



State of Rhode Island  
Office of the Secretary of State

Fee: \$10.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

Non-Profit Corporation  
Articles of Amendment

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Navigant Credit Union Charitable Foundation, Inc.

If the entity's name is changing, state the new name: Navigant Credit Union Charitable Foundation, Inc.

ARTICLE II

If the corporate duration is changing, so state:  Perpetual

If the corporate purpose is changing, so state:

ARTICLE III(A) OF THE ARTICLES OF INCORPORATION OF THE CORPORATION IS HEREBY AMENDED IN ITS ENTIRETY TO READ AS FOLLOWS: A: TO GIVE BACK TO THE COMMUNITY BY SUPPORTING, PROMOTING, AND FURTHERING CHARITABLE, EDUCATIONAL, CULTURAL, SCIENTIFIC, AND PUBLIC HEALTH PURPOSES, ACTIVITIES, AND CAUSES, PRIMARILY (BUT NOT EXCLUSIVELY) AFFECTING COMMUNITIES IN WHICH NAVIGANT CREDIT UNION HAS BRANCH OFFICES OR MEMBERS, INCLUDING MAKING DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS DESCRIBED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE FOR SUCH PURPOSES, ACTIVITIES, AND CAUSES.

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
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TREASURER	LISA G DANDENEAU	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 US
SECRETARY	TIMOTHY J DRAPER	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 US
DIRECTOR	ANN M KASHMANIAN	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	JAMES K SALOME	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
PRESIDENT	KATHLEEN C OROVITZ	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	GARY E. FURTADO	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	LISA G. DANDENEAU	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	TIMOTHY J. DRAPER	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA

If there are any other provisions to be amended, so state:

ARTICLES IV OF THE ARTICLES OF INCORPORATION OF THE CORPORATION IS HEREBY

AMENDED IN ITS ENTIRETY AS FOLLOWS:

ARTICLE 4

PROVISIONS, IF ANY, NOT CONSISTENT WITH THE LAW, WHICH THE INCORPORATORS

ELECT TO SET FORTH IN THESE ARTICLES OF INCORPORATION FOR THE REGULATION OF

THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

1. THE SOLE MEMBER OF THE CORPORATION SHALL BE NAVIGANT CREDIT UNION

(THE "SOLE MEMBER").

2. THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET

INCOME OR PROFIT OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE

DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED

AND

EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON

BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN

FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.

3. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR

DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO OR FOR THE BENEFIT OF AN ORGANIZATION THEN EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT PERFORM THE FUNCTIONS OF, CARRY OUT THE PURPOSES OF, OR SUPPORT THE MISSION AND PURPOSES OF THE CORPORATION.

4. IF AND SO LONG AS THE CORPORATION IS A PRIVATE FOUNDATION (AS THAT TERM IS DEFINED IN SECTION 509 OF THE CODE), THEN NOTWITHSTANDING ANY OTHER

PROVISIONS OF THESE ARTICLES OF ORGANIZATION OR THE BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:

(A) THE INCOME OF THE CORPORATION FOR EACH TAXABLE YEAR SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE; AND

(B) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), NOR RETAIN ANY EXCESS BUSINESS HOLDINGS (AS DEFINED IN SECTION 4943(C) OF THE CODE), NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4944 OF THE CODE, NOR MAKE ANY TAXABLE EXPENDITURES (AS DEFINED IN SECTION 4945(D) OF THE CODE).

5. EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW OR BY THE BY-LAWS OF THE CORPORATION, THESE ARTICLES OF INCORPORATION MAY BE AMENDED FROM TIME TO

TIME BY AN AFFIRMATIVE VOTE OF TWO- THIRDS (2/3) OF THE BOARD OF DIRECTORS

OF THE CORPORATION AND THE APPROVAL OF THE SOLE MEMBER; PROVIDED, HOWEVER,

THAT NO SUCH AMENDMENT SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION

TO BE OPERATED OTHER THAN EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND

SCIENTIFIC PURPOSES, OR FOR ANY PURPOSE OR IN ANY MANNER THAT WOULD DEPRIVE THE CORPORATION OF ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

6. NO OFFICER OR DIRECTOR OF THE CORPORATION, OR DIRECTOR OR OFFICER OF THE MEMBER OF THE CORPORATION, SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR, OR ARISING OUT OF, A BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR OF THE CORPORATION NOTWITHSTANDING

ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW.

(I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), (III) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (IV)

FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER

PERSONAL BENEFIT. THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY

OF AN OFFICER OR DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE

DATE UPON WHICH THIS PROVISION BECOMES EFFECTIVE. NO AMENDMENT TO OR REPEAL

OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY OFFICER OR DIRECTOR FOR OR WITH RESPECT TO ANY

ACTS OR OMISSIONS OF SUCH OFFICER OR DIRECTOR OCCURRING PRIOR TO SUCH

AMENDMENT OR REPEAL.

7. TWO-THIRDS (2/3) OF THE BOARD OF DIRECTORS OF THE CORPORATION, WITH THE APPROVAL OF THE SOLE MEMBER MAY MAKE, AMEND, OR REPEAL THE BY-LAWS OF

THE CORPORATION IN WHOLE OR IN PART. NO ADOPTION, AMENDMENT, OR REPEAL OF

THE BY-LAWS SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE

OPERATED OTHER THAN EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC

PURPOSES OR FOR ANY OTHER PURPOSE OR IN ANY MANNER THAT WOULD

DEPRIVE THE CORPORATION OF ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; AND (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED.

### ARTICLE III

The Amendment was adopted in the following manner:

**(check one box only)**

The amendment was adopted at a meeting of 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 , signed by all members entitled to vote with respect thereto.

The amendment was adopted at a meeting of the Board of Directors held on 11/18/2022 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

### ARTICLE IV

Date when amendment is to become effective 6/16/2023  
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

**Signed this 16 Day of June, 2023 at 2:28:20 PM.** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

By KATHLEEN C. OROVITS

President or  Vice President (check one)

**AND**

By TIMOTHY J. DRAPER

Secretary or  Assistant Secretary (check one)

Form No. 201  
Revised 09/07

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State of Rhode Island  
**Department of State | Office of the Secretary of State**  
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

June 16, 2023 02:26 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore  
*Secretary of State*

