

Filing Fee \$10.00



State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

**ARTICLES OF CONSOLIDATION
OF DOMESTIC CORPORATIONS
INTO**

Fogarty-Woonsocket Health Care Corporation

Pursuant to the provisions of Chapter 7-6 of the General Laws, 1956, as amended, the undersigned corporations, adopt the following Articles of Consolidation for the purpose of merging them into a new corporation:

FIRST: The following Plan of Consolidation was approved by each of the undersigned corporations:

(Insert Plan of Consolidation)

The Plan of Consolidation adopted by each of the undersigned corporations is attached hereto and incorporated herein.

RECEIVED
SECRETARY OF STATE
CORPORATIONS
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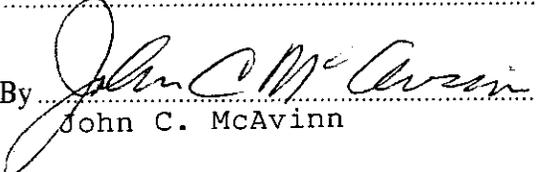
SECOND: As to each of the undersigned corporations; the Plan of Consolidation was adopted in the following manner: (Note 1)

The Plan of Consolidation was adopted by Woonsocket Community Health, Inc. at a meeting of its members held on October 29, 1987, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The Plan of Consolidation was adopted by Fogarty Health Systems, Inc. at a meeting of its members held on October 29, 1987, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

Dated September 1, 19 88

Woonsocket Community Health, Inc. (Note 2)

By  (Note 3)
John C. McAvinn

Its President

and  (Note 3)
Joseph O'Donnell, Jr.

Its Secretary

Fogarty Health Systems, Inc. (Note 2)

By  (Note 3)
John C. McAvinn

Its President

and  (Note 3)
Richard Ferland

Its Secretary

- NOTES:**
1. As to each of the corporations parties to the consolidation, insert whichever of the following statements is applicable:
 - (a) "The Plan of Consolidation was adopted by at a meeting of its members held on , at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
 - (b) "The Plan of Consolidation was adopted by by a consent in writing signed under date of by all members entitled to vote in respect thereof."
 - (c) "The Plan of Consolidation was adopted by 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 in respect thereof."
 2. Exact corporate names of corporations executing the Articles.
 3. Signatures and titles of officers signing for the respective corporations.

PLAN OF CONSOLIDATION
of
Woonsocket Community Health, Inc.
and
Fogarty Health Systems, Inc.

1. Names of Consolidating and Resulting Corporations

Woonsocket Community Health, Inc., and Fogarty Health Systems, Inc., each being Rhode Island non-profit corporations organized pursuant to the Rhode Island Non-Profit Corporation Act, will consolidate into Fogarty-Woonsocket Health Care Corporation, a Rhode Island non-profit corporation.

2. Terms and Conditions of Consolidation

Following receipt of any necessary governmental approvals, the two consolidating corporations shall file Articles of Consolidation. The consolidation shall be effective upon acceptance by the Secretary of State of such Articles.

The officers of the consolidated corporation, who shall serve until their respective successors are duly elected and qualified pursuant to the by-laws of the consolidated corporation, shall be:

Chairman: Bentley Tobin	Executive Vice President: Robert Walker
Vice-Chairman: Herbert Miller	Treasurer: Richard Ferland
President: John C. McAvinn	Secretary: Joseph O'Donnell

The first annual meeting and the first regular meeting of the Board of Trustees of the consolidated corporation to be held after the effective date of this plan may be called or may convene in the manner provided herein or in the by-laws of the consolidated corporation. At the first meeting of the Board of Trustees of the corporation, or as soon thereafter as possible, said Board shall determine a new name for the corporation and initiate the legal process of changing said name, it being acknowledged that the name set forth above is being used for the purpose of meeting legal requirements that this plan set forth a name for the consolidated corporation, and that it is not intended that such name be considered the permanent name of the corporation.

The consolidated corporation may have such other officers as shall be provided for in its by-laws.

If on the effective date of the consolidation a vacancy shall exist in any trusteeship of the consolidated corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept the trusteeship in the consolidated corporation or the respective office above specified, as the case may be, such vacancy may thereafter be filled in the manner provided in the by-laws of the consolidated corporation, provided that such nomination or nominations shall be made in a manner which will preserve the joint and equal influence of persons associated with each of the respective consolidating corporations.

Upon the effective date of the consolidation, the consolidated corporation shall become the sole member of each non-profit corporation of which either constituent corporation theretofore was the sole member, and the consolidated corporation shall become the sole shareholder of each for-profit corporation of which either constituent corporation theretofore was the sole shareholder.

Upon the effective date of the consolidation, the corporate existence of the constituent corporations shall be continued in the resulting corporation, and all the property, rights, privileges, franchises and other assets of every kind and description of said constituent corporations shall be transferred to, vested in and devolve upon the resulting corporation without the requirement of any endorsement, deed or other instrument of transfer or further act or deed and all property, rights and every other interest of each of the constituent corporations shall be as effectively the property of the resulting corporation as they were of the respective constituent corporations. The title to any real estate, whether by deed or otherwise, vested in any constituent corporation shall be preserved unimpaired, and all debts, liabilities and duties of said constituent corporations shall thenceforth attach to the resulting corporation and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it, including, without limitation, the duties with respect to any restricted endowment funds theretofore maintained by either constituent corporation.

All devises, bequests, gifts, grants, assignments or other transfers of property or rights to or interests in property made to the constituent corporations, whether before or after the effective date of the consolidation and whether or not in the name of the constituent corporations, shall be fully effective without order or decree of any court, in all respects as though such transfer had been made to and in the name of the resulting corporation.

