

84386

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Access Healthcare Inc.

SECOND: The period of its duration (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are: See Exhibit A attached hereto.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See Exhibit B attached hereto.

RECEIVED SECRETARY OF STATE CORPORATIONS DIV. MAY 16 12 50 PM '95

FILED

MAY 16 1995

By [Signature] #55 143153

FIFTH: The address of the initial registered office of the corporation is.....

10 Weybosset Street, Providence, Rhode Island 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Richard A. Sherman.....

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is..... 3....., and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
James J. Hennessey.....	51 Whitman Road, Coventry, RI 02816.....
Jacqueline M. O'Hara.....	1424 Narragansett Blvd., Cranston, RI 02920.....
Raymond G. Benoit.....	28 Berkley Street, Woonsocket, RI 02895.....
.....	.....
.....	.....
.....	.....

SEVENTH: The name and address of each incorporator is:

Name	Address
Richard A. Sherman.....	10 Weybosset St., Providence, RI 02903.....
Richard H. Leclerc.....	100 Beachwood Avenue, Pawtucket, RI 02860.....
.....	.....
.....	.....
.....	.....

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing of the Articles of Incorporation.....

Dated May 15, 1995.....

*Richard A. Sherman*  
.....

Richard A. Sherman.....  
*Richard H. Leclerc*  
Richard H. Leclerc Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

EXHIBIT A

The purpose or purposes for which the corporation is organized are:

- a. To develop, establish, operate, maintain and provide an integrated system for delivering mental health services, substance abuse services and residential services for related populations; to operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the following organizations, each of which is a Rhode Island non-profit corporation described in either Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (the "Code") and their affiliated organizations: Community Counseling Center, Inc. ("CCC"); Mental Health Services of Cranston, Johnston and Northwestern RI, Inc. ("MHS"); Northern Rhode Island Community Mental Health Center, Inc. ("NRI"); Human Services Realty, Inc.; Mill River Community Housing Corporation; Pathways, Inc.; MHS Properties, Inc.; Sutherland Apartments, Inc. d/b/a Noramentas; Leo R. Tanguay Apartments, Inc.; Roland M. Boucher Apartments, Inc. and Blackstone Valley Mental Health Realty Corporation, Inc.
- b. To operate for the benefit of organizations which are not publicly supported organizations, but only if such organizations are currently operating for the benefit of a publicly supported organization.
- c. To engage in any or all other charitable, scientific or educational activities for which corporations may be organized and operated under the Rhode Island Non-Profit Corporation Act and Section 501(c)(3) of the Code.

EXHIBIT B

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- a. The corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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(a) of the Code as an organization described in Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.
- b. Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of three-quarters (3/4) of the total number of members of the corporation. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation outright to any or all of CCC, MHS and NRI, allocated as the Board sees fit, provided the recipient remains in existence and is exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If none of CCC, MHS or NRI are then in existence and exempt from taxation as stated in the preceding

- . sentence, then to and among any existing Rhode Island non-profit corporations organized for educational, scientific, charitable, religious, or literary purposes and which would then qualify under the provisions of Section 501(c)(3) of the Code in such manner and in such proportions as the Board of Directors shall prescribe.
- c. A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (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 for which the director derived an improper personal benefit.
- d. The corporation may, in furtherance of its purposes, make payments and distributions to other organizations which qualify as exempt organizations under Section 501(c)(3) of the Code.