



State of Rhode Island
Department of State - Business Services Division

RECEIVED
 R.I. DEPT. OF STATE
 BUS SVCS DIV

2021 JUL -1 P 1:28

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: 000046420	2. The name of the corporation is: Saint Philomena School, Inc.
3. If the entity's name is changing, state the new name: <p style="text-align: center;">St. Philomena School of the Sacred Heart, Inc.</p> <p style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></p>	
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 _____ <p style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></p>	
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> Please see Attachment 5. <p style="text-align: left;">Check the box to indicate an attachment <input checked="" type="checkbox"/></p> <p style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></p>	
6. If the number of directors is increasing or decreasing (not less than 3 directors), state the number of directors in this section: *List ALL directors as of this amendment	
NAME	ADDRESS
<p style="text-align: left;">Check the box to indicate an attachment <input type="checkbox"/></p> <p style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></p>	

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

BY *[Signature]* JUL 01 2021
JYX
 FORM 201 - Revised 08/2020

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

Please see Attachment 7.

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 June 28, 2021, 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

Saint Philomana School, Inc.

Type or Print Name of the President OR Vice President

Sr. Susan Donohue

Date

June 28, 2021

Signature of President OR Vice President

Susan Donohue

Type or Print Name of the Secretary OR Assistant Secretary

Sr Ann Marie Walsh

Date

June 28, 2021

Signature of the Secretary OR Assistant Secretary

Ann Marie Walsh

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.

FORM 201 - Revised: 08/2020

**Articles of Amendment
Domestic Non-Profit Corporation
Saint Philomena School, Inc.
Corporate ID No.: 000046420
ATTACHMENT 5 -- Sheet 1 of 1**

5. The purposes for which the Corporation is organized are amended in their entirety as follows:

“(a) to operate exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future Federal tax code;¹

(b) in general, to own and operate a Roman Catholic, independent school as a ministry of the Roman Catholic Church in the Diocese of Providence, Rhode Island, such school to be a Sacred Heart school sponsored by the Society of the Sacred Heart, the United States - Canada Province (the “Province”) or a Catholic school sponsored by a Catholic religious order with a mission and character that is similar to that of the Province and that carries out its mission, in substantial part, through education;

(c) to do any and all things necessary, suitable or proper for the attainment of the foregoing purposes, and, subject to the limitations hereinafter contained, to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, or the corresponding provision of any future statute enacted in substitution thereof, provided, however, that the Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraph (a) of this Attachment 5; and

(d) to operate exclusively for such purposes as will not disqualify it as an exempt organization under Section 501(c)(3) of the Code. and, notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under said section.”

¹ All references to the Code include any amendments thereto, as well as any regulations and rulings relating to the cited section. References to the Code also include the corresponding section(s) of any future Federal tax code.

**Articles of Amendment
Domestic Non-Profit Corporation
Saint Philomena School, Inc.
Corporate ID No.: 000046420
ATTACHMENT 7 – Sheet 1 of 2**

7. Article Fourth of the Articles of Incorporation, as amended by Articles of Amendment to the Articles of Incorporation filed with the Rhode Island Secretary of State as of January 30, 1991, is hereby amended in its entirety as follows:

“(a) The internal affairs of the Corporation shall be managed by a Board of Trustees that shall act in accordance with the Corporation’s bylaws, which are referred to from time to time as the Corporation’s Constitutions;

(b) A Trustee of the Corporation will not be personally liable to the Corporation for monetary damages for breach of the Trustee’s duty as a Trustee, except for liability for: (i) any breach of the Trustee’s duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) any transaction from which the Trustee derived improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification;

(c) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, 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 furtherance of the purposes set forth in Article Third hereof;

(d) In the event that the Corporation is a private foundation as defined in Section 509 of the Code, then the Corporation shall act lawfully in accordance with 7-6-8 of the General Laws of Rhode Island, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations; and

(e) In the event of the dissolution or the winding up of the Corporation’s affairs, the assets of the Corporation shall be distributed as set forth below, subject to the requirements of applicable law:

(i) First, all liabilities and obligations of the Corporation shall be paid, set aside, discharged or adequate provision made therefor; and assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and

Articles of Amendment
Domestic Non-Profit Corporation
Saint Philomena School, Inc.
Corporate ID No.: 000046420
ATTACHMENT 7 -- Sheet 2 of 2

(ii) Second, all remaining assets, including real and personal property (the "Distributable Assets"), shall be distributed according to the following allocation: (A) seventy-five percent (75%) of the fair market value of the Distributable Assets shall be distributed to the Society, Sisters Faithful Companions of Jesus (the "FCJ") and (B) twenty-five percent (25%) of the fair market value of the Distributable Assets shall be distributed to the Society of the Sacred Heart, United States - Canada Province (the "Sacred Heart Society"), or, if the Corporation's school is no longer a Sacred Heart school sponsored by the Sacred Heart Society, to any successor Catholic religious order sponsoring the Corporation's school (the Sacred Heart Society or any successor sponsor being referred to herein as the "Sponsor"). Notwithstanding the foregoing, if either the FCJ or the Sponsor (each, a "Recipient"): (x) is no longer in existence, (y) no longer qualifies as an exempt organization under Section 501(c)(3) of the Code, or any successor provision thereto, or (z) is unwilling to accept a distribution of Distributable Assets, then the Distributable Assets with respect to such Recipient shall be disposed of by distribution, as directed by the Board of Trustees in its discretion, to one or more Roman Catholic organizations that are organized and operated exclusively for charitable, religious, educational or scientific purposes and qualified as exempt from taxation under Section 501(c)(3) of the Code, or any successor provision thereto, or shall be disposed of by distribution to the Federal Government, or to a state or local government, for a public purpose."



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 01:28 PM

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

Nellie M. Gorbea
Secretary of State

