



**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 SCSPA CHARITABLE FOUNDATION

If the entity's name is changing, state the new name: SCSPA CHARITABLE FOUNDATION

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

THIS CORPORATION IS ORGANIZED PURSUANT TO THE RHODE ISLAND
NONPROFIT
CORPORATION ACT, R.I. GEN.
LAWS § 7-6-1 ET SEQ., AND SHALL OPERATE EXCLUSIVELY FOR CHARITABLE AND
EDUCATIONAL PURPOSES WITHIN
THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE
CORRESPONDING SECTION OF ANY
FUTURE FEDERAL TAX CODE.

THE SPECIFIC PURPOSES OF THE CORPORATION ARE TO:

BRING THE ARTS TO THE LOCAL COMMUNITY IN THE FORM OF THEATER
PRODUCTIONS,
CONCERTS AND
PRESENTATIONS.

PROVIDE ACCESS TO HIGH-QUALITY MUSIC EDUCATION AND EXPOSURE TO THE
ARTS FOR
UNDERPRIVILEGED AND
UNDERSERVED STUDENTS, PARTICULARLY THOSE ENROLLED IN PUBLIC AND
PRIVATE
SCHOOLS WHO WOULD NOT
OTHERWISE HAVE SUCH OPPORTUNITIES DUE TO FINANCIAL OR SYSTEMIC
BARRIERS.

IN FURTHERANCE OF THESE PURPOSES, THE CORPORATION MAY:

PROVIDE SUBSIDIZED OR FREE MUSIC INSTRUCTION, PROGRAMS, AND LESSONS;

PARTNER WITH SCHOOLS AND COMMUNITY-BASED ORGANIZATIONS TO
DEVELOP MUSIC AND
ARTS PROGRAMMING;

OFFER SCHOLARSHIPS, GRANTS, AND MUSICAL INSTRUMENTS TO STUDENTS
AND
FAMILIES IN NEED;

PRESENT THEATER PRODUCTIONS, CONCERTS, WORKSHOPS, AND CULTURAL
EVENTS TO
FOSTER ARTS APPRECIATION
AND COMMUNITY ENGAGEMENT;

SUPPORT TRAINING AND DEVELOPMENT OF EDUCATORS COMMITTED TO
TEACHING IN
UNDERSERVED AREAS.

THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITY NOT PERMITTED TO
BE CARRIED
ON BY A CORPORATION
EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE
INTERNAL
REVENUE CODE AND SHALL NOT
ATTEMPT TO INFLUENCE LEGISLATION AS A SUBSTANTIAL PART OF ITS
ACTIVITIES,
NOR PARTICIPATE IN ANY
POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

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
DIRECTOR	MARISSA M MARONI	61 BROWN STREET NORTH KINGSTOWN, RI, RI 02852 USA
DIRECTOR	PHILIP IREDALE	61 BROWN STREET NORTH KINGSTOWN, RI, RI 02852 USA
DIRECTOR	LORI DANGREMOND	61 BROWN STREET NORTH KINGSTOWN, RI, RI 02852 USA

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

ARTICLE IV

PROVISIONS, IF ANY, NOT INCONSISTENT 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:

THE CORPORATION SHALL BE OPERATED AS A NONPROFIT ORGANIZATION. NO PART OF THE NET EARNINGS SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, OFFICERS, MEMBERS, OR OTHER PRIVATE PERSONS, EXCEPT FOR REASONABLE COMPENSATION FOR SERVICES RENDERED IN FURTHERANCE OF THE CORPORATION'S PURPOSE.

PROHIBITED ACTIVITIES:

THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, INCLUDING:

PARTICIPATING OR INTERVENING IN ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO) ANY CANDIDATE FOR PUBLIC OFFICE;

SUBSTANTIALLY ATTEMPTING TO INFLUENCE LEGISLATION.

DEDUCTIBLE CONTRIBUTIONS:

THE CORPORATION SHALL NOT ACCEPT ANY CONTRIBUTIONS THAT DO NOT QUALIFY AS TAX-DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE.

DISTRIBUTION OF EARNINGS:

NO PART OF THE CORPORATION'S EARNINGS SHALL BE DISTRIBUTED TO ITS INCORPORATORS, DIRECTORS, OFFICERS, OR OTHER

PRIVATE INDIVIDUALS, OTHER THAN FOR CHARITABLE PURPOSES OR REASONABLE COMPENSATION FOR SERVICES RENDERED.

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR SUBSTANTIALLY SIMILAR PURPOSES AS THOSE STATED ABOVE, WITHIN THE BOUNDS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

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 4/23/2025 , 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
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 14 Day of October, 2025 at 2:33:53 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 MARISSA M. MARONI

☒ President or ☐ Vice President (check one)

AND

By PHILIP A. IREDALE

☒ 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:

October 14, 2025 02:33 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore
Secretary of State

