



**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 OCD Rhode Island, Inc.

**ARTICLE II**

The period of its duration is X Perpetual     

**ARTICLE III**

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

THE PURPOSE OF OCD RHODE ISLAND IS TO HELP INDIVIDUALS WITH OBSESSIVE  
COMPULSIVE DISORDER (OCD) AND RELATED DISORDERS TO LIVE FULL AND  
PRODUCTIVE LIVES. OUR AIM IS TO INCREASE ACCESS TO EFFECTIVE, EVIDENCE  
BASED TREATMENT(S), END STIGMA ASSOCIATED WITH MENTAL HEALTH ISSUES,  
AND FOSTER A COMMUNITY FOR THOSE AFFECTED BY OCD AND THE  
PROFESSIONALS WHO TREAT THEM.

**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:

BY-LAWS OF  
OCD RHODE ISLAND, INC.  
(THE "CORPORATION")

ARTICLE I. GENERAL

SECTION 1. NAME

THE NAME OF THIS CORPORATION SHALL BE OCD RHODE ISLAND, INC. (THE  
"CORPORATION").

SECTION 2. BY-LAWS

THE BY-LAWS ARE INTENDED TO SUPPLEMENT AND IMPLEMENT APPLICABLE  
PROVISIONS OF LAW AND OF THE ARTICLES OF ORGANIZATION OF THIS  
ORGANIZATION WITH RESPECT TO THE REGULATIONS OF THE AFFAIRS OF THIS  
ORGANIZATION.

SECTION 3. PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED IN THE STATE OF  
RHODE ISLAND AND PROVIDENCE PLANTATIONS. THE BOARD OF DIRECTORS SHALL  
HAVE THE POWER TO CHANGE THE LOCATION OF THE PRINCIPAL OFFICE FROM

TIME TO TIME WITHIN THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS AND TO ESTABLISH SUCH ADDITIONAL OFFICES AS IT SHALL DETERMINE AT ITS DISCRETION WHETHER WITHIN OR WITHOUT THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS.

## ARTICLE II. PURPOSE

### SECTION 1. GENERAL

THE PRINCIPAL ACTIVITIES OF THE CORPORATION SHALL INCLUDE BRINGING TOGETHER A GROUP OF PERSONS WHO SUFFER FROM AND/OR CARE ABOUT INDIVIDUALS WITH OBSESSIVE COMPULSIVE DISORDER AND OTHER BIO-CHEMICAL DISORDERS (OCD) IN THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS TO MAKE THE COMMUNITY AWARE OF OCD, ITS SYMPTOMS, AND THE VAST NUMBER OF PERSONS WHO ARE AFFLICTED BY OCD, TO THE END THAT (I) INDIVIDUALS AFFLICTED WITH OCD IDENTIFY, SEEK AND HAVE ACCESS TO APPROPRIATE SUPPORT AND AFFORDABLE TREATMENT, (II) SOURCES FOR SUPPORT AND TREATMENT OF OCD BE MADE KNOWN PUBLICLY, (III) INFORMATION BE MADE AVAILABLE FOR ANYONE INTERESTED IN OCD, AND (IV) INDIVIDUALS WITH OCD BECOME RECOGNIZED AS VALUABLE MEMBERS OF THE COMMUNITY.

### SECTION 2. LAWFUL ACTIVITIES

THE CORPORATION SHALL HAVE THE PURPOSE OF ENGAGING IN ALL ACTIVITIES CONNECTED WITH AND INCIDENTAL TO THESE PURPOSES AS MAY NOW OR HEREAFTER BE PERMITTED BY LAW.

### SECTION 3. NO PRIVATE INUREMENT

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY PRIVATE INDIVIDUAL, NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN, ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE OF PUBLIC OFFICE.

## ARTICLE III. MEMBERSHIP

THE CORPORATION SHALL HAVE NO MEMBERS WITHIN THE MEANING OF CHAPTER 7-6, SECTION 7-6-15 OF THE RHODE ISLAND GENERAL LAWS. FOR INTERNAL ACCOUNTING PURPOSES ONLY, THE CORPORATION SHALL HAVE AS HONORARY MEMBERS ALL INDIVIDUALS WHO ARE MEMBERS OF THE INTERNATIONAL OCD FOUNDATION, INC. AND WHO RESIDE IN THE COMMONWEALTH OF MASSACHUSETTS. SUCH HONORARY MEMBERS SHALL SEVER IN AN HONORARY CAPACITY AND SHALL HAVE NO RIGHTS AND RESPONSIBILITIES WITH RESPECT TO THE CORPORATION, INCLUDING WITHOUT LIMITATION ANY RIGHT OF NOTICE OF, OR TO VOTE AT, ANY MEETING OF THE BOARD OF DIRECTORS. ALL OF THE RIGHTS AND DUTIES OF MEMBERS UNDER CHAPTER 7-6, SECTION 7-6-15 OF THE RHODE ISLAND GENERAL LAWS SHALL BE EXERCISED BY AND BELONG TO THE BOARD OF DIRECTORS OF THE CORPORATION.

## ARTICLE IV. THE DIRECTORS

### SECTION 1. POWERS AND DUTIES

THE BOARD OF DIRECTORS SHALL HAVE THE GENERAL MANAGEMENT AND CONTROL OF ALL PROPERTY, AFFAIRS, AND FUNDS OF THE CORPORATION AND SHALL EXERCISE ALL THE POWERS OF THE CORPORATION EXCEPT SUCH AS ARE EXPRESSLY RESERVED OR PROHIBITED BY LAWS OR BY THESE BY-LAWS. IN THE EVENT OF ONE OR MORE VACANCIES IN THE BOARD OF DIRECTORS, THE REMAINING DIRECTORS MAY EXERCISE THE POWERS OF THE FULL BOARD UNTIL SUCH VACANCY OR VACANCIES ARE FILLED. ALL OFFICERS AND AGENTS OF THE CORPORATION SHALL ACT UNDER THE DIRECTION OF THE BOARD.

