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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

RESTATED ARTICLES OF INCORPORATION

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SECRETARY OF STATE
CORPORATIONS DIV
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Pursuant to the provisions of Section 7-6-42 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. The name of the corporation is South Shore Mental Health Center, Inc.

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes which the corporation is authorized to pursue are:

See attached.

4. Any other provisions, not inconsistent with law, which are presently set forth in the Articles of Incorporation as theretofore amended are as follows: *(If there are no other such provisions, so state.)*

See attached.

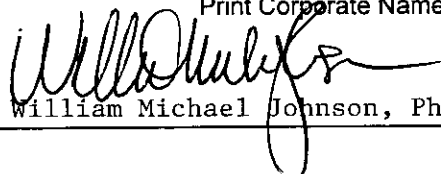
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By JB 93650

5. These Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

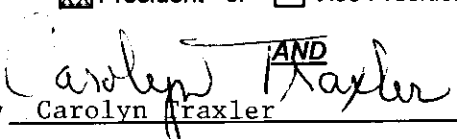
Under penalty of perjury, we declare and affirm that we have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 21, 2009

South Shore Mental Health Center, Inc.
Print Corporate Name

By  William Michael Johnson, Ph.D.

☒ President or ☐ Vice President (check one)

By  ^{AND} Carolyn Praxler

☒ Secretary or ☐ Assistant Secretary (check one)

SOUTH SHORE MENTAL HEALTH CENTER, INC.

ATTACHMENT TO RESTATED ARTICLES OF INCORPORATION

3. Specific Purpose:

The specific purpose or purposes which the corporation is authorized to pursue are: operating a mental health clinic for the purpose of providing study, diagnosis, guidance and treatment of persons who are residents of the County of Washington who have or may develop mental, emotional or personality difficulties or social problems relating to mental health with the view to treating, correcting, or preventing such difficulties and/or problems; establishing mental health clinics, so-called, and providing other means, medical services in said County of Washington for such residents of said County who may be in need of the same and providing for the study of diagnosing treatment of such persons by experts and in recognized institutions in this field in or outside said County of Washington engaging generally in related activities which would improve the mental health of individuals, families and the community at large; engaging in educational programs in guidance and mental health generally in said County cooperating with other individuals, agencies, groups, associations or corporations, public or private, having similar aims and purposes and doing all other things necessary or incidental to the above stated general aims and purposes of the corporation.

4. Other Provisions:

FOURTH: Powers. Subject to the limitations set forth in, or otherwise referred to by, other provisions of these Articles of Incorporation, the corporation shall have and may exercise in furtherance of its corporate purposes all of the powers set forth in the Rhode Island Nonprofit Corporation Act as now in effect or as they hereafter may be amended.

FIFTH: Tax Exempt Status. Notwithstanding any other provision of these Articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code") and the Corporation shall not

carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

- SIXTH: Distributions in Liquidation. In the event of liquidation or dissolution of the Corporation, after payment of or provision for all of the liabilities of the Corporation pursuant to the laws of the State of Rhode Island, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of a future tax code, and if practicable distributed to an exempt organization within the meaning of Section 501(c)(3) serving Washington County which will best accomplish the general purposes for which this corporation was organized, or, in the event such an organization does not exist, distributed to the federal government or state or local government for a public purpose.
- SEVENTH: No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director or member of the Corporation or any other private person or individual (collectively, "Private Individuals"), and no officer, director or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except that the Corporation may pay to any Private Individual (other than an officer or director) reasonable compensation or payments for services or activities in furtherance of one or more of its purposes.
- EIGHTH: Prohibited Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements relating to) any political campaign on behalf of or in opposition to any candidate for public office.
- NINTH: Elimination of Directors' Personal Liabilities. No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Corporation (i) for any breach of the director's or officer'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 director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by the directors of the Corporation shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

TENTH: Directors. The affairs and management of the Corporation shall be under the control of a Board of Directors, subject to such powers as may be reserved to the sole member of the Corporation as set forth in the Bylaws of the Corporation.

Articles of Incorporation and By-Laws. The directors may make, amend or repeal the Articles of Incorporation and the By-Laws of the Corporation only with the consent of the Sole Member.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

