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11-20-76

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

FEDERAL IDENTIFICATION

NO. 04-210-3634

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Steven S. Manos
Joseph J. Lambert

~~President~~ Vice President, and
Secretary
~~Trustees~~ of

TRUSTEES OF TUFTS COLLEGE

(Name of Corporation)

located at Medford, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on November 15, 19 86, by vote of 23 members shareholders, being at least two thirds of its members legally qualified to vote in meetings of the corporation (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 thereon):

VOTED: That the deletion of Section 3 of the Restated Articles of Organization of the corporation and the substitution therefor of the following Section 3 is hereby ratified, confirmed and approved.

"The corporation shall have thirty-six members, all of whom shall be known as trustees and have the powers of directors. The members, all of whom shall have the same duties, rights and powers, shall consist of (a) the President of the corporation, during such President's term of office, who shall be a Trustee ex officio, (b) Alumni Trustees, who shall be elected from among the alumni of the corporation's colleges and schools either by the alumni acting directly or by such representatives of the alumni as may be chosen members of a representative group, (c) Charter Trustees, who shall be elected by the members of the corporation

Name
Approved

c

P.C.

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

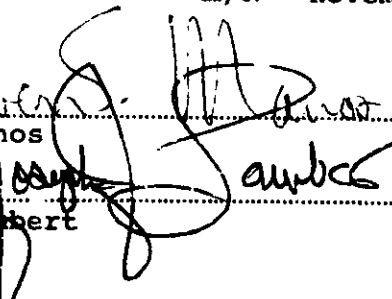
then in office, and (d) Life Trustees, who shall be Trustees in office as of August 5, 1970 (other than Alumni Trustees). The thirty-six members shall be comprised of ten Alumni Trustees and such number of Charter Trustees equal to twenty-five less the number of Life Trustees then in office. Except as herein specified, the qualifications, terms of office and manner of election of the members of the corporation shall be as specified from time to time in the by-laws of the corporation."

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws 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.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
15th day of November, in the year 1986


.....
Steven S. Mahos

Executive
President/Vice President


.....
Joseph J. Lambert

~~.....~~
Secretary

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SECRETARY OF STATE
CORPORATION DIVISION THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 10.00
having been paid, said articles are deemed to have been
filed with me this 20th
day of November, 1986.

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

..... Nutter, McClennen & Fish.....
Federal Reserve Plaza
..... 600 Atlantic Avenue.....
Boston, MA 02210
..... Attn: Constantine Alexander, Esquire
Telephone ... (617) 973-9700.....

Copy Mailed