### SECTION 2. NUMBER

THE CORPORATION SHALL HAVE MINIMUM NUMBER OF DIRECTORSHIPS OF THREE

(3) AND A MAXIMUM NUMBER OF FIFTEEN (15). THE NUMBER OF DIRECTORSHIPS AT ANY TIME WITHIN SUCH MINIMUM AND MAXIMUM SHALL BE THE NUMBER FIXED BY RESOLUTION OF THE DIRECTORS OR, IN THE ABSENCE THEREOF, SHALL BE THE NUMBER OF DIRECTORS ELECTED AT THE PRECEDING ANNUAL MEETING OF DIRECTORS.

#### SECTION 3. TENURE AND ELECTION

EACH DIRECTOR SHALL SERVE FOR A TERM OF TWO (2) YEARS, AND SUCH TERMS SHALL BE STAGGERED SO THAT APPROXIMATELY ONE HALF OF THE TOTAL NUMBER OF DIRECTORS SHALL BE ELECTED AT EACH ANNUAL MEETING OF THE CORPORATION. AT THE FIRST MEETING OF THE BOARD OF DIRECTORS AFTER ADOPTION OF THESE AMENDED AND RESTATED BY-LAWS, THE TERMS OF THE DIRECTORS THEN IN OFFICE SHALL BE DESIGNATED SO THAT APPROXIMATELY ONE HALF OF THE TOTAL NUMBER OF DIRECTORS SHALL BE ELECTED AT EACH SUBSEQUENT ANNUAL MEETING. DIRECTORS SHALL HOLD OFFICE, EXCEPT AS OTHERWISE HEREINAFTER PROVIDED, UNTIL THE SECOND ANNUAL MEETING FOLLOWING THEIR ELECTION AND UNTIL THEIR SUCCESSORS ARE CHOSEN AND QUALIFIED, UNLESS THEY SHALL SOONER DIE, RESIGN, OR BE REMOVED. NOMINATIONS FOR THE BOARD OF DIRECTORS SHALL BE MADE BY THE BOARD OF DIRECTORS.

#### SECTION 4. EMPLOYEES AND AGENTS

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO CHOOSE, APPOINT AND EMPLOY SUCH EMPLOYEES AND AGENTS AS IT MAY DEEM THE INTEREST OF THE CORPORATION REQUIRES. THE POWERS AND DUTIES OF ALL SUCH EMPLOYEES AND AGENTS SHALL BE PRESCRIBED BY THE BOARD, AND SUCH EMPLOYEES AND AGENTS SHALL BE SUBJECT TO THE ORDER OF THE BOARD, AND MAY BE REMOVED AT ANY TIME BY THE BOARD AT ITS DISCRETION.

#### SECTION 5. RESIGNATION

ANY DIRECTOR MAY RESIGN BY DELIVERING HIS OR HER WRITTEN RESIGNATION TO THE BOARD OF DIRECTORS OR TO THE CORPORATION. SUCH RESIGNATION SHALL BE EFFECTIVE UPON RECEIPT UNLESS IT IS SPECIFIED TO BE EFFECTIVE AT SOME LATER TIME.

#### SECTION 6. REMOVAL

A DIRECTOR MAY BE REMOVED FROM OFFICE WITH OR WITHOUT CAUSE BY VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS THEN IN OFFICE.

### ARTICLE V. MEETING OF DIRECTORS

#### SECTION 1. ANNUAL MEETING

THE ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD EACH YEAR AT THE PLACE, DATE AND TIME DETERMINED BY THE BOARD OF DIRECTORS. AT SUCH MEETING, THE BOARD SHALL CHOOSE AND APPOINT THE DIRECTORS AND OFFICERS, HEAR REPORTS, AND TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING. NOTICE OF THE ANNUAL MEETING SHALL BE GIVEN TO THE BOARD OF DIRECTORS IN THE MANNER PROVIDED IN SECTION 4 OF THIS ARTICLE, AND NOMINEES FOR OFFICE AND OTHER INTERESTED PERSONS MAY BE INVITED TO THE MEETINGS AS THE BOARD OF DIRECTORS MAY DETERMINE.

#### SECTION 2. REGULAR MEETINGS

REGULAR MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD AT SUCH PLACES AND AT SUCH TIMES AS THE BOARD MAY FROM TIME TO TIME BY VOTE DETERMINE. NO NOTICE SHALL BE REQUIRED FOR ANY REGULAR MEETING HELD AT A TIME AND PLACE FIXED IN ADVANCE BY THE BOARD OF DIRECTORS, PROVIDED THAT REASONABLE NOTICE OF THE FIRST REGULAR MEETING FOLLOWING THE DETERMINATION BY THE DIRECTORS OF TIMES AND PLACES FOR REGULAR MEETINGS SHALL BE GIVEN TO EACH DIRECTOR IF EITHER CONTRACTS OR TRANSACTIONS OF THE CORPORATION WITH INTERESTED PERSONS OR AMENDMENTS THE THESE BY-LAWS ARE TO BE CONSIDERED AT THE MEETING.

### SECTION 3. SPECIAL MEETINGS

SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED BY THE PRESIDENT OR BY ANY TWO OR MORE DIRECTORS, DESIGNATING THE TIME, DATE AND PLACE THEREOF.

