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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Friends of the Loeff Carousel at Slater Park

Pursuant to the provisions of Section 7-6-40 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 Friends of the Loeff Carousel at Slater Park

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation: (Insert Amendment)

Article THIRD of the Articles of Incorporation of the corporation is amended in its entirety to read as follows:

THIRD: The purpose or purposes for which the corporation is organized are: (See Exhibit A attached hereto)

Article FOURTH of the Articles of Incorporation of the corporation is amended in its entirety to read as follows:

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(See Exhibit A attached hereto)

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THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendments were adopted by a consent in writing signed as of the 26th day of March, 1993 by the sole incorporator of the corporation, pursuant to the provisions of Section 7-6-33 of the Rhode Island General Laws (1956), as amended.

Dated March 26, 1993

Friends of the Looff Carousel at Slater Park (Note 2)

By William D. Mulholland (Note 3)
William D. Mulholland, Sole Incorporator

Its President

and (Note 3)

Its Secretary

NOTES:

1. Insert whichever of the following statements is applicable:
 - (a) "The amendment was adopted at a meeting of members held on , at which 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."
 - (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
 - (c) "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 in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

EXHIBIT A

THIRD: Said corporation is constituted for the purpose of soliciting financial contributions and gifts to fund programs for the restoration, maintenance, and operation of the Looff Carousel at Slater Park (owned by the City of Pawtucket, Rhode Island) and the improvement of all properties adjacent thereto owned by the City of Pawtucket, Rhode Island, to cooperate with the City of Pawtucket, Rhode Island in planning future use and preservation of the Looff Carousel at Slater Park, and to engage in such activities and functions as are necessary, proper, and in furtherance of the goals and purposes of the corporation.

FOURTH: (a) 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 any member, director or officer (except that reasonable compensation may be paid for services rendered to or for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code.

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Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal

tax law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

(b) No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer (i) for any breach of such director's or officer's duty of loyalty to the corporation and its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director or officer derived an improper personal benefit.