



State of Rhode Island
Department of State - Business Services Division

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

2021 DEC 28 PM 1:41

STAMP

Articles of Amendment

DOMESTIC Business Corporation

→ Filing Fee: \$50.00 (\$210 for an increase in authorized shares)

Pursuant to the provisions of RIGL 7-1.2-905, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Entity ID Number: 72420	2. The name of the corporation is: RDR Realty Associates, Inc.
3. The shareholders of the corporation (or, where no shares have been issued by the board of directors of the corporation) in the manner prescribed by RIGL 7-1.2 adopted the following amendment(s) to the Articles of Incorporation on:	
4. 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>	
5. If the total authorized shares are changing complete the following section: <i>*List ALL authorized shares as of this amendment.</i>	
Total Authorized Shares (Number of Shares)	Class of Stock
1000	no par value
If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2. State any provisions here (optional): See Exhibit A attached hereto and made a part hereof. <div style="text-align: right;">Check the box to indicate an attachment <input checked="" type="checkbox"/></div> <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>	
6. 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 _____	
Check the box to indicate no change <input checked="" type="checkbox"/>	

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

DEC 23 2021 1:41

R X Q 6 V D

7. If the entity's purpose is changing complete the following section: **The new purpose should include ALL activity to be transacted in the State of Rhode Island.*

Check the box to indicate an attachment

Check the box to indicate no change

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

See Exhibit B attached hereto and made a part hereof.

Check the box to indicate an attachment

Check the box to indicate no change

9. As required by RIGL 7-1.2-105, the entity has paid all fees and taxes.

10. 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 90 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 Name of Authorized Officer of the Corporation

Richard R. Grasso

Date

12/28/2021

Signature of Authorized Officer of the Corporation

Richard R. Grasso

EXHIBIT A

To delete Article FOURTH of the Articles of Incorporation in its entirety and to substitute in its place:

“The aggregate number of shares the corporation shall have authority to issue is One Hundred Ten (110) shares of common stock, without par value, of which (a) Ten (10) shares shall be designated as Class A Common Stock, without par value (the “Class A Common Stock”) and (b) One Hundred (100) shares shall be designated as Class B Common Stock, without par value (the “Class B Common Stock”).

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be as follows:

Except as otherwise required by law, the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Stock shall be identical share for share.”

EXHIBIT B

1. To amend Article FIFTH of the Articles of Incorporation as follows:

To delete Article FIFTH of the Articles of Incorporation in its entirety and to substitute in its place and stead the following new Article FIFTH:

“The preemptive rights set forth in Rhode Island General Laws, (1956) as amended, Section 7-1.1-24 are denied to the Stockholders.”

2. To amend Article SIXTH of the Articles of Incorporation as follows:

“(a) Action by the stockholders pursuant to Rhode Island General Laws (1956) as amended, Section 7-1.1-30 (b) is hereby authorized

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director’s or stockholder’s duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director’s or stockholder’s duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws 7-1.1-43; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws 7-1.1-37.1.”



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:

December 28, 2021 01:41 PM

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

Nellie M. Gorbea
Secretary of State