### SECTION 4. NOTICE OF MEETINGS

NOTICE OF THE TIME, DATE AND PLACE OF ALL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE GIVEN TO EACH DIRECTOR BY THE PRESIDENT OR CLERK, OR IN CASE OF DEATH, ABSENCE, INCAPACITY OR REFUSAL OF BOTH OF SUCH PERSONS, BY THE OFFICER OR ONE OF THE DIRECTORS CALLING THE MEETING. NOTICE SHALL BE GIVEN TO EACH DIRECTOR BY DELIVERY OF SUCH NOTICE IN PERSON, BY TELEPHONE, BY FACSIMILE, ELECTRONIC MAIL OR OTHER FORM OF ELECTRONIC COMMUNICATION SENT TO SUCH DIRECTOR'S BUSINESS OR HOME ADDRESS AT LEAST TWENTY FOUR (24) HOURS IN ADVANCE OF THE MEETING, OR BY WRITTEN NOTICE MAILED TO HIS OR HER BUSINESS OR HOME ADDRESS AT LEAST FORTY EIGHT (48) HOURS IN ADVANCE OF THE MEETING. NOTICE OF A MEETING NEED NOT BE GIVEN TO ANY DIRECTOR IF A WRITTEN WAIVER OF NOTICE, EXECUTED BY HIM OR HER BEFORE OR AFTER THE MEETING, IS FILED WITH THE RECORDS OF THE MEETING, OR TO ANY DIRECTOR WHO ATTENDS THE MEETING WITHOUT PROTESTING PRIOR TO THE MEETING OR AT ITS COMMENCEMENT THE LACK OF NOTICE TO HIM OR HER. A NOTICE OR WAIVER OF NOTICE NEED NOT SPECIFY THE PURPOSE OF THE MEETING UNLESS THE MATTERS TO BE CONSIDERED AS SUCH A MEETING ARE CONTRACTS OR TRANSACTIONS BETWEEN THE CORPORATION AND INTERESTED PARTIES OR AMENDMENTS TO THESE BY-LAWS.

### SECTION 5. QUORUM

EXCEPT AS OTHERWISE PROVIDED IN THESE BY-LAWS, A QUORUM FOR ANY ELECTION OR FOR THE CONSIDERATION OF ANY QUESTION SHALL CONSIST OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE, BUT LESS THAN A QUORUM MAY ADJOURN A MEETING FROM TIME TO TIME TO A FUTURE DATE OR DISSOLVE A MEETING WHICH HAS BEEN CALLED. IF A MEETING IS ADJOURNED TO A FUTURE DATE, IT MAY BE HELD AS SO ADJOURNED WITHOUT FURTHER NOTICE.

### SECTION 6. ACTION AT MEETING

WHEN A QUORUM IS PRESENT AT ANY MEETING, THE VOTES OF A MAJORITY OF DIRECTORS AT THE MEETING SHALL BE SUFFICIENT FOR ELECTION TO ANY OFFICE AND SHALL DECIDE ANY QUESTIONS BROUGHT BEFORE SUCH MEETING, EXCEPT IN ANY CASE WHERE A LARGER VOTE IS REQUIRED BY LAW OR BY THESE BY-LAWS.

### SECTION 7. ACTION BY CONSENT

ANY CORPORATE ACTION WHICH CAN BE AUTHORIZED AT A MEETING OF THE BOARD, OR A COMMITTEE THEREOF, MAY BE AUTHORIZED WITHOUT SUCH A MEETING, PROVIDED THAT ALL OF THE DIRECTORS OR ALL OF THE MEMBERS OF A COMMITTEE THEREOF, AS THE CASE MAY BE, CONSENT IN WRITING TO SUCH ACTION BEFORE OR AFTER THE TIME SUCH ACTION IS TAKEN. THE CLERK OF THE CORPORATION SHALL FILE SUCH CONSENTS WITH THE MINUTES OF THE MEETINGS OF THE BOARD. SUCH CONSENTS SHALL BE TREATED FOR ALL PURPOSES AS A VOTE AT A MEETING OF THE BOARD OF DIRECTORS.

### SECTION 8. ELECTRONIC PARTICIPATION

MEMBERS OF THE BOARD OF DIRECTORS OR ANY COMMITTEE DESIGNATED THEREBY MAY PARTICIPATE IN A MEETING OF SUCH BOARD OR COMMITTEE BY MEANS OF A CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT BY MEANS OF WHICH ALL PERSON PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER AT THE SAME TIME AND PARTICIPATION BY SUCH MEAN SHALL CONSTITUTE PRESENCE AT A MEETING.

### SECTION 6. ABSENCE

A MEMBER OF THE BOARD OF DIRECTORS WHO HAS MISSED A TOTAL OF TWO (2) CONSECUTIVE REGULARLY SCHEDULED MEETINGS OF THE BOARD FOR REASONS

OTHER THAN SICKNESS OR PERSONAL EMERGENCY MAY BE REMOVED FROM THE BOARD BY A MAJORITY VOTE AND THE POSITION SHALL BE CONSIDERED VACANT. THE CLERK SHALL BE RESPONSIBLE FOR KEEPING RECORDS OF ALL ABSENCES OF THE BOARD OF DIRECTORS.

#### ARTICLE VI. OFFICERS

##### SECTION 1. ENUMERATION

THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT, A VICE PRESIDENT, A TREASURER, A CLERK AND SUCH OTHER OFFICERS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME ELECT OR APPOINT. ANY TWO OR MORE OFFICES MAY BE HELD BY ANY PERSON.

##### SECTION 2. POWERS

IN ADDITION TO SUCH POWER AND DUTIES AS THE BOARD OF DIRECTORS MAY PRESCRIBE, AND EXCEPT AS OTHERWISE PROVIDED BY THE BOARD, EACH OFFICER SHALL GENERALLY HAVE THE POWERS AND PERFORM THE DUTIES WHICH THE LAW AND GENERAL USAGE APPERTAIN TO THE PARTICULAR OFFICE.

