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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

69394

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 SLH, 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 and made a part hereof;

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 and made a part hereof;

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FIFTH: The address of the initial registered office of the corporation is One Old Stone Square
Providence, Rhode Island 02903 (add Zip Code),
and the name of its initial registered agent at such address is: Andrew B. Prescott

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 5,
and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
<u>Shawn Buckless</u>	<u>One Hospital Trust Plaza, Providence, R. I. 02903</u>
<u>Andrew B. Prescott</u>	<u>One Old Stone Square, Providence, R. I. 02903</u>
<u>Neida Ogden Dimeo, M.D.</u>	<u>Rose Hill, Peacedale, R. I. 02883</u>
<u>Shelia High King</u>	<u>2700 Hospital Trust Tower, Providence, R. I. 02903</u>
<u>Mary Dowd Struck</u>	<u>101 Dudley Street, Providence, R. I. 02903</u>

SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Joanne D. Conte</u>	<u>One Old Stone Square, Providence, R. I. 02903</u>

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

Dated August 24, 1992

Joanne D. Conte
Joanne D. Conte

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 Corporation is organized exclusively as a supporting organization of The Sophia Little Home, a Rhode Island non-profit Corporation, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for the benefit of, to perform the functions of, and to carry out the purposes of, The Sophia Little Home. The Corporation is organized exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which may include, but are not limited to, providing counseling, consultation, and mental health services to children, adolescents, families, adults, elderly, business and industry, and nonprofit organizations to enhance the quality of life for those being served and to increase the mental health resources available in the community.

Exhibit B

1. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or co-operation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of the corporation's purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

2. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any officer, member, director or other private individual (except that reasonable compensation may be paid to such persons for services rendered to and for the corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no officer or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such

liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this Corporation is constituted.

3. 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.

4. 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, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5. A director of the Corporation shall not be personally liable to the Corporation 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 from which the director derived an improper personal benefit.

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