



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is ABC Senior Care New England, Inc.

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	75,000.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

NOT APPLICABLE.

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 4 JUNIPER DRIVE

City or Town: EAST GREENWICH

State: RI

Zip: 02818

The name of its initial registered agent at such address is RONALD RODNEY WEAVER

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth

in these Articles of Incorporation:

A. THE CORPORATION MAY CARRY ON ANY BUSINESS, OPERATION OR ACTIVITY TO THE SAME EXTENT AS MIGHT AN INDIVIDUAL, WHETHER AS PRINCIPAL, AGENT, CONTRACTOR OR OTHERWISE, AND EITHER ALONE, OR IN CONJUNCTION WITH OR AS A JOINT VENTURE OR OTHER ARRANGEMENT WITH ANY OTHER CORPORATION OR ANY ASSOCIATION, TRUST, FIRM OR INDIVIDUAL. THE CORPORATION MAY BE A PARTNER IN OR MEMBER OF ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF. THE CORPORATION MAY CARRY ON ANY BUSINESS, OPERATIONS OR ACTIVITY THROUGH A WHOLLY OWNED SUBSIDIARY.

B. MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS.

C. PERSONAL LIABILITY OF DIRECTORS TO CORPORATION. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 7-1.2-811 OF CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND, OR (D) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT UNLESS THE TRANSACTION IS PERMITTED BY SECTION 7-1.2-807.

D. THE BOARD OF DIRECTORS SHALL DESIGNATE STOCK ISSUED FOR CASH OR OTHER MONETARY CONSIDERATION TO BE STOCK ISSUED UNDER THE INTERNAL REVENUE CODE SECTION 1244, AND KEEP ALL RECORDS AND OTHER DOCUMENTATION NECESSARY TO SUBSTANTIATE SUCH STOCK AS QUALIFYING FOR SUCH DESIGNATION.

E. MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION MAY BE HELD ANYWHERE IN THE UNITED STATES.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	RONALD RODNEY WEAVER	4 JUNIPER DRIVE EAST GREENWICH, RI 02818 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 7 Day of January, 2010 at 12:58:55 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

RONALD RODNEY WEAVER

Form No. 100
Revised 09/07

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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