##### SECTION 3. ELECTION

THE OFFICERS OF THE CORPORATION SHALL BE ELECTED BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING OR, TO FILL A VACANCY, AT ANY OTHER MEETING.

##### SECTION 4. TENURE

EXCEPT AS OTHERWISE PROVIDED BY LAW, BY THE ARTICLES OF ORGANIZATION OR BY THESE BY-LAWS, THE OFFICERS OF THE CORPORATION SHALL HOLD OFFICE FOR TWO YEARS UNLESS A SHORTER PERIOD SHALL HAVE BEEN SPECIFIED BY THE TERMS OF THEIR ELECTION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY, UNLESS THEY SHALL SOONER DIE, RESIGN, BE REMOVED OR BECOME DISQUALIFIED.

##### SECTION 5. RESIGNATION

ANY OFFICER MAY RESIGN BY DELIVERING HIS OR HER WRITTEN RESIGNATION TO THE CORPORATION, AND SUCH RESIGNATION SHALL BE EFFECTIVE UPON RECEIPT UNLESS IT IS SPECIFIED TO BE EFFECTIVE AT SOME LATER TIME.

##### SECTION 6. REMOVAL

THE BOARD OF DIRECTORS MAY REMOVE ANY OFFICER WITH OR WITHOUT CAUSE BY A VOTE OF A MAJORITY OF THE NUMBER OF DIRECTORS THEN IN OFFICE.

#### ARTICLE VII. DUTIES OF OFFICERS

##### SECTION 1. PRESIDENT

UNLESS OTHERWISE PROVIDED BY THE BOARD OF DIRECTORS, THE PRESIDENT SHALL PRESIDE, WHEN PRESENT, AT ALL MEETINGS OF THE BOARD OF DIRECTORS. HE OR SHE SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND SHALL, SUBJECT TO THE DIRECTION OF THE BOARD OF DIRECTORS, HAVE GENERAL SUPERVISION AND CONTROL OF ITS AFFAIRS. THE PRESIDENT SHALL PRESENT AN ANNUAL REPORT TO THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING.

##### SECTION 2. VICE PRESIDENT

THE VICE PRESIDENT SHALL SUCCEED TO THE PRESIDENCY IN CASE OF A VACANCY IN THAT OFFICE AND, SUBJECT TO THE DIRECTION OF THE BOARD OF DIRECTORS, SHALL PERFORM THE DUTIES OF THE PRESIDENT IN THE ABSENCE OR DISABILITY OF THE PRESIDENT. HE OR SHE SHALL UNDERTAKE SUCH OTHER RESPONSIBILITIES AS THE PRESIDENT MAY ASSIGN.

##### SECTION 3. TREASURER

THE TREASURER SHALL BE THE CHIEF FINANCIAL OFFICER OF THE CORPORATION AND, SUBJECT TO THE DIRECTIONS OF THE BOARD OF DIRECTORS, SHALL KEEP OR SHALL CAUSE TO BE KEPT REGULAR BOOKS OF ACCOUNT, SHALL REPORT TO THE BOARD OF DIRECTORS AT REGULAR INTERVALS WITH THE FINANCIAL CONDITION OF THE CORPORATION, AND SHALL ENSURE THAT A TRUE AND ACCURATE ACCOUNTING OF THE FINANCIAL TRANSACTIONS OF THE CORPORATION IS MADE.

THE TREASURER SHALL BE RESPONSIBLE FOR CUSTODY OF THE FUNDS, SECURITIES, AND VALUABLE DOCUMENTS OF THE CORPORATION, SHALL CAUSE THE PREPARATION OF AN ANNUAL BUDGET FOR PRESENTATION TO THE BOARD OF DIRECTORS AND SUCH INTERIM BUDGETS AS ARE NEEDED, AND SHALL HAVE SUCH OTHER POWERS AND PERFORM SUCH OTHER DUTIES AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DESIGNATE. UNLESS THE BOARD OF DIRECTORS OTHERWISE DETERMINES, THE TREASURER SHALL HAVE THE POWER TO SELL AND TO ENDORSE OR ASSIGN FOR TRANSFER ANY SECURITIES STANDING IN THE NAME OF THE CORPORATION. IF THE TREASURER IS ABSENT OR UNAVAILABLE, AN ASSISTANT TREASURER, IF ONE SHALL HAVE BEEN ELECTED, SHALL HAVE THE DUTIES AND POWERS OF THE TREASURER AND SHALL HAVE SUCH FURTHER DUTIES AND POWERS AS THE DIRECTORS SHALL FROM TIME TO TIME DETERMINE.

#### SECTION 4. CLERK AND ASSISTANT CLERK

THE CLERK SHALL HAVE GENERAL CHARGE OF THE RECORDS OF THE CORPORATION AND SHALL KEEP MINUTES OF ALL MEETINGS OF THE BOARD OF DIRECTORS. THE CLERK SHALL GIVE SUCH NOTICE AS IS REQUIRED OF MEETINGS OF THE DIRECTORS AND SHALL PERFORM ALL DUTIES COMMONLY INCIDENT TO THE OFFICE. IF THE CLERK IS ABSENT OR UNAVAILABLE, AN ASSISTANT CLERK, IF ONE SHALL BEEN ELECTED, SHALL HAVE THE DUTIES AND POWERS AS THE DIRECTORS SHALL FROM TIME TO TIME DETERMINE. IN THE EVENT OF THE ABSENCE OF THE CLERK AND ASSISTANT CLERK FROM ANY MEETING OF THE BOARD OF DIRECTORS OR OF ANY COMMITTEE THEREOF, A PERSON APPOINTED BY THE MEETING TO BE CLERK PRO TEM, SHALL KEEP THE RECORDS OF SUCH MEETING AND PERFORM SUCH OTHER DUTIES IN CONNECTION WITH THE OFFICE OF CLERK AS THE MEETING MAY PRESCRIBE.

