



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

Fee: \$10.00

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

Non-Profit Corporation
Articles of Amendment

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Mount St. Rita Health Centre

If the entity's name is changing, state the new name: Mount St. Rita Health Centre

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

Article Third is hereby deleted in its entirety and replaced with the following:

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

(a) To embody the mission of the healing Ministry of Jesus in the Roman Catholic Church through the Corporation's participation in the Roman Catholic health care system (the "System") sponsored by Covenant Health Systems, a public juridic person of pontifical right under the laws of the Roman Catholic Church; to function as an integral part of the System, and in connection therewith to engage in the delivery, and activities that further or are related to or associated with the delivery, of health and human services, either directly through facilities or programs owned or controlled by the Corporation or indirectly by assisting and supporting (financially and otherwise) Covenant Health, Inc. (formerly known as Covenant Health Systems, Inc.), a Massachusetts non-profit corporation, and other organizations within or affiliated or associated with the System; to operate in a manner consistent with the teachings and law of the Roman Catholic Church; and to recognize and embrace the spirit and traditions of Covenant Health Systems, as the current sponsor of the Corporation, and the Sisters of Mercy of the Americas, Northeast Community, as the original sponsor of the Corporation.

(b) To establish, operate and maintain a skilled nursing facility in Cumberland, Rhode Island in a manner consistent with the teachings of the Roman Catholic Church, to provide medical, nursing, rehabilitation, educational and social services as may be consistent with the operation of a skilled nursing facility, and to conduct any and all activities related thereto.

(c) To advance the knowledge and practice of medicine and nursing, including the provision of long term care and geriatric services, through research and education relating to care, treatment and healing.

(d) To participate, as far as circumstances may warrant, in any activity designed and established to promote the general health, rehabilitation and social needs of the community.

(e) To receive by gifts, devises, bequests, or otherwise, any kind of property, absolutely or in trust, the principal or income of the same to be used for the furtherance of any of the purposes designated herein.

(f) To engage generally in any activity in furtherance of the corporation's religious, charitable, educational and scientific purposes that may lawfully be carried on by a corporation formed under the Rhode Island Nonprofit Corporation Act, as amended or supplemented from time to time, to the extent that such activity is consistent with Section 501(c)(3) of the Internal Revenue Code.

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	STEPHANIE IGOE	15 SUMNER BROWN ROAD CUMBERLAND, RI 02864 USA
DIRECTOR	KENNETH ARNOLD	167 POINT STREET, SUITE 2B PROVIDENCE, RI 02903 USA

If there are any other provisions to be amended, so state:

ARTICLE FOURTH IS HEREBY DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING:

FOURTH: PROVISIONS (IF ANY) FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION, INCLUDING PROVISIONS FOR THE DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION, ARE:

(A) THE SOLE MEMBER OF THE CORPORATION SHALL BE COVENANT HEALTH, INC. (FORMERLY KNOWN AS COVENANT HEALTH SYSTEMS, INC.), A MASSACHUSETTS NON-PROFIT CORPORATION, AND THE RIGHTS OF THE MEMBER, INCLUDING VOTING RIGHTS, SHALL BE AS STATED IN THE BYLAWS OF THE CORPORATION.

(B) THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE) (THE "CODE"), INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C)(3) OF THE CODE.

(C) NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF ANY NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG OR INURE TO THE BENEFIT OF ANY OFFICER, DIRECTOR OR TRUSTEE OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL OR BE APPROPRIATED FOR ANY PURPOSES OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH; PROVIDED, HOWEVER, THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR THE CORPORATION AFFECTING ONE OR MORE OF ITS PURPOSES. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, EXCEPT TO THE EXTENT THAT THE CORPORATION MAKES EXPENDITURES FOR PURPOSES OF INFLUENCING LEGISLATION IN CONFORMITY WITH THE REQUIREMENTS OF SECTION 501(H) OF THE CODE, AND THE

CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND SHALL NOT BE A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE CODE.

(D) IN THE EVENT OF DISSOLUTION OF THE CORPORATION, THE BOARD OF TRUSTEES, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL THE LIABILITIES OF THE CORPORATION, AND AFTER THE PLAN OF DISSOLUTION HAS BEEN APPROVED IN ACCORDANCE WITH RHODE ISLAND LAW, SHALL DISTRIBUTE ALL OF THE ASSET OF THE CORPORATION TO THE SOLE MEMBER OF THE CORPORATION, COVENANT HEALTH, INC., PROVIDED IT IS THEN EXEMPT FROM FEDERAL TAXATION UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, AND IF IT IS NOT THEN EXEMPT FROM FEDERAL TAXATION UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, THEN TO SUCH ORGANIZATION OR ORGANIZATIONS THAT ARE EXEMPT FROM FEDERAL TAXATION UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE AS THE SOLE MEMBER OF THE CORPORATION SHALL DETERMINE.

(E) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE; OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2), 2055(A)(2) OR 2522(A)(2) OF THE CODE.

(F) NO DIRECTOR OR TRUSTEE OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S OR TRUSTEE'S DUTY AS A DIRECTOR OR TRUSTEE NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS ARTICLE SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR OR TRUSTEE (I) FOR ANY BREACH OF THE DIRECTOR'S OR TRUSTEE'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBER, (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 TRUSTEE DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

The amendment was adopted at a meeting of members held on 1/23/2015, 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 , 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.

ARTICLE IV

Date when amendment is to become effective 1/23/2015
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 23 Day of January, 2015 at 12:40:20 PM. *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.*

Mount St. Rita Health Centre
Corporate Name

By STEPHANIE IGOE

President or Vice President (check one)

AND

By DIANE JOHNSON

Secretary or Assistant Secretary (check one)

Form No. 201
Revised 09/07

© 2007 - 2015 State of Rhode Island and Providence Plantations
All Rights Reserved



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

