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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

FILED

DEC 20 1995

NON-PROFIT CORPORATION

By ND #55
154566

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ELDER CARE TWO, INC. 4c 70940

SECOND: The period of its duration (if perpetual, so state) perpetual

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

(a) To provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

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:

(Note 1)

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article III hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

FIFTH: The address of the initial registered office of the corporation is
443 Hope Street, Bristol, RI 02809 (add Zip Code),

and the name of its initial registered agent at such address is: Alfred R. Rego, Jr., Esq.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 13
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Ann Hollands	122 Windward Lane, Bristol, RI 02809
Clifton Daniel III	15 Church Street, Bristol, RI 02809
Afonso DaSilva	67 Perry Street, Bristol, RI 02809
Anthony Iasiello	92 Peck Avenue, Bristol, RI 02809
Gerhard G. Oswald	1281 Hope Street, Bristol, RI 02809
Celeste Kotuby	41 Kickemuit Avenue, Bristol, RI 02809
Douglas W. Gablinske	14 Duffield Road, Bristol, RI 02809
George Sardinha	53 Magnolia Street, Bristol, RI 02809
William J. Whitty	26 Truman Avenue, Warren, RI 02885
Charles Tansey	220 Hope Street, Bristol, RI 02809
Owen E. Trainor	P.O. Box 794, Bristol, RI 02809
William Rego	P.O. Box 395, Bristol, RI 02809
Mary Moreira	c/o 559 Hope Street, Bristol, RI 02809

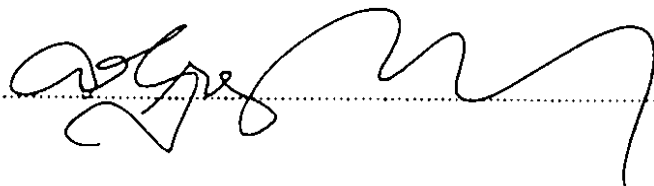
SEVENTH: The name and address of each incorporator is:

Name	Address
Alfred R. Rego, Jr., Esq.	443 Hope Street, Bristol, RI 02809

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): upon filing of Articles of Incorporation

SEE ADDENDUM TO ARTICLES OF INCORPORATION

Dated November 30, 1995



Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

ADDENDUM TO
ARTICLES OF INCORPORATION

ELDER CARE TWO, INC.

NINTH: The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of The Bristol Foundation, a nonprofit corporation organized under the State of Rhode Island or non members who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of The Bristol Foundation or, if the aforesaid approval is withdraw, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The offices of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular offices of the Corporation at the annual meeting, for a term of one year. The secretary and treasure may be one and the same person.

The annual meeting shall be held on the 10th day of July of each year.

TENTH: By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

ELEVENTH: So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.



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ELDER CARE ONE, INC.

150 Franklin Street
Bristol, Rhode Island 02809

The Bristol Foundation

(401) 253-2080
Fax 253-6997

December 18, 1995

Secretary of State
100 North Main Street
Providence, RI 02903

Re: Elder Care Two, Inc.

Gentlemen:

Please be advised that we have no objection in having Elder Care Two, Inc. incorporated. Elder Care One, Inc. and Elder Care Two, Inc. are sister corporations of The Bristol Foundation, a Rhode Island non-profit corporation.

Elder Care Two, Inc. is being incorporated to administer phase two of Bristol's rehabilitation of the former Kaiser building under a HUD 202 program.

Sincerely,


Alfred R. Rego, Jr.

ARRJ