#### SECTION 5. EXECUTION OF PAPERS

UNLESS THE BOARD OF DIRECTORS SHALL OTHERWISE GENERALLY OR IN ANY SPECIFIC INSTANCE PROVIDE, ALL DEEDS, LEASES, TRANSFERS, CONTRACTS, BONDS, NOTES AND OTHER OBLIGATIONS TO BE ENTERED INTO BY THE CORPORATION IN THE ORDINARY COURSE OF ITS BUSINESS WITHOUT BOARD OF DIRECTOR ACTION, MAY BE EXECUTED ON BEHALF OF THE CORPORATION BY EITHER THE PRESIDENT OR THE TREASURER.

#### SECTION 6. ADDITIONAL OFFICERS

IN ADDITION TO THE OFFICERS REQUIRED BY THESE BY-LAWS, THE BOARD OF DIRECTORS MAY APPOINT FROM TIME TO TIME ONE OR MORE ADDITIONAL OFFICERS AND AGENTS OF THE CORPORATION, WHO NEED NOT BE MEMBERS OF THE BOARD OF DIRECTORS, AND WHO SHALL HAVE SUCH TITLES, POWERS AND DUTIES AS SHALL BE PRESCRIBED BY THE BOARD OF DIRECTORS.

### ARTICLE VIII. ELECTIONS

#### SECTION 1. TIMING

OFFICERS AND DIRECTORS SHALL BE ELECTED AT THE ANNUAL MEETING. PROCEDURES TO ASSURE A SECRET BALLOT AND AN ACCURATE COUNT SHALL BE DETERMINED BY THE BOARD OF DIRECTORS.

#### SECTION 2. ELIGIBILITY

NO PAID EMPLOYEE OF THIS CORPORATION SHALL BE ELIGIBLE FOR NOMINATION OR ELECTION TO ANY OFFICE OR THE BOARD OF DIRECTORS.

#### SECTION 3. BONDS

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME REQUIRE FROM ANY ONE OR MORE OF THE OFFICERS OR AGENTS OF THE CORPORATION THAT ANY ONE OR MORE SHALL GIVE BONDS FOR THE FAITHFUL PERFORMANCE OF DUTIES IN SUCH FORM, IN SUCH SUM AND WITH SUCH SURETIES AS THE BOARD MAY DETERMINE. THE PREMIUM FOR ALL SUCH BONDS SHALL BE PAID BY THE CORPORATION.

### ARTICLE IX. COMMITTEES

THE BOARD OF DIRECTORS MAY CREATE AN EXECUTIVE COMMITTEE OR ONE OR

MORE OTHER COMMITTEES, MAY APPOINT MEMBERS OF THE BOARD OF DIRECTORS THERETO, AND MAY DELEGATE TO SUCH COMMITTEES SOME OR ALL OF ITS POWERS EXCEPT THOSE WHICH BY LAW, BY THE ARTICLES OF ORGANIZATION, OR BY THESE BY-LAWS MAY NOT BE DELEGATED. EXCEPT AS THE BOARD OF DIRECTORS MAY OTHERWISE DETERMINE, ANY SUCH COMMITTEE MAY MAKE RULES FOR THE CONDUCT OF ITS BUSINESS, BUT UNLESS OTHERWISE PROVIDED BY THE BOARD OF DIRECTORS OR IN SUCH RULES, ITS BUSINESS SHALL BE CONDUCTED SO FAR AS POSSIBLE IN THE SAME MANNER AS IS PROVIDED BY THESE BY LAWS FOR THE BOARD OF DIRECTORS. ALL MEMBERS OF SUCH COMMITTEES SHALL HOLD SUCH OFFICES AT THE PLEASURE OF THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS MAY ABOLISH ANY SUCH COMMITTEE AT ANY TIME. ANY COMMITTEE TO WHICH THE BOARD OF DIRECTORS DELEGATES ANY OF ITS POWERS OR DUTIES SHALL KEEP RECORDS OF ITS MEETINGS AND SHALL REPORT ITS ACTION TO THE BOARD OF DIRECTORS.

#### ARTICLE X. VACANCIES

##### SECTION 1. DIRECTORS

ANY VACANCY IN THE BOARD OF DIRECTORS MAY BE FILLED BY VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE. IN LIEU OF FILLING ANY VACANCY, THE BOARD OF DIRECTORS MAY REDUCE THE NUMBER OF DIRECTORS.

##### SECTION 2. OFFICERS

IF THE OFFICE OF ANY OFFICER BECOMES VACANT, THE DIRECTORS MAY CHOOSE OR APPOINT A SUCCESSOR BY VOTE OF A MAJORITY OF THE DIRECTORS PRESENT AT THE MEETING AT WHICH SUCH CHOICE OR APPOINTMENT IS MADE.

##### SECTION 3. TENURE

EACH SUCH SUCCESSOR SHALL HOLD OFFICE FOR THE UNEXPIRED TERM OF THE PREDECESSOR AND UNTIL HIS OR HER SUCCESSOR SHALL BE CHOSEN OR APPOINTED AND QUALIFIES, OR UNTIL HE OR SHE SOONER DIES, RESIGNS, IS REMOVED OR BECOMES DISQUALIFIED.

#### ARTICLE XI. INDEMNIFICATION

##### SECTION 1. DEFINITIONS

FOR PURPOSES OF THIS ARTICLE:

(A) REFERENCES HEREIN TO A "DIRECTOR OR OFFICER" SHALL MEAN ANY PERSON WHO IS SERVING OR HAS SERVED AS A DIRECTOR OR OFFICER OF THE CORPORATION APPOINTED OR ELECTED BY THE BOARD OF DIRECTORS OR WHO IS SERVING OR HAS SERVED AT THE REQUEST OF THE CORPORATION AS A DIRECTOR OR OFFICER OF ANY OTHER ORGANIZATION.

