

or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

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CERTIFICATE OF VOTE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
NARRAGANSETT INDUSTRIAL DEVELOPMENT CORPORATION

Pursuant to the provisions of Section 7-6-9 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 NARRAGANSETT INDUSTRIAL DEVELOPMENT CORPORATION.

SECOND: The corporation, on October 20, 1971 in the manner prescribed by Chapter 7-6-9 of the General Laws, 1956 as amended adopted the following amendment to the Articles of Incorporation:

"SEVENTH: (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an incorporator, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any criminal action or proceeding as to which such person shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt in view of all of the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an incorporator, director, officer, employee,

or was an incorporator, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article."

Dated: November 1971.

NARRAGANSETT INDUSTRIAL DEVELOPMENT
CORPORATION

By Joseph T. Adams
Executive Vice Chairman

and

By Henry L. Gagnon
Assistant Secretary

STATE OF RHODE ISLAND
PROVIDENCE, SC.

At Providence in said County on this 1st day of November, 1971 personally appeared before me HENRY L. GAGNON, who, being by me first duly sworn, declared that he is the Assistant Secretary of Narragansett Industrial Development Corporation, and that he signed the foregoing document as Assistant Secretary of the corporation, and that the statements therein contained are true.

William J. Doherty
Notary Public

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