



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

Fee: \$35.00

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

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is The Keystone Group

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

The Corporation is organized exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which purposes may include, but are not limited to the following:

(a) Supporting providers of services to the developmentally disabled that are tax-exempt under Section 501(c)(3) of the Code, including being operated in connection with the Corporation's affiliates, which include CranstonARC and Looking Upwards, Inc., each of which is exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. The Corporation shall develop and provide various services for its affiliates, which are expected to include but not be limited to strategic, executive and financial leadership; human resources support; information technology; marketing and development; purchasing; quality improvement; advocacy and training, thereby operating exclusively to carry out the purposes of certain public charities described in Section 509(a)(1) or 509(a)(2) of the Code;

(b) To engage in any or all other charitable, scientific or educational activities for which corporations may be organized under the Rhode Island Non-Profit Corporation Act and Section 501(c)(3) of the Code; and

(c) The Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more purposes exempt from taxation under the Code.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation 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 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 (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE OR (II) 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) UPON DISSOLUTION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION TO AND AMONG ANY EXISTING NON PROFIT CORPORATIONS ORGANIZED FOR EDUCATIONAL, SCIENTIFIC, CHARITABLE, RELIGIOUS, OR LITERARY PURPOSES, 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) NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR'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 DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE V

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

No. and Street: ONE PARK ROW
SUITE 300

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is DON E. WINEBERG

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 6 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	CARRIE MIRANDA	438 EAST MAIN ROAD MIDDLETOWN, RI 02842 USA
DIRECTOR	THOMAS KANE	111 COMSTOCK PARKWAY CRANSTON, RI 02921 USA
DIRECTOR	MARILYN THOMAS	438 EAST MAIN ROAD MIDDLETOWN, RI 02842 USA
DIRECTOR	BETH PINTO	438 EAST MAIN ROAD MIDDLETOWN, RI 02842 USA
DIRECTOR	A. MICHAEL MARQUES	111 COMSTOCK PARKWAY CRANSTON, RI 02921 USA
DIRECTOR	THOMAS HOGG	111 COMSTOCK PARKWAY CRANSTON, RI 02921 USA

ARTICLE VII

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	DON E. WINEBERG ESQ.	ONE PARK ROW - STE300 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 02/11/2010
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 11 Day of February, 2010 at 9:22:11 AM 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 § 7-6.*

DON E. WINEBERG ESQ.

Form No. 200
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

