

ing Fee: \$10.00

ID Number: 26316



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**NON-PROFIT CORPORATION**

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION**

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:

1. The name of the corporation is Narragansett Bay Yachting Association, Inc.

2. The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

See attached Exhibit A

**FILED**

APR 26 2001

By CE # 63  
262967

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
APR 26 10 40 AM '01

**Exhibit A**  
**To the Articles of Incorporation**  
**Of**  
**NARRAGANSETT BAY YACHTING ASSOCIATION, INC.**

THIRD - The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The assets of the Corporation shall be specifically dedicated for religious, charitable, scientific, literary or educational purposes, and to encourage the sport of yachting and yacht racing in Narragansett Bay and its surrounding waters and to frame and unify the rules governing yacht racing to conform insofar as practicable, with the rules of the United States Sailing Association ("US Sailing"). The Corporation shall act in an advisory capacity when so requested by its member clubs and associations and shall render such other services in the interest of yachting and yacht racing as may come within its authority and jurisdiction. It shall further establish and maintain such educational and recreational programs as shall come within its purpose.

FIFTH - No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event that the effectuation of such purposes is not deemed feasible or practicable, the Directors/Executive Committee shall distribute the net income of the Corporation and from time to time such amount or amounts of the principal of the Corporation as they shall in their discretion determine for the support of such other organization(s) which: (a) are described in the Internal Revenue Code Section 501(c)(3) and are exempt from taxation under the Internal Revenue Code Section 501(a), and (b) can effectuate the general purposes for which the Corporation was formed.

Upon the dissolution of the Corporation, the Board of Directors/Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively to one or more charitable organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code. In the event that any assets are not disposed of in the foregoing manner, such assets shall be disposed of by a court of appropriate jurisdiction to another such organization or organizations to be used in such manner as in the judgment of the court will best accomplish the purposes and further the activities of the Corporation. In no event shall any such assets be distributed to any officer or director of the Corporation or to any other private individual.