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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2009 OCT 20 AM 11:28

**NON-PROFIT CORPORATION**

**ARTICLES OF DISSOLUTION**  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-6-54 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Southern RI Area Health Education Center

2. A resolution to dissolve the corporation was adopted in the following manner:

*(check one box only)*

- The resolution to dissolve the corporation was adopted at a meeting of members held on \_\_\_\_\_, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The resolution to dissolve the corporation was adopted by a consent in writing on \_\_\_\_\_, signed by all members entitled to vote with respect thereto.
- The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on March 27, 2009, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

4. The plan of distribution, if any, adopted by the corporation is as follows:

**[Insert Plan of Distribution]**  
*(If no plan of distribution was adopted, so state.)*

**See Attached**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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- 5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
- 6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

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

Date: Sept 30, 2009

Southern RI Area Health Education Center  
Print Corporate Name

By Josephine J. Spicchi  
 President or  Vice President (check one)

**AND**

By Dawn C. Martins  
 Secretary or  Assistant Secretary (check one)



BOARD OF DIRECTORS' RESOLUTION ADVISING DISSOLUTION

Pursuant to a duly made and seconded motion, the following resolution was adopted by the affirmative and unanimous vote of the Board of Directors of Southern Rhode Island Area Health Education Center (hereinafter referred to as Corporation) at a meeting held on March 27, 2009.

RESOLVED, that said Corporation shall now be dissolved in a manner prescribed by law and by the Bylaws of said Corporation effective April 30, 2009.

The undersigned, Diane C. Martins, certifies that he or she is the duly appointed Secretary of Southern Rhode Island Area Health Education Center and that the above is a true and correct copy of meeting of the directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on March 27, 2009, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as Secretary of Southern Rhode Island Area Health Education Center Corporation to this resolution.

Dated: 4-29-09

Signed: Diane C. Martins

Dated: 4-29-09

Witness: Janet A. Janicki

**PLAN OF DISSOLUTION OF  
SOUTHERN RHODE ISLAND AREA HEALTH EDUCATION CENTER**

The Board of Directors of Southern Rhode Island Area Health Education Center (herein after referred to as the Corporation), at a special meeting duly convened on the 27<sup>th</sup> day of March, 2009 , pursuant to notice given in accordance with law, by unanimous written consent, having considered the advisability of voluntarily dissolving the corporation, and it being the unanimous opinion of the Board that dissolution is advisable and it is in the best interests of the corporation to effect such a dissolution, and the Board of Directors having adopted, by unanimous vote, a Plan for a voluntary dissolution of the Corporation, does hereby resolve that the Corporation be dissolved in accordance with the following Plan:

1. Upon adoption of resolution authorizing dissolution, the Corporation shall cease to conduct its business affairs except to the extent necessary for the execution of this plan of dissolution.
2. Notice of proposed dissolution shall be mailed to each known creditor of the corporation.
3. Notice of proposed dissolution shall be mailed to Brown University along with an itemized list of projected costs associated with concluding the organization's affairs for prior approval by the Office of Sponsored Projects.
4. Upon receipt of approval by the Office of Sponsored Projects, the Corporation shall invoice Brown for pre-approved expenses associated with dissolution of the corporation, as they occur.
5. The Corporation will also utilize any remaining cash on hand to pay both (i) the costs of winding up the organization's affairs, such as attorneys and accountants' fees, and (ii) liabilities if any exist.
6. The Corporation will determine that it is in good standing and current with its Annual Reports.
7. Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation from the residual assets of the Corporation, distribute all remaining residual assets of the Corporation to Brown. Said assets shall be held at the Southern Rhode Island Area Health Education Center offices at 11 Friendship Street, Newport, RI until April 30, 2009.
8. The Corporation certifies that it has no known liabilities as of the date of proposed dissolution.

9. There being no members of the corporation, no vote of membership is required to approve this dissolution, and action of the Board of Directors is sufficient.
10. The Corporation shall continue to rent office space at Newport Hospital through April 30, 2009 for the purpose of winding down its affairs in accordance with this plan.
11. The Corporation will retain the services of the Office Manager and Bookkeeper until April 30, 2009 and authorizes said individuals to:
  - a. Collect and respond to any Corporate correspondence
  - b. Receive and deposit funds
  - c. Enter bills for payment
  - d. Invoice Brown for outstanding payables
  - e. Write checks for authorized signature
12. When all debts, liabilities and obligations of the dissolving Corporation have been paid and discharged, or adequate provision has been made for them, and all of the remaining property and assets of the Corporation have been transferred, conveyed or distributed, Articles of Dissolution shall be filed with the Rhode Island Secretary of State's Office.
13. Articles of Dissolution shall be executed in duplicate by the Corporation's President or Vice President and its Secretary.
14. Once the Articles of Dissolution are filed with the \$10 filing fee, a Certificate of Dissolution will be issued by the RI Secretary of State and forwarded to a representative of the Corporation so designated here:

