation is:<br><br>Fraunhofer USA, Inc |      |         |  |  |  |  |  |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|------|---------|--|--|--|--|--|--|
| 3. If the entity's name is changing, state the new name:<br><br><div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               |      |         |  |  |  |  |  |  |
| 4. If the period of its duration is changing complete the following section: <b>CHECK ONE BOX ONLY</b><br><input checked="" type="checkbox"/> Perpetual (on-going)<br><input type="checkbox"/> Date certain for dissolution _____<br><div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>                                                                                                                                                                                                                                                                                                                                                             |                                                               |      |         |  |  |  |  |  |  |
| 5. If the entity's purpose is changing complete the following section: <i>*The new purpose should include ALL activity to be transacted in the State of Rhode Island.</i><br><br><br><br><br><br><br><br><br><br><div style="display: flex; justify-content: space-between;"> <span>Check the box to indicate an attachment <input type="checkbox"/></span> <span>Check the box to indicate no change <input checked="" type="checkbox"/></span> </div>                                                                                                                                                                                                                                                        |                                                               |      |         |  |  |  |  |  |  |
| 6. If the number of directors is increasing or decreasing ( <b>not less than 3 directors</b> ), state the number of directors in this section:<br><i>*List ALL directors as of this amendment</i> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">NAME</th> <th>ADDRESS</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table> <div style="display: flex; justify-content: space-between;"> <span>Check the box to indicate an attachment <input type="checkbox"/></span> <span>Check the box to indicate no change <input checked="" type="checkbox"/></span> </div> |                                                               | NAME | ADDRESS |  |  |  |  |  |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | ADDRESS                                                       |      |         |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                               |      |         |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                               |      |         |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                               |      |         |  |  |  |  |  |  |

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

**FILED**  
 JAN 05 2021  
 BY *[Signature]* QC4FO  
 9:36

7. If adding or amending additional provisions, complete the following section:

Article 3 and Article 4 paragraph (d) and (3) are amended and restated in their entirety. See attached Amended Articles.

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

8. The amendment was adopted in the following manner: **CHECK ONE BOX ONLY**

- ☒ The amendment was adopted at a meeting of the members held on November 16, 2020, 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 \_\_\_\_\_, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

9. Date when these Articles of Amendment will be effective: **CHECK ONE BOX ONLY**

- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 30 days from the date of filing) \_\_\_\_\_

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

Type or Print the Name of the Non-Profit Corporation

Fraunhofer USA, Inc

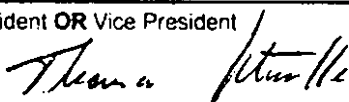
Type or Print Name of the President ☒ OR Vice President ☐

Thomas Schuelke

Date

January 4, 2020

Signature of President OR Vice President



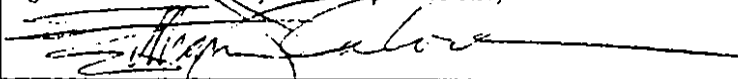
Type or Print Name of the Secretary ☒ OR Assistant Secretary ☐

William J. Calore

Date

January 4, 2020

Signature of the Secretary OR Assistant Secretary



**TWO SIGNATURES ARE REQUIRED**

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

FORM 101 - Revised 03/2011

Exhibit A

**FRAUNHOFER USA, INC.**

*(Entity ID Number: 000081387)*

1. ARTICLE THIRD is hereby amended and restated in its entirety, as follows:

The corporation is organized without capital stock and is organized and shall be operated exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the corporation's purposes, the corporation will engage in research and development initiatives and conduct training and educational activities in technical and scientific fields to benefit the general public or an unascertainable and indefinite portion of the general public and not primarily for the benefit of the Member(s) of the corporation. The Corporation shall not engage in any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code). The property owned by the Corporation is irrevocably and only dedicated to charitable, educational and scientific purposes and no part of the net income or the assets of the corporation shall ever inure to the benefit of any Director, officer or member of the Corporation or for the benefit of any private person.

2. ARTICLE FOURTH Paragraphs (d) and (e) are hereby amended and restated in their entirety, as follows:

d. Upon the dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities and obligations of the corporation, shall distribute, transfer and convey all of the assets of the corporation to the corporation's member or such other organization(s) pursuant to the plan of such distribution approved by the majority of all members of the Board of Directors and by the Member, provided that at the time of distribution, the member or each such other organization shall be (i) a domestic or foreign corporation, society, or organization engaged in activities substantially similar to those

of the Corporation and (ii) exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), or, in the event such distribution cannot be made to a domestic or foreign corporation, society, or organization that satisfies the conditions under clauses (i) and (ii) at such time, such distribution, transfer and conveyance of the assets and property of the Corporation shall be made to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the corporation, any other private person, or any enterprise organized for profit.

- c. The corporation shall have the power to indemnify its directors and officers as set forth in the bylaws of the corporation. A director of the corporation shall not be personally liable to the corporation or to its members 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 or its members; (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.

ARTICLE FOURTH Paragraphs (a), (b) and (c) shall remain unchanged.



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:

January 05, 2021 09:36 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*