(B) "PROCEEDING" MEANS ANY ACTION, SUIT OR PROCEEDING, CIVIL OR CRIMINAL, BROUGHT OR THREATENED IN OR BEFORE ANY COURT, TRIBUNAL, ADMINISTRATIVE OR LEGISLATIVE BODY AND AGENCY.

(C) "EXPENSE" MEANS ANY FINE OR PENALTY, AND ANY LIABILITY FIXED BY JUDGMENT, ORDER, DECREE OR AWARD IN A PROCEEDING, ANY AMOUNT REASONABLY PAID IN SETTLEMENT OF A PROCEEDING AND ANY PROFESSIONAL FEES AND OTHER DISBURSEMENTS REASONABLY INCURRED IN CONNECTION WITH A PROCEEDING.

##### SECTION 2. RIGHT TO INDEMNIFICATION

EXCEPT AS LIMITED BY LAW OR AS PROVIDED IN SECTION 3 AND SECTION 4 OF THIS ARTICLE, EACH DIRECTOR OR OFFICER (AND HIS OR HER HEIRS AND PERSONAL REPRESENTATIVES) SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ANY EXPENSE INCURRED BY HIM OR HER IN CONNECTION WITH EACH PROCEEDING IN WHICH HE OR SHE IS INVOLVED AS A RESULT OF HIS OR HER SERVING OR HAVING SERVED AS A DIRECTOR OF OFFICER.

##### SECTION 3. INDEMNIFICATION NOT AVAILABLE

NO INDEMNIFICATION SHALL BE PROVIDED (I) TO A DIRECTOR OR OFFICER WITH RESPECT TO A PROCEEDING AS TO WHICH IT SHALL HAVE BEEN ADJUDICATED THAT

HE OR SHE DID NOT ACT IN GOOD FAITH AND IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION, OR WITH RESPECT TO A CRIMINAL MATTER, THAT HE OR SHE HAD REASONABLE CAUSE TO BELIEVE THAT HIS OR HER CONDUCT WAS UNLAWFUL, AND (II) FOR ANY DIRECTOR OR OFFICER WITH RESPECT TO ANY PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION OR ALLEGING THAT A DIRECTOR OR OFFICER RECEIVED AN IMPROPER PERSONAL BENEFIT IF HE OR SHE IS ADJUDGED LIABLE TO THE CORPORATION IN SUCH PROCEEDING OR, IN THE ABSENCE OF SUCH AN ADJUDICATION, IF HE OR SHE IS DETERMINED TO BE INELIGIBLE FOR INDEMNIFICATION UNDER THE CIRCUMSTANCES PURSUANT TO SECTION 8 OF THIS ARTICLE.

#### SECTION 4. COMPROMISE OR SETTLEMENT

IN THE EVENT THAT A PROCEEDING IS COMPROMISED OR SETTLED SO AS TO IMPOSE ANY LIABILITY OR OBLIGATION ON A DIRECTOR OR OFFICER OR UPON THE CORPORATION, NO INDEMNIFICATION SHALL BE PROVIDED TO SAID DIRECTOR OR OFFICER WITH RESPECT TO SUCH PROCEEDING IF IT IS DETERMINED PURSUANT TO SECTION 8 OF THIS ARTICLE ON THE BASIS OF THE CIRCUMSTANCES KNOWN AT THAT TIME (WITHOUT FURTHER INVESTIGATION) THAT SAID DIRECTOR OR OFFICER IS INELIGIBLE FOR INDEMNIFICATION.

#### SECTION 5. ADVANCE PAYMENTS

THE CORPORATION SHALL PAY SUMS ON ACCOUNT OF INDEMNIFICATION IN ADVANCE OF A FINAL DISPOSITION OF A PROCEEDING, UPON RECEIPT OF AN UNDERTAKING BY THE DIRECTOR OR OFFICER TO REPAY SUCH SUMS IF IT IS SUBSEQUENTLY ESTABLISHED THAT HE OR SHE IS NOT ENTITLED TO INDEMNIFICATION PURSUANT TO SECTION 3 AND SECTION 4 OF THIS ARTICLE, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT; PROVIDED, HOWEVER, THAT NO SUCH ADVANCE PAYMENT OF EXPENSE SHALL BE MADE IF IT IS DETERMINED PURSUANT TO SECTION 8 OF THIS ARTICLE ON THE BASIS OF THE CIRCUMSTANCES KNOWN AT THAT TIME (WITHOUT FURTHER INVESTIGATION) THAT SAID DIRECTOR OR OFFICER IS INELIGIBLE FOR INDEMNIFICATION.

#### SECTION 6. NOT EXCLUSIVE

THE PROVISIONS OF THIS ARTICLE SHALL NOT BE CONSTRUED TO LIMIT THE POWER OF THE CORPORATION TO INDEMNIFY ITS DIRECTORS OR OFFICERS TO THE FULL EXTENT PERMITTED BY LAW OR TO ENTER INTO SPECIFIC AGREEMENTS, COMMITMENTS OR ARRANGEMENTS FOR INDEMNIFICATION PERMITTED BY LAW. IN ADDITION, THE CORPORATION SHALL HAVE POWER TO INDEMNIFY ANY OF ITS AGENTS OR EMPLOYEES WHO ARE NOT DIRECTORS OR OFFICERS ON ANY TERMS NOT PROHIBITED BY LAW WHICH IT DEEMS TO BE APPROPRIATE. THE ABSENCE OF ANY EXPRESS PROVISION FOR INDEMNIFICATION HEREIN SHALL NOT LIMIT ANY RIGHT OF INDEMNIFICATION EXISTING INDEPENDENTLY OF THIS ARTICLE.