If at any time the resulting corporation shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the resulting corporation, according to the terms hereof, the title to any property or rights of any constituent corporation, the proper officers and directors of any of the aforesaid corporations shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the resulting corporation and otherwise to carry out the purposes of this plan.

The resulting corporation reserves the right to amend, alter, change or repeal any provision contained in this plan of consolidation which may be contained in the Articles of Incorporation of a non-profit corporation organized under the General Laws of Rhode Island in the manner now or hereafter prescribed by said General Laws.

3. Statements Required Pursuant to §7-6-44 of the Rhode Island General Laws (to comprise articles of incorporation of consolidated corporation):

- (a) The name of the consolidated corporation is Fogarty-Woonsocket Health Care Corporation.
- (b) The duration of the corporation's existence is perpetual.
- (c) The purposes for which the corporation is organized are:

Said corporation is organized for the purpose of supporting the advancement of the health of all persons through improving the knowledge and practice of medicine, surgery, nursing, health planning, and other activities related to the care and treatment of such persons, and to support and encourage charitable, scientific, and educational services and programs which are consistent with such purposes; provided that such corporation shall operate exclusively for the benefit of The Woonsocket Hospital and Fogarty Memorial Hospital (and of any surviving or resulting corporation following any merger or consolidation of said hospitals including without limitation Fogarty-Woonsocket Hospital Corporation), and of Woonsocket Health Foundation, Inc., in the conduct of their charitable, scientific and educational functions, and shall be operated, supervised or controlled by or in connection with such organizations.

- (d) Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Section 3(c) hereof. 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this plan of consolidation, 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).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, transfer all of its assets to The Woonsocket Hospital and Fogarty Memorial Hospital (or any surviving or resulting corporation following any merger or consolidation of said hospitals), or if said hospitals (as well as any surviving or resulting corporation following the merger or consolidation thereof) have ceased to exist or if such transfer is otherwise impossible or impracticable, as determined by unanimous resolution of such Board of Trustees, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954

(or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court 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.

No Trustee of the corporation shall be liable to the corporation or its members for monetary damages for breach of such Trustee's duty to the corporation except for such liability as may arise out of (i) breach of said Trustee's duty of loyalty to the corporation or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction in which the Trustee derived an improper personal benefit.

- (e) The address of the initial registered office of the corporation is c/o John E. Fogarty Memorial Hospital, Eddie Dowling Highway, North Smithfield, RI 02895 and the name of the initial registered agent at such address is John C. McAvinn.
- (f) The number of directors constituting the initial Board of Trustees of the corporation is 21. Twenty Trustees shall be considered "elected Trustees," and the President of the Medical Staff of the Fogarty-Woonsocket Hospital Corporation shall serve as an ex officio voting member of the Board of Trustees of the corporation from the time of election to said office and thereafter for the time being by virtue of his or her office. The names and addresses of the initial elected Trustees are as follows:

Mr. F. Steele Blackall III
113 Williams Street
Providence, RI 02906

Mrs. Woodworth L. Carpenter
2970 Mendon Road
Parkview Villa #141
Cumberland, RI 02864

Mr. Arthur Gauthier
Eastland Bank
25 Cummings Way
Woonsocket, RI 02895

Mr. Harold Kenoian
Overlook Nursing Home
14 Rock Avenue
Pascoag, RI 02859

Mr. Henry Lee

Mr. Lawrence B. Sadwin

2970 Mendon Road
Chestnut Villa #94
Cumberland, RI 02864

Sadwin Manufacturing Co.
838 Park Avenue
Woonsocket, RI 02895

Mr. John St. Sauveur
Valley Resources Inc.
P.O. Box 1000
Cumberland, RI 02864

Mr. Joseph H. O'Donnell Jr.
Keough Kirby Associates Inc.
18 Monument Square
Woonsocket, RI 02895

Mr. Bentley Tobin
Hinckley, Allen,
Tobin & Silverstein
1500 Fleet Center
Providence, RI 02903

Mr. Robert Walker
The Woonsocket Hospital
115 Cass Avenue
Woonsocket, RI 02895

Mr. Irving Zimmerman
45 State Street
Woonsocket, RI 02895

Mr. Herbert Miller
35 Follett Street
Cumberland, RI 02864

Mr. Adolph P. DiSandro, Jr.
36 Woodland Road
Barrington, RI 02806

Mr. Richard Ferland
3041 Mendon Road
Cumberland, RI 02864

Mr. William Bisson
Blackstone Valley
Electric Co.
P.O. Box 1111
Lincoln, RI 02865

Mr. S. Ronald Daniels
48 Lloyd Avenue
Providence, RI 02906

Mr. Paul Kelly
451 Great Road
North Smithfield, RI

Mr. John McLaughlin
3282 Mendon Road
Cumberland, RI 02864

Clarissa Patterson, Ed.D.
15 Hattie Avenue
Greenville, RI 02828

Mr. John C. McAvinn
Fogarty Memorial Hospital
Eddie Dowling Highway
N. Smithfield, RI 02895

- (g) The incorporators of the Corporation shall be the same persons as the initial Trustees. Accordingly, the names and addresses of the incorporators shall be the same as set forth in 3(f) of this plan of consolidation.
- (h) The Board of Trustees of the corporation shall adopt by-laws for the corporation at the first meeting of said Board, or as soon thereafter as practicable. Until such bylaws are adopted, regular or special meetings of the Board may be called by the Chairman or President upon

three days written notice, such notice to be deemed given when deposited in the mail, postage prepaid, to each Trustee then in office. The members of the corporation shall not be entitled to vote upon amendments to the articles of incorporation or the bylaws of the corporation.