

**ARTICLES OF AMENDMENT**

General Not For Profit Corporation Act

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-1832  
www.cyberdriveillinois.com

Remit payment in the form of a  
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\_\_\_\_\_ File # \_\_\_\_\_ Filing Fee: \$25 Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (**See Note 1 on back.**): Society of Actuaries

2. Manner of Adoption of Amendment:  
The following amendment to the Articles of Incorporation was adopted on \_\_\_\_\_ 2019 \_\_\_\_\_ in the manner  
indicated below (check one only): \_\_\_\_\_  
Month Day, Year

- By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (**See Note 2 on back.**)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (**See Note 3 on back.**)
- By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (**See Note 4 on back.**)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (**See Note 5 on back.**)

3. Text of Amendment:  
(a.) When an amendment affects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. \*Article 1: The Name of the Corporation is:

Society of Actuaries Research Institute  
New Name

(b.) All amendments other than name change.  
If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

Article 4. Purpose for which the Corporation is organized:

To advance the knowledge and application of actuarial science through charitable, educational and research activities, and to engage in all activities in furtherance of the foregoing as consistent with Illinois law and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

**All signatures must be in BLACK INK.**

Dated \_\_\_\_\_, 2019 Society of Actuaries  
 Month Day Year Exact Name of Corporation

\_\_\_\_\_  
 Any Authorized Officer's Signature

\_\_\_\_\_  
 Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, \_\_\_\_\_  
 Month Day Year

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Name and Title (print)

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Name and Title (print)

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Name and Title (print)

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Name and Title (print)

**NOTES**

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
  - a. by vote at a director's meeting (either annual or special), or
  - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
  - a. the board of directors adopt a resolution setting forth the proposed amendment, and
  - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)