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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

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Permanency Partners, Inc.
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes for which the corporation is organized are:
See Exhibit A attached hereto and Incorporated herein.
4. 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:
See Exhibit B attached hereto and Incorporated herein.

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CORPORATIONS DIV

5. The address of the Initial registered office of the corporation is 222 Jefferson Boulevard
(Street Address, not P.O. Box)
Warwick, RI 02888, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Corporation Service Company
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 4
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
David Caprio	153 Summer Street, Providence, RI 02903
James Gannaway	1268 Eddy Street, Providence, RI 02905
Lisa Guillette	55 South Brow Street, East Providence, RI 02914
William Reardon	58 Flanagan Road, Portsmouth, RI 02879

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
David Caprio	153 Summer Street, Providence, RI 02903

8. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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

Date: _____

David Caprio

Signature of each Incorporator

EXHIBIT A

[Pertaining to Article Third]

- (i) The purposes for which the corporation is organized are to act as a network of non-profit service providers to provide services for children, youth and families involved with or at risk of involvement with the Rhode Island Department of Children, Youth and Families, or successor agency thereto, and to carry on and perform all such other activities as may be necessary or desirable to perform the functions of, carry out the purposes of, or otherwise support the mission and purposes of the corporation; and
- (ii) To conduct such other lawful activities that are consistent with the charitable purposes set forth above for which a corporation may be formed under Title 7, Chapter 6 of the Rhode Island General Laws (1956), as amended.

EXHIBIT B

[Pertaining to Article Fourth]

1. The corporation is not organized for profit, and no part of the net income or profit shall inure to the benefit of any officer or director of the corporation or any other private person, except that the corporation may pay reasonable compensation for services rendered and make payments in furtherance of such purposes as set forth herein.

2. In the event of the liquidation of the corporation, whether voluntary or involuntary, no officer, director or private person 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 Board of Directors or, in default thereof, an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island, or one or more organizations that would then qualify as described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, such property to be used by the State of Rhode Island or such Section 501(c)(3) organization(s) to accomplish the purposes for which the corporation is organized.

3. No more than an insubstantial part of the activities of the corporation shall be in furtherance of non-exempt purposes. Any other provisions herein notwithstanding, the corporation will at all times be organized and operated exclusively for exempt purposes described in Section 501(c)(3) of the Internal Revenue Code and shall not have the power to do anything or take any action which would cause it to cease to qualify as a non-profit corporation under state law or as an organization described under Section 501(c)(3) of the Code or Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the corporation engage in any year in which it may be a "private foundation," as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) or 4943(c) of the Code, or do any act, or fail to do any acts, that will result in the imposition of tax on the corporation under Sections 4942, 4944, or 4945 of the Code.

4. Except as authorized by Section 501(h) of the Code and a proper election filed thereunder, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by the publication or distribution of statements or otherwise.

5. The corporation is authorized to indemnify and hold harmless, and to advance expenses in defense of any claims against, its directors, officers, employees and agents to the extent and in the manner provided in the bylaws of the corporation and pursuant to the provisions of the Rhode Island Nonprofit Corporation Act, each as may be amended from time to time.

6. No director or officer shall have personal liability to the corporation or to its members for monetary damages for breach of such director's duty as a director or duty as an officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of the director's or officer's duty of loyalty to the corporation or to 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.

All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, or to the corresponding section of any future federal tax code, and (ii) to the Rhode Island General Laws shall be deemed to refer to the Rhode Island General Laws as now in force or hereafter amended, or to the corresponding provision of any future compilation of the Rhode Island General Laws.

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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

