



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 Keats Gardens, Inc.

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

(a) To provide elderly or disabled persons with housing facilities and services especially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) The Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly and disabled persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(d) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### **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 IS EMPOWERED:

(I) TO BUY, OWN, SELL, ASSIGN, MORTGAGE, OR LEASE ANY INTEREST IN REAL ESTATE AND PERSONAL PROPERTY AND TO CONSTRUCT, MAINTAIN AND OPERATE IMPROVEMENTS THEREON NECESSARY OR INCIDENT TO THE ACCOMPLISHMENT OF THE PURPOSES SET FORTH IN ARTICLE III HEREOF, BUT SOLELY IN CONNECTION WITH THE PROJECT ASSISTED UNDER SECTION 202 OF THE HOUSING ACT OF 1959, AS AMENDED.

(II) TO BORROW MONEY AND ISSUE EVIDENCE OF INDEBTEDNESS IN FURTHERANCE OF ANY OR ALL OF THE OBJECTS OF ITS BUSINESS, AND TO SECURE THE SAME BY MORTGAGE, PLEDGE, OR OTHER LIEN ON THE CORPORATION'S PROPERTY.

(III) TO DO AND PERFORM ALL ACTS REASONABLY NECESSARY TO ACCOMPLISH THE PURPOSES OF THE CORPORATION, INCLUDING THE EXECUTION OF A REGULATORY AGREEMENT WITH THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT, AND OF SUCH OTHER INSTRUMENTS AND UNDERTAKINGS AS MAY BE NECESSARY TO ENABLE THE CORPORATION TO SECURE THE BENEFITS OF CAPITAL ADVANCES OR PROJECT RENTAL ASSISTANCE UNDER THE AFOREMENTIONED SECTION 202 PROGRAM. SUCH REGULATORY AGREEMENT AND OTHER INSTRUMENTS AND UNDERTAKINGS SHALL REMAIN BINDING UPON THE CORPORATION, ITS SUCCESSORS AND ASSIGNS, SO LONG AS A MORTGAGE ON THE CORPORATION'S PROPERTY IS HELD BY THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT.

(IV) UPON THE DISSOLUTION OF THE CORPORATION OR THE WINDING UP OF ITS AFFAIRS, OR OTHER LIQUIDATION OF ITS ASSETS, THE CORPORATION'S PROPERTY SHALL NOT BE CONVEYED TO ANY ORGANIZATION CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL, AND ALL OF THE REMAINING ASSETS OF THE CORPORATION, AFTER THE PAYMENT OF THE CORPORATION'S DEBTS, SHALL BE CONVEYED OR DISTRIBUTED ONLY TO ONE OR MORE ORGANIZATIONS CREATED AND OPERATED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF ARTICLE III (C) HEREOF, OTHER THAN FOR RELIGIOUS PURPOSES, ALL OF THE FOREGOING WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING SECTION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, OR SHALL BE DISTRIBUTED TO THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT EXCLUSIVELY FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH

PURPOSES.

(B) BY-LAWS OF THE CORPORATION MAY BE ADOPTED BY THE DIRECTORS AT ANY REGULAR MEETING OR ANY SPECIAL MEETING CALLED FOR THAT PURPOSE, SO LONG AS THEY ARE NOT INCONSISTENT WITH THE PROVISIONS OF THESE ARTICLES OR OF THE REGULATORY AGREEMENT BETWEEN THE CORPORATION AND THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT PURSUANT TO ARTICLE III HEREOF.

(C) SO LONG AS A MORTGAGE ON THE CORPORATION'S PROPERTY IS HELD BY THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT OR ANY USE AGREEMENT BETWEEN SAID SECRETARY AND THE CORPORATION REMAINS IN EFFECT, THESE ARTICLES MAY NOT BE AMENDED WITHOUT THE PRIOR WRITTEN APPROVAL OF THE SAID SECRETARY.

(D) THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE AT LEAST SEVEN (7) VOTING INDIVIDUALS, BUT NOT MORE THAN FIFTEEN (15).

(E) THE DIRECTORS SHALL SERVE WITHOUT COMPENSATION.

(F) THE DIRECTORS OF THE CORPORATION SHALL, AT ALL TIMES, BE LIMITED TO INDIVIDUALS WHO ARE EITHER MEMBERS OR DIRECTORS OF THE ARC OF BLACKSTONE VALLEY, OR NONMEMBERS OR NONDIRECTORS WHO HAVE THE APPROVAL OF THE BOARD OF DIRECTORS OF THE SAID ORGANIZATION. IN THE EVENT THAT A DIRECTOR OF THE CORPORATION CEASES TO BE A MEMBER OR DIRECTOR OF THE ARC OF BLACKSTONE VALLEY OR, IF THE AFORESAID APPROVAL IS WITHDRAWN, THEN, IN EITHER EVENT, SUCH SHALL CONSTITUTE AUTOMATIC RESIGNATION AS A DIRECTOR OF THE CORPORATION.

(G) THE OFFICERS OF THE CORPORATION, AS PROVIDED BY THE BY-LAWS OF THE CORPORATION, SHALL BE ELECTED BY THE DIRECTORS OF THE CORPORATION, IN THE MANNER THEREIN SET OUT, AND SHALL SERVE UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED. THE DIRECTORS SHALL ELECT THE REGULAR OFFICERS OF THE CORPORATION, AT THE ANNUAL MEETING, FOR TERMS OF ONE YEAR. THE SECRETARY AND TREASURER MAY BE ONE AND THE SAME PERSON.

**ARTICLE V**

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

No. and Street: 317 IRON HORSE WAY  
SUITE 301

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is GARY R. PANNONE, ESQ.

**ARTICLE VI**

The number of directors constituting the initial Board of Directors of the Corporation is 7 and the names and addresses of the persons who are to serve as the initial directors are:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	LESTER B. KEATS	355 BLACKSTONE BOULEVARD, APT. 305 PROVIDENCE, RI 02906 USA
DIRECTOR	THOMAS E. HODGE	53 WILTON AVENUE PAWTUCKET, RI 02861 USA
DIRECTOR	A. MELANIE CHERRY	307 SMITH NECK ROAD SOUTH DARTMOUTH, MA 02748 USA
DIRECTOR	KATHLEEN ONEILL	42 FAIRHAVEN ROAD CUMBERLAND, RI 02864 USA
DIRECTOR	GERALD F. ONEILL	42 FAIRHAVEN ROAD CUMBERLAND, RI 02864 USA
DIRECTOR	JOSEPH F. MCENNESS	68 PRAIRIE AVENUE NEWPORT, RI 02840 USA
DIRECTOR	CONSTANCE B. BOISSE	4 WILLINGTON ROAD PAWTUCKET, RI 02861 USA

#### ARTICLE VII

The name and address of the each incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	JEFFREY W. RAY	317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 USA

#### ARTICLE VIII

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

**Signed this 5 Day of April, 2012 at 12:02:12 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 § 7-6.*

**Enter signatures below.**

JEFFREY W. RAY

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*

