



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 Ars Empirica

If the entity's name is changing, state the new name: Ars Empirica

ARTICLE II

If the corporate duration is changing, so state:  Perpetual

If the corporate purpose is changing, so state:

ARS EMPIRICA'S PURPOSES INCLUDE BUT ARE NOT LIMITED TO PROVIDING DATA-CENTRIC, ARTIFICIAL INTELLIGENCE, EXPERT AND LOGISTICAL SERVICES, AND RESEARCH, EDUCATION, AND SUPPORT FOR THE COMMON GOOD.

ARS EMPIRICA IS A NON-PROFIT CORPORATION AND SHALL OPERATE AS A SOCIAL WELFARE ORGANIZATION WITHIN THE MEANING OF SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

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<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|----------|--|--|
| DIRECTOR | DANIEL F. POTTER                               | 47 BARNES STREET<br>PROVIDENCE, RI 02906 USA               |
| DIRECTOR | WILLIAM E ZIEFF                                | 60 WOODLAWN DRIVE<br>CHESTNUT HILL, MA 02467 USA           |
| DIRECTOR | LOUIS A SCOTT                                  | 13 WENTWORTH AVENUE, FINCHLEY<br>LONDON, N3 1YA GBR        |

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

(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, ITS MEMBERS, DIRECTORS, 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 III HEREOF.

(B) A DIRECTOR OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE

DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY

(I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR

ITS MEMBERS,

(II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL

MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR

(III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED IMPROPER PERSONAL BENEFIT.

IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE

CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OR

DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION WILL BE

ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND

NON-PROFIT 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 DIRECTOR OF THE CORPORATION EXISTING AT

THE TIME OF SUCH REPEAL OR MODIFICATION.

(C) UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS (AS

THAT TERM IS DEFINED BY THE RHODE ISLAND NON-PROFIT CORPORATION ACT) OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR SOCIAL WELFARE OR CHARITABLE PURPOSES AS SHALL AT THE TIME QUALIFY OR BE ELIGIBLE TO QUALIFY AS AN ORGANIZATION OR ORGANIZATIONS UNDER SECTIONS 501(C)(3) OR 501(C)(4) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES FEDERAL TAX CODE), AS THE BOARD OF DIRECTORS SHALL DETERMINE.

ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT 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 12/30/2023 , 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.

### ARTICLE IV

Date when amendment is to become effective 12/30/2023  
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

**Signed this 30 Day of December, 2023 at 5:31:54 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 DANIEL F. POTTER

President or  Vice President (check one)

**AND**

By WILLIAM E ZIEFF

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:

December 30, 2023 05:28 PM

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

Gregg M. Amore  
*Secretary of State*