#### SECTION 7. INSURANCE

THE PROVISIONS OF THIS ARTICLE SHALL NOT LIMIT THE POWER OF THE BOARD OF DIRECTORS TO AUTHORIZE THE PURCHASE AND MAINTENANCE OF INSURANCE ON BEHALF OF ANY DIRECTOR OR OFFICER OR OTHER PERSON AGAINST ANY EXPENSE, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY HIM OR HER AGAINST SUCH EXPENSE UNDER THIS ARTICLE.

#### SECTION 8. DETERMINATIONS; PAYMENTS

THE DETERMINATION OF WHETHER A DIRECTOR OR OFFICER IS ELIGIBLE OR INELIGIBLE FOR INDEMNIFICATION UNDER THIS ARTICLE AND THE AMOUNT OF INDEMNIFICATION TO BE PAID SHALL BE MADE IN EACH INSTANCE BY (A) A MAJORITY OF THE DIRECTORS OR A COMMITTEE THEREOF WHO ARE NOT PARTIES TO THE PROCEEDING IN QUESTION, OR (B) INDEPENDENT LEGAL COUNSEL APPOINTED BY A MAJORITY OF SUCH DIRECTORS, OR IF THERE ARE NONE, BY A



MAJORITY OF THE DIRECTORS IN OFFICE. NOTWITHSTANDING THE FOREGOING, A COURT HAVING JURISDICTION (WHICH NEED NOT BE THE COURT IN WHICH THE PROCEEDING IN QUESTION WAS BROUGHT) MAY GRANT OR DENY INDEMNIFICATION IN EACH INSTANCE UNDER THE PROVISIONS OF LAW AND THIS ARTICLE.

SECTION 9. RESPONSIBILITY WITH RESPECT TO EMPLOYEE BENEFIT PLAN  
IF THE CORPORATION OR ANY OF ITS DIRECTORS OR OFFICERS SPONSORS OR UNDERTAKES ANY RESPONSIBILITY AS A FIDUCIARY WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, THEN FOR PURPOSES OF INDEMNIFICATION OF SUCH PERSONS UNDER THIS ARTICLE (I) A "DIRECTOR OR OFFICER" SHALL BE DEEMED TO INCLUDE ANY DIRECTOR OR OFFICER OF THE CORPORATION WHO SERVES AT ITS REQUEST IN ANY CAPACITY WITH RESPECT TO SAID PLAN, (II) SUCH DIRECTOR OR OFFICER SHALL NOT BE DEEMED TO HAVE FAILED TO ACT IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IF HE OR SHE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SAID PLAN, AND (III) "EXPENSE" SHALL BE DEEMED TO INCLUDE ANY TAXES OR PENALTIES IMPOSED ON SUCH DIRECTOR OR OFFICER WITH RESPECT TO SAID PLAN UNDER APPLICABLE LAW.

#### SECTION 10. TAX PROVISIONS

IN NO CASE, HOWEVER, SHALL THE CORPORATION INDEMNIFY, REIMBURSE, OR INSURE ANY PERSON FOR ANY TAXES IMPOSED ON SUCH INDIVIDUAL UNDER CHAPTER 42 OF THE INTERNAL REVENUE CODE OF 1986, AS NOW IN EFFECT OR AS MAY HEREAFTER BE AMENDED (THE "CODE"). FURTHER, IF AT ANY TIME THE CORPORATION IS DEEMED TO BE A PRIVATE FOUNDATION WITHIN THE MEANING OF § 509 OF THE CODE THEN, DURING SUCH TIME, NO PAYMENT SHALL BE MADE UNDER THIS ARTICLE IF SUCH PAYMENT WOULD CONSTITUTE AN ACT OF SELF-DEALING OR A TAXABLE EXPENDITURE, AS DEFINED IN § 4941(D) OR § 4945(D), RESPECTIVELY, OF THE CODE. MOREOVER, THE CORPORATION SHALL NOT INDEMNIFY, REIMBURSE, OR INSURE ANY PERSON IN ANY INSTANCE WHERE SUCH INDEMNIFICATION, REIMBURSEMENT, OR INSURANCE IS INCONSISTENT WITH § 4958 OF THE CODE OR ANY OTHER PROVISION OF THE CODE APPLICABLE TO CORPORATIONS DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

#### SECTION 11. AMENDMENT

THE PROVISIONS OF THIS ARTICLE MAY BE AMENDED OR REPEALED BY VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE; HOWEVER, NO AMENDMENT OR REPEAL OF SUCH PROVISIONS WHICH ADVERSELY AFFECTS THE RIGHTS OF A DIRECTOR OR OFFICER UNDER THIS ARTICLE WITH RESPECT TO HIS OR HER ACTS OR OMISSIONS AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL, SHALL APPLY TO HIM OR HER WITHOUT HIS OR HER CONSENT.

#### ARTICLE XII. MISCELLANEOUS PROVISIONS

##### SECTION 1. CERTAIN TRANSACTIONS

EXCEPT AS PROVIDED IN ARTICLE XI, NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER PERSON OR ORGANIZATION, AND NO ACT OF THIS CORPORATION, SHALL BE AFFECTED BY THE FACT THAT A MEMBER, DIRECTOR, OFFICER, OR EMPLOYEE OF THIS CORPORATION HAS A FINANCIAL OR OTHER INTEREST IN SUCH OTHER PERSON OR ORGANIZATION. ANY MEMBER, DIRECTOR, OFFICER OR EMPLOYEE, INDIVIDUALLY, OR ANY FIRM OR CORPORATION IN WHICH SUCH MEMBER, DIRECTOR, OFFICER OR EMPLOYEE MAY HAVE AN INTEREST, MAY BE A PARTY TO, OR MAY HAVE A FINANCIAL OR OTHER INTEREST IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION PROVIDED THAT THE FACT THAT SUCH PERSON, FIRM OR CORPORATION HAS SUCH AN INTEREST SHALL BE DISCLOSED OR SHALL BE KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY OF THE MEMBERS THEREOF, AND PROVIDED FURTHER

THAT SUCH PERSON SHALL NEITHER VOTE NOR BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM FOR VOTING UPON SUCH MATTER.

