

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Robert D. Wieck, Stephen L.
Howard, Charles H. Boisseau, Matthew M. Kimball, Thomas F. McDonnell

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of
MID-STATE CARDIAC REHABILITATION PROGRAM, INC.

THIRD. Said corporation is constituted for the purpose of
To engage exclusively in charitable and educational purposes
within the meaning of §501(c)(3) of the Internal Revenue Code of 1954
or corresponding provision of any future United States Internal Revenue
Law, and within such parameters, to establish cardiac rehabilitation
program and render such related services as providing patient information
and education.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-7.1 and 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to certain corporations organized for the purposes enumerated in § 7-6-8. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in.....Warwick....., Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH.....

See exhibit attached hereto and made a part hereof

SIXTH.....

SEVENTH.....

This Corporation shall possess any and all powers granted to it under the laws of the State of Rhode Island which are necessary and expedient to carry out the purposes set forth in Article Third herein above, but shall not possess or exercise any such powers not allowed to a Corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors or 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 purposes set forth in Article Third herein above;

No substantial part of the activities of the Corporation shall be 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) campaign on behalf of 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

In the event of the dissolution of this Corporation, any remaining assets, after the payment of legal obligations, shall be distributed to one or more organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

MID-STATE CARDIAC
REHABILITATION PROGRAM, INC.
300 Tollgate Road
Warwick, RI 02886

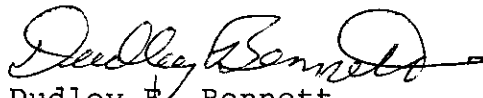
Secretary of State
Corporations Division
270 Westminster Mall
Providence, RI 02903

Dear Sir/Madam:

Mid-State Cardiac Rehabilitation Program, Inc., a Rhode Island business corporation, consents to the organization of Mid-State Cardiac Rehabilitation Program, Inc., a nonprofit corporation in the State of Rhode Island.

Thank you.

Yours truly,


Dudley E. Bennett,
President

DEB:mam

In Testimony Whereof, We have hereunto set our hands and stated our residences this

day of A. D. 1984

NAME	RESIDENCE
<u>Robert D. Wieck</u>	20 Cardinal Lane, East Greenwich, RI
<u>Stephen L. Howard</u>	79 Alfred Drowne Rd., Barrington, RI
<u>Charles H. Boisseau</u>	76 Alfred Drowne Rd., Barrington, RI
<u>Matthew Kimball</u>	49 Elton Street, Prov., RI
<u>Thomas F. McDonnell</u>	638 Wickenden Street, Prov., RI

STATE OF RHODE ISLAND, }
COUNTY OF Providence }

In the City } of Providence
Town }

in said county this 8th day of August A. D. 1984, then

personally appeared before me Robert D. Wieck, Stephen L. Howard, Charles H. Boisseau, Matthew Kimball, Thomas F. McDonnell

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Elaine J. Pickett
NOTARY PUBLIC Notary Public.

CP35 35.00
CHCK 35.00
0166A001
08/09/84 PAID

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

Rec'd. & Filed AUG 8 1984 19

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