



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 CHC Accountable Care Organization

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

To act on behalf of participating health care providers to enter into shared savings and other innovative financing arrangements to improve patient health and reduce the overall total cost of care for publicly and privately funded populations.

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. CHARITABLE PURPOSES. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES, AND NO PART OF THE NET EARNINGS, PROFITS, OR ASSETS OF THE CORPORATION UPON DISSOLUTION OR OTHERWISE SHALL INURE TO THE BENEFIT OF ANY PRIVATE PERSON OR INDIVIDUAL OR ANY DIRECTOR OF THE CORPORATION, AND UPON LIQUIDATION OR

DISSOLUTION, ALL PROPERTY AND ASSETS OF THE CORPORATION REMAINING AFTER PAYING OR PROVIDING FOR ALL DEBTS AND OTHER EXPENSES SHALL BE DISTRIBUTED AND PAID OVER TO ONE OR MORE §501(C)(3) ORGANIZATIONS SELECTED BY THE BOARD THAT OPERATE ONE OR MORE FEDERALLY QUALIFIED COMMUNITY HEALTH CENTERS. NOTWITHSTANDING THE FOREGOING, THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS

IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE 3 HEREOF. THE CORPORATION SHALL NOT, AS A SUBSTANTIAL PART OF ITS ACTIVITIES, CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION. THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN ANY POLITICAL

CAMPAIGN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION,

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES 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 DESCRIBED IN SECTION 501(C)(3) OF THE CODE OR UNDER A CORRESPONDING PROVISION OF ANY FUTURE STATUTE.

B. LIMITATION OF LIABILITY. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (A "DIRECTOR") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A

DIRECTOR, EXCEPT FOR: (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBER, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR

A KNOWING VIOLATION OF THE LAW; OR (III) LIABILITY FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY

OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED OR LIMITED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT AS SO AMENDED.

ARTICLE V

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

No. and Street: CHACE RUTTENBERG & FREEDMAN, LLP
ONE PARK ROW - SUITE 300

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is

DON E. WINEBERG

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	DENNIS ROY	19 BROADWAY NEWPORT,, RI 02840 USA
DIRECTOR	STEPHANIE MCCAFFREY	19 BROADWAY NEWPORT,, RI 02840 USA
DIRECTOR	CHARLES T. JONES	71 SERVICE AVENUE - BUILDING 2 WARWICK, RI 02886 USA
DIRECTOR	JEANNE LACHANCE	171 SERVICE AVENUE - BUILDING 2 WARWICK,, RI 02886 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	DON E. WINEBERG	ONE PARK ROW - SUITE 300 PROVIDENCE,, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 04/29/2016
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 29 Day of April, 2016 at 11:04:18 AM 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 signature(s) below.
DON E. WINEBERG

Form No. 200
Revised 09/07

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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

