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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

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-8-42 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. The name of the corporation is Home & Hospice Care of Rhode Island
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes which the corporation is authorized to pursue are:
Article 3 Attachment.
4. Any other provisions, not inconsistent with law, which are presently set forth in the Articles of Incorporation as theretofore amended are as follows: (If there are no other such provisions, so state.)
Article 4 Attachment.

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5. These Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

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

Date: January 27, 2012

Home & Hospice Care of Rhode Island
Print Corporate Name

By Diana M. Francitto

☒ President or ☐ Vice President (check one)

AND
By Alane J. Doyle

☒ Secretary or ☐ Assistant Secretary (check one)

ARTICLE 3 ATTACHMENT
HOME & HOSPICE CARE OF RHODE ISLAND
RESTATED ARTICLES OF INCORPORATION

3. The specific purpose or purposes which the corporation is authorized to pursue are:
- A. To be operated and organized exclusively for and in furtherance of charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and any subsequent amendments thereto (the "Code").
- B. To provide hospice and palliative care services to individuals living with serious illness, those who are dying and all who care for them.
- C. To engage in any and all other permitted activities under the Rhode Island Nonprofit Corporation Act, as from time to time amended (the "Nonprofit Corporation Act"), but only to the extent that the status that the corporation may then have as an exempt corporation under Section 501(c)(3) of the Code is not affected by the inclusion of such other purposes. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

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ARTICLE 4 ATTACHMENT
HOME & HOSPICE CARE OF RHODE ISLAND
RESTATED ARTICLES OF INCORPORATION

4. Any other provisions, not inconsistent with law, which are presently set forth in the Articles of Incorporation as theretofore amended are as follows:

A. Meetings of the directors may be held anywhere in the United States.

B. The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed, provided that no such power shall be exercised in a manner inconsistent with the Rhode Island Nonprofit Corporation Act, as now in force or hereafter amended, or which is unlawful under any other chapter of the State of Rhode Island General Laws, and provided that if the corporation is then qualified as an exempt organization under Section 501(c)(3) of the Code, no such power shall be exercised in a manner inconsistent therewith.

C. The following shall be limitations on the powers of the corporation notwithstanding any other provision of these Articles of Incorporation:

(1) Upon dissolution, the net assets of the corporation shall be distributed to Home Care & Hospice of New England, the member of the corporation which is also an exempt corporation under Section 501(c)(3) of the Code, or, if Home Care & Hospice of New England is dissolved prior to the dissolution of the corporation, the net assets shall be distributed for one or more exempt purposes specified in Section 501(c)(3) of the Code and shall not be distributed to any private shareholder or individual (including, without limitation, any individual, director, or officer of the corporation);

(2) The corporation shall use and/or distribute all property from time to time held by the corporation solely in the furtherance of the exempt purposes of the corporation in such manner as the board of directors shall determine;

(3) No part of the net earnings of the corporation, if any, 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 exempt purposes set forth in Article 3 of these Articles of Incorporation; and

(4) Persons of any race, creed, color, religion, physical ability, sexual orientation or sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the corporation, its programs and activities, and the corporation shall not discriminate on the basis of race, creed, color, religion, physical ability, sexual orientation or sex in administering its policies and

programs including, without limitation, any scholarship programs, if any, provided by the corporation.

D. No director or officer shall be personally liable to the corporation or its directors for monetary damages for breach of fiduciary duty as an director or officer notwithstanding any provision of law imposing such liability, except that, to the extent existing or future applicable law provides that the following liability may not be eliminated or limited, this provision shall not eliminate or limit the liability of an director or officer for any of the following acts: (i) breach of the director's or officer's duty of loyalty to the corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of an director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

E. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

F. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) or corresponding provisions of any subsequent law.

In any year in which the organization is a private foundation as described in Section 509(a) of the Code, the organization shall distribute its income for said period in such time and manner as not to subject it to tax under Section 4942 of the Code, and the organization shall not (i) engage in any act of self-dealing as defined in Section 4941(d), (ii) retain any excess business holdings as defined in Section 4943(c), (iii) make any investments in such a manner as to subject the organization to tax under Section 4944, or (iv) make any taxable expenditures as defined in Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.



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. RALPH MOLLIS

Secretary of State

