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Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

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Name
Approved

We, James D. Gallagher, *President / *Vice President,

and Michael Sheehan, *Clerk / *Assistant Clerk,

of One Fund Boston, Inc.,

(Exact name of corporation)

located at c/o Goodwin Procter LLP, 53 State Street, Boston, Massachusetts 02109,

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

Article II and Article IV, Section F

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 9 20 13, by vote of:

members, three directors, or shareholders**,

Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR

In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.

Article II of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

The purpose of the Corporation is to engage in the following activities:

The Corporation is organized and shall at all times be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended (the "Code") and Section 4 of Chapter 180 of the Massachusetts General Laws as amended ("Chapter 180"). Without limiting the generality of the foregoing, the activities of the Corporation shall include lessening the burdens of government of the City of Boston regarding the Boston Marathon tragedy of April 15, 2013, and related events, and other attacks which may occur in the future.

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P
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R.A.

*Delete the inapplicable words.

**Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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P.C.

4-17-2013

Article IV, Section F of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

Article IV-F, Restriction on Disposition of Assets.

In the event of the dissolution or liquidation of the Corporation, after payment or provision for the payment of all liabilities of the Corporation, all of the assets of the Corporation shall be disposed of to the City of Boston and/or one or more organizations with similar purposes which qualify for exemption from taxation under Section 501(c)(3) of the Code. Any assets not disposed of in this manner by the Corporation shall be distributed in accordance with an order of a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine, provided that such organizations shall have similar purposes and be exempt from taxation under the provisions of said Section 501(c)(3).

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____ .

SIGNED UNDER THE PENALTIES OF PERJURY, this 9th day of May, 20 13

James W. Gallagher, *President / *Vice President,

[Signature], *Clerk / *Assistant Clerk.

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

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I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15 having been paid, said articles are deemed to have been filed with me this 9 day of May 2013.

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION
2013 MAY -9 PM 3:54

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TO BE FILLED IN BY CORPORATION

Contact information:

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A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.