

3. The amendment was adopted in the following manner:

(check one box only)

- The amendment was adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing on 8-22-11, signed by all members entitled to vote with respect thereto.
- The amendment was adopted at a meeting of the Board of Directors held on _____ and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective upon filing.
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

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

Date: 8-25-11

ST. JOSEPH HEALTH SERVICES FOUNDATION

Print Corporate Name

By Joseph R. DiStefano

President or Vice President (check one)

AND

By K. Helcher

Secretary or Assistant Secretary (check one)

ST. JOSEPH HEALTH SERVICES FOUNDATION

ID NO. 161987

EXHIBIT A
TO
ARTICLES OF AMENDMENT

The following amendments to the Articles of Incorporation were adopted by the corporation:

1. Article 1 of the Articles of Incorporation is hereby amended in its entirety to read as follows:

“1. The name of the corporation is CharterCARE Health Partners Foundation.”

2. Article 3 of the Articles of Incorporation is hereby amended in its entirety to read as follows:

“3. The specific purpose or purposes for which the corporation is organized are: This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), and regulations promulgated thereunder. Such purposes shall include raising funds for the benefit of CharterCARE Health Partners, a Rhode Island nonprofit corporation, and its affiliates. In addition, the Corporation may conduct such other activities as may be carried out by a corporation organized under the Rhode Island Nonprofit Corporation Act and described in Section 501(c)(3) of the Code.”

3. Article 4 of the Articles of Incorporation is hereby amended in its entirety to read as follows:

“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:

1. Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles of Incorporation, this Corporation shall have, and may exercise in furtherance of its corporate purposes:

(a) all of the powers specified in Rhode Island General Laws Section 7-6-5, as amended from time to time; and

(b) all other lawful powers necessary or convenient to effect any or all of the purposes for which the Corporation was formed;

provided, however, that no such power shall be exercised in a manner inconsistent with the Rhode Island Nonprofit Corporation Act or any other chapter of the Rhode Island General Laws or with the exemption from taxation under the Code.

2. Bylaws. The bylaws may be made, amended or repealed in the manner set forth in the bylaws.

3. Meetings. The sole member of the Corporation shall be CharterCare Health Partners, a Rhode Island nonprofit corporation. Meetings of the members of the Corporation may be held anywhere in the United States.

4. Transactions with Interested Persons. The bylaws may contain provisions providing that no contract or transaction of the Corporation shall be void or voidable by reason of the fact that any officer, director or members of the Corporation may have held an interest therein.

5. Elimination of Directors' Personal Liability. No director shall be personally liable to the Corporation or its members for monetary damages for breach of his or her duty as a director, notwithstanding any provision of law imposing such liability; provided, however, 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 members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (c) for any transaction from which the director derived an improper personal benefit.

No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles of Incorporation shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

6. Tax Exempt Status. It is the intent of the Corporation that it be exempt from federal income taxation pursuant to Section 501(c)(3) of the Code. Accordingly, notwithstanding anything else to the contrary in these Articles of Incorporation, the Corporation shall be operated exclusively for such permissible purposes as described herein, and all purposes and powers herein shall be construed consistent with this intent.

7. No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private person, except that the Corporation may pay reasonable

compensation for services rendered and make payments and distributions in furtherance of exempt purposes.

8. **Distribution in Liquidation.** In the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be distributed as then determined by the Corporation's Board of Directors in the manner described herein: to CharterCARE Health Partners, a Rhode Island nonprofit corporation, or its successor corporation, if said corporation or said successor corporation shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code, or if such corporation or successor corporation does not so qualify, then all such assets shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, for the provision and/or advancement of health care through an organization or organizations operating exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code.
9. **Successor Laws.** All references herein (a) to the Code refer to the Code as now in force or as hereafter amended, or any successor statute and (b) to the Rhode Island General Laws, or any chapter thereof, refer to said laws now in force or as hereafter amended.