Ms. Jackie Janicki  
President, Board of Directors  
Southern Rhode Island Area Health Education Center  
221 Carriage Drive  
Portsmouth, RI 02871
15. Upon receipt of the Certificate of Dissolution, the Corporation shall notify the Internal Revenue Service of dissolution by written letter containing the following information:
  - a. Name of dissolved corporation and its FEIN
  - b. Copy of Articles of Dissolution as filed with the RI Secretary of State, as well as, the Certificate of Dissolution issued by the RI Secretary of State
  - c. The corp's representative's name, address and telephone no.
  - d. List of officers with addresses and telephone nos. for each

- e. List of income and assets that has been distributed, including who has received the income/assets. Include a copy of the Plan of Distribution, if one exists
- f. Final IRS Form 990 return
- g. IRS Form 8737, if the corp is dissolving within an "advance ruling period". The advance ruling period is determined at time of IRS' approval of exemption status and the IRS confirmation letter approving 501(c)(3) status will state the time period of the advance ruling period, if one exists.

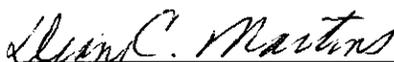
The letter and all supporting documents may be submitted to IRS by either:

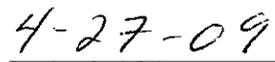
1. Fax to IRS at (513) 263-4330, or
2. Mail to: Internal Revenue Service  
Room 4024  
P.O. Box 2508  
Cincinnati, OH 45201

16. Jacqueline Janicki and Diane C. Martins be and hereby is hereby authorized to sign, execute, file and deliver all such documents and instruments as deemed necessary or appropriate to carry out winding up of the Firm, including without limitation, the filing of the Articles of Dissolution with the Rhode Island Secretary of State and all other appropriate filings with the United States Internal Revenue Service and the Rhode Island Division of Taxation.

**Certification**

I, Diane C. Martins, Secretary of the Southern Rhode Island Area Health Education Center hereby certify under penalties for perjury that a special meeting of the Board of Directors of the Corporation was duly held at 9:30AM on March 27, 2009 and the within Plan of Dissolution was duly submitted and passed by a majority vote of the Board of Directors.

  
\_\_\_\_\_  
(Signature)  
Diane C. Martins, Secretary

  
\_\_\_\_\_  
(Date)

Southern RI Area Health Education Center  
Board of Directors  
2008-09

**President:**

Jaqueline Janicki, Nursing Faculty  
Salve Regina University  
221 Carriage Drive  
Portsmouth, Rhode Island 02871  
W- 341-3296  
C- 835-0001  
H- 847-7149  
[Jaqueline.janicki@salve.edu](mailto:Jaqueline.janicki@salve.edu)

**Vice President:**

Tosca Carpenter, Director, Education and Organization Development  
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C- 862-3241  
H- 849-5445  
[TCarepenter@Lifespan.org](mailto:TCarepenter@Lifespan.org)

**Secretary:**

Diane C. Martins, Assistant Professor  
College of Nursing  
University of Rhode Island  
2 Heathman  
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C- 487-3867  
[DCMartins@uri.edu](mailto:DCMartins@uri.edu)

**Treasurer:**

Vacant

Nancy Fey-Yensan, PhD, RD, Associate Dean and Professor  
College of Human Science and Human Services  
Nutrition and Food Sciences  
University of Rhode Island  
116 Quinn Hall  
Kingston, Rhode Island 02881  
W- 874-7074  
[fey@uri.edu](mailto:fey@uri.edu)

*resigned*

Stephanie McCaffrey  
East Bay Community Action  
19 Broadway  
Newport, Rhode Island 02840  
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[smccaffrey@ebcap.org](mailto:smccaffrey@ebcap.org)

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Looking Upwards  
439 East Main Road  
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W- 847-0960  
C- 533-3546  
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[cwmiranda@lookingupward.org](mailto:cwmiranda@lookingupward.org)

Rob Trachtenberg, Assistant Director, AHEC Program, ex-officio  
235 Promenade Street  
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528-3261  
[Robert\\_Trachtenberg@brown.edu](mailto:Robert_Trachtenberg@brown.edu)

Dr. Arthur Frazzano, Associate Dean Brown University and Director, AHEC Program,  
ex-officio  
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Arnold Lab  
97 Waterman Street  
Providence, RI 02912  
863-3598  
[Arthur\\_Frazzano@brown.edu](mailto:Arthur_Frazzano@brown.edu)

Pauline Perkins-Moye, Social Services Director  
Newport Housing Authority  
120B Hillside Ave  
Newport, RI 02840  
848-3221  
[pauline@nphousing.org](mailto:pauline@nphousing.org)



# 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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

