



State of Rhode Island
Department of State - Business Services Division



Articles of Amendment
 DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

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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: 000014235	2. The name of the corporation is: The McAuley Corporation
3. If the entity's name is changing, state the new name: <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: CHECK ONE BOX ONLY <input type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____ <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> <div style="text-align: right; font-size: small;"> RECEIVED R.I. DEPT. OF STATE BUS SVCS DIV JUL - 1 P 12:16 </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> Check the box to indicate an attachment <input checked="" type="checkbox"/> Check the box to indicate no change <input type="checkbox"/> </div>	
6. If the number of directors is increasing or decreasing (not less than 3 directors), state the number of directors in this section: <i>*List ALL directors as of this amendment</i>	
NAME	ADDRESS
<div style="display: flex; justify-content: space-between; margin-top: 10px;"> Check the box to indicate an attachment <input type="checkbox"/> Check the box to indicate no change <input checked="" type="checkbox"/> </div>	

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

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 BY CR 116392
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7. If adding or amending additional provisions, complete the following section:

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 _____, 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 October 14, 2020, 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

The McAuley Corporation

Type or Print Name of the President OR Vice President

Barbara Haynes

Date

06-03-21

Signature of President OR Vice President

Barbara Haynes

Type or Print Name of the Secretary OR Assistant Secretary

Jeanne Barry, RSM

Date

06-03-21

Signature of the Secretary OR Assistant Secretary

Jeanne Barry, RSM

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.

**Attachment to Paragraph 5
of the
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MCAULEY
CORPORATION
A Nonprofit Corporation**

ARTICLE III of the Articles of Incorporation of The McAuley Corporation is hereby deleted in its entirety and replaced with the following:

The Corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The activities of the Corporation shall consist primarily of providing shelter, food, housing and educational needs for all persons and for such other purposes as qualify for inclusion under Section 501 of the Code. The Corporation may acquire real and personal property by purchase, lease or the acceptance of gifts, devises or bequests and may sell, convey, lease, mortgage or otherwise encumber the same. Said Corporation shall be subject at all times to the general laws and discipline of the Roman Catholic Church as amended from time to time and to the special rules and constitution of the Sisters of Mercy of the Americas, a public juridic person of the Roman Catholic Church.

**Attachment to Paragraph 7
of the
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MCAULEY CORPORATION
A Nonprofit Corporation**

Additional provisions:

1. No part of the net earnings of this Corporation shall inure to the material or financial benefit of any private individual and no Member, Trustee, Director, agent, officer, or employee of this Corporation shall receive any profit from the operation thereof, except reasonable compensation for services rendered in effecting the purposes of the Corporation. The Corporation is non-profit, no part of the Corporation's income shall be distributable to its Members or Officers, and the Corporation shall not have or issue shares of stock or pay dividends.

2. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except to the extent permitted by section 501 (h) of the Code (or the corresponding provision of any future United States Internal Revenue Law), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on:

- a) By a Corporation exempt from the Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law);
- b) By a Corporation contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law); and
- c) By a Corporation organized under The Rhode Island Nonprofit Corporation Act as now existing or hereafter amended.

3. The Members of the Corporation shall be as set forth in the bylaws of the Corporation. Each of said Members of the Corporation shall be counted in determining a quorum-and shall have one vote in the affairs of the Corporation.

4. These Articles may be amended as provided in the Bylaws.

5. The Corporation reserves, however, to itself, the right to dissolve upon the two-thirds vote of all Members, as and when it may be deemed expedient in the opinion of its Members, but only upon the condition that the new assets obtained from its dissolution shall be distributed to a corporation or corporations organized exclusively for religious, charitable and educational purposes and qualified as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, as the Members shall determine. The dissolution of the Corporation shall be without profit to any individual or individuals connected with the Corporation or with the corporation selected to receive its assets.

6. The personal liability of a Member or a Trustee of the Corporation for monetary damages for breach of duty as a Member or a Trustee shall be limited to an amount that is equal to the compensation received by the Member or the Trustee for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Member or the Trustee, (b) enable the Member or the Trustee or an associate as defined in the Rhode Island General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Member or the Trustee to the Corporation under circumstances in which the Member or the Trustee was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Member's duty or the Trustee's duty to the Corporation.

7. The Corporation shall indemnify an individual made a party to a proceeding because he/she is or was a Member or a Trustee against liability incurred in the proceeding if: (1) the Member or the Trustee conducted himself/herself in good faith; and (2) the Member or the Trustee believed (a) in the case of conduct in his/her official capacity with the Corporation, that his/her conduct was in its best interests, and (b) in all other cases, that his/her conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, that he/she had no reasonable cause to believe his/her conduct was unlawful.



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:

July 01, 2021 12:16 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

