

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Milton Bernstein, Dorothy Sparks, and Marguerite Malloy

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 Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of Harken, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of maintaining and operating a nursing, convalescent, and rest home.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 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 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 business requires, 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 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 stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, 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;
(g) to acquire, hold, sell and transfer shares of its own capital stock: Provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 24th day of July, A. D. 19. 57.

NAME.	RESIDENCE. (No. Street, City or Town)
Milton Bernstein	255 Calhoun Ave. Prov. R.I.
Dorothy Sparks	268 Point St. Prov. R.I.
Marguerite Malloy	9 Longfellow Terrace Providence, R.I.

STATE OF RHODE ISLAND, }
 COUNTY OF PROVIDENCE } In the City of Providence
 in said county this 24th day of July, A. D. 19. 57
 then personally appeared before me Milton Bernstein, Dorothy Sparks, and Marguerite Malloy

each and all known to me and known by me to be the parties executing the foregoing

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

HARKEN, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

JUL 25 1957 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 23680 Providence July 25, 1957

I Hereby Certify That Harker, Inc.

has paid into the State Treasury a fee of twenty-five Dollars for Incorporation in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

Raymond H. Campbell

Harken, Inc.

Incorporation

\$25.00

JUL 25 1957

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[Fee for Filing, \$2.00]

State of Rhode Island and Providence Plantations

Know all Men by these Presents,

That the Harken, Inc., a corporation created by and duly organized under the laws of the State of Rhode Island, hereby constitutes and appoints Milton Bernstein of the City of Providence in the State of Rhode Island, to be its true and lawful attorney, with authority, for and in behalf of said corporation, to accept and acknowledge service of all process, including the process of garnishment, against said corporation in said State in any action, suit, or other proceeding which may be brought against said corporation in any court in said State and upon whom all such process, including the process of garnishment, against said corporation in said State may be served, and who, in case of garnishment, when the fees therefor shall have been paid or tendered, may for and in behalf of said corporation make the affidavit required by law in such cases; and said corporation does hereby admit and agree that any such acceptance or acknowledgment of service of process by said attorney, and any such service of process upon said attorney, shall be deemed sufficient. This appointment is to continue in force for the period of time and upon the terms and conditions provided in Section 16 of Chapter 116 of the General Laws of Rhode Island, as amended.

IN TESTIMONY WHEREOF, the corporation aforesaid has caused its name to be hereto subscribed and its corporate seal to be affixed by its President for that purpose duly

authorized this 21st day of August 1957

Handwritten signature of Harold H. Kenoian

President (Designation of Officer)

[CORPORATE SEAL]

State of RHODE ISLAND } County of PROVIDENCE }

In the City of Providence on this 21st day of August 1957, before me personally appeared the above named Harold H. Kenoian who is known to be the President

of the corporation above named, and described in and who executed the foregoing instrument, who being by me duly sworn, did depose and say that he is President of the

Harken, Inc. above named, and that he knows the corporate seal thereof; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and was affixed thereto by order of the Board of Directors of said corporation, and that he has subscribed the name of said corporation thereto by the like order, as

President of said corporation.

Subscribed and sworn to before me this 21st day of

(NOTARIAL SEAL) August 21st 1957. Handwritten signature of Milton Bernstein NOTARY PUBLIC.

STATE OF RHODE ISLAND, PROVIDENCE, SC. }