SECTION 2. SCIENTIFIC ADVISORY BOARD

THE BOARD OF DIRECTORS MAY ESTABLISH A SCIENTIFIC ADVISORY BOARD TO CONSIST OF PROMINENT MENTAL HEALTH PROFESSIONALS INTERESTED IN THE TREATMENT AND CURE OF OCD AND WHOSE PURPOSE SHALL BE FURTHERING THE OBJECTIVES OF THE CORPORATION. THE SCIENTIFIC ADVISORY BOARD SHALL HAVE NO ADMINISTRATIVE AUTHORITY, BUT SHALL MAKE RECOMMENDATIONS TO THE BOARD OF DIRECTORS FOR ITS CONSIDERATION. THE SCIENTIFIC ADVISORY BOARD SHALL CONSIST OF THREE (3) TO SIX (6) MEMBERS WHO SHALL BE SELECTED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS, AFTER CONSULTATION WITH THE CHAIRMAN OF THE SCIENTIFIC ADVISORY BOARD.

SECTION 3. AMENDMENT

EXCEPT AS PROVIDED IN ARTICLE XI, SECTION 11, THESE BY-LAWS MAY BE AMENDED OR REPEALED BY THE BOARD OF DIRECTORS.

SECTION 4. FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON THE FIRST OF JANUARY AND END ON THE 31ST DAY OF DECEMBER OF EACH YEAR.

SECTION 5. HONORARY DIRECTORS

THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO APPOINT, AT ITS DISCRETION, A MAXIMUM OF 5 HONORARY DIRECTORS. EACH HONORARY DIRECTOR SHALL SERVE FOR A TERM OF TWO (2) YEARS. THEY SHALL BE ELECTED AT THE ANNUAL MEETING OF DIRECTORS AND SERVE FOR A PERIOD OF TWO (2) YEARS FROM THEIR ELECTION. HONORARY DIRECTORS SHALL HAVE THE RIGHTS TO ATTEND MEETINGS BUT CANNOT VOTE.

SECTION 6. RESIDENT AGENT

THE BOARD OF DIRECTORS MAY APPOINT A RESIDENT AGENT UPON WHOM LEGAL PROCESS MAY BE SERVED IN ANY ACTION OR PROCEEDING AGAINST THE CORPORATION. SAID RESIDENT AGENT SHALL BE EITHER AN INDIVIDUAL WHO IS A RESIDENT OF AND HAS A BUSINESS ADDRESS IN MASSACHUSETTS, A CORPORATION ORGANIZED UNDER THE LAWS OF MASSACHUSETTS, OR A CORPORATION ORGANIZED UNDER THE LAWS OF ANY OTHER STATE OF THE UNITED STATES, WHICH HAS QUALIFIED TO DO BUSINESS IN, AND HAS AN OFFICE IN, MASSACHUSETTS.

SECTION 7. CORPORATE RECORDS

THE ORIGINAL, OR ATTESTED COPIES, OF THE ARTICLES OF ORGANIZATION, BY-LAWS AND RECORDS OF ALL MEETINGS OF THE INCORPORATORS AND BOARD OF DIRECTORS SHALL BE KEPT IN MASSACHUSETTS AT THE PRINCIPAL OFFICE OF THE CORPORATION, OR AT AN OFFICE OF ITS CLERK OR RESIDENT AGENT. SAID COPIES AND RECORDS NEED NOT ALL BE KEPT IN THE SAME OFFICE. THEY SHALL BE AVAILABLE AT ALL REASONABLE TIMES FOR THE INSPECTION OF ANY DIRECTOR FOR ANY PROPER PURPOSE.

SECTION 8. ARTICLES OF ORGANIZATION

ALL REFERENCES IN THESE BY-LAWS TO THE ARTICLES OF ORGANIZATION SHALL BE DEEMED TO REFER TO THE ARTICLES OF ORGANIZATION OF THE CORPORATION, AS AMENDED AND IN EFFECT FROM TIME TO TIME.

**ARTICLE V**

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

No. and Street: 11 COBBLESTONE ST.

City or Town: CUMBERLAND

State: RI

Zip: 02864

The name of its initial registered agent at such address is

RYAN J. GLODE

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3  
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	RYAN J. GLODE M.A.	90 PENN ST. APT. 2 PROVIDENCE, RI 02909 USA
DIRECTOR	CARLA KENNEY M.A., LMHC	355 WILLIAMS ST. UXBRIDGE, MA 01569 USA
DIRECTOR	JAYME M. VALDEZ M.A., LMHC	469 CHANDLER ST. WORCESTER, MA 01602 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	RYAN J. GLODE M.A.	90 PENN ST. APT. 2 PROVIDENCE, RI 02909 USA
INCORPORATOR	CARLA KENNEY M.A., LMHC	355 WILLIAMS ST. UXBRIDGE, MA 01569 USA
INCORPORATOR	JAYME M. VALDEZ M.A., LMHC	469 CHANDLER ST. WORCESTER, MA 01602 USA

#### ARTICLE VIII

Date when corporate existence is to begin 03/13/2017  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 13 Day of March, 2017 at 1:44:50 PM 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.**

RYAN J. GLODE

CARLA KENNEY

JAYME M. VALDEZ

Form No. 200  
Revised 09/07