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The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

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, President/Vice President, and Joseph J. Lambert, Secretary

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 5, 1988, by vote of 23 members, 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):

Name Approved

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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.

04-21-1852

VOTED: To amend the Restated Articles of Organization of the Corporation by deleting Section (4)(C) thereof in its entirety and substituting therefor the following:

"(C)(1) The Corporation shall indemnify to the maximum extent legally permissible but not to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code will be affected thereby, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether external or internal to the Corporation, by reason of the fact that he or she is or was a trustee of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another organization or in a capacity with respect to any employee benefit plan against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such suit, action or proceeding if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(2) Any indemnification under this Section (C) (unless required by law or ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (1) of this Section (C). Such determination shall be made (i) by the Board

of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

(3) Notwithstanding anything in this Section (C) to the contrary, no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(4) Expenses incurred by a trustee in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the trustee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section (c). Such undertaking shall be accepted by the Corporation without reference to the financial ability of the person giving the undertaking to make repayment. Any advance under this subsection (4) shall be made promptly, and in any event within ninety days, upon the written request of the person seeking the advance.

(5) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section (C) shall not be deemed exclusive or affect any other rights to which any person may be entitled by contract or otherwise under law. Each person who is or becomes a trustee shall be deemed to have served or have continued to serve in such capacity and in any other capacity at the request of the Corporation as described in subsection (1) in reliance upon the indemnity provided for in this Section (1). All rights to indemnification under this Section (C) shall be deemed to be provided

by a contract between the Corporation and the person who serves as trustee of the Corporation. Any repeal or modification of this Section (C) shall not affect any rights or obligations then existing.

(6) To the extent that a trustee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (1), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(7) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section (C) shall continue as to a person who has ceased to be a trustee and shall inure to the benefit of the heirs, executors and administrators of such a person.

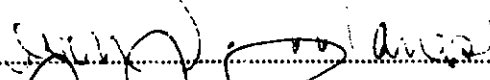
(8) If any term or provision of this Section (C) or the application thereof to any person, property or circumstance shall to any extent be invalid or unenforceable, the remainder of this Section (C) or the application of such term or provision to the persons, property or circumstances other than those as to which it is invalid or unenforceable shall not be affected thereby, and each term and provision of this Section (C) shall be valid and enforced to the fullest extent permitted by law."

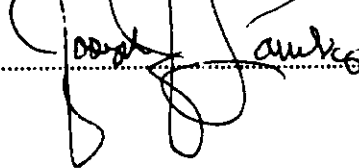
VOTED: To amend Section 4 of the Restated Articles of Organization of the Corporation to add thereto the following provisions:

"(F) No Trustee shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as a Trustee notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the Trustee'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 law, or (iii) for any transaction from which the Trustee derived an improper personal benefit."

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
10th day of November, in the year 19 88


..... President/Vice President


..... Secretary
Gen. Asst. Clerk

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 190, 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 15th day of November, 1988.

Michael J. Connolly
MICHAEL J. CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT

TO:

Nutter, McClennen & Fish
One International Place
Boston, MA 02110-2699

Attn: Constantine Alexander, Esquire

Telephone (617) 439-2000

Copy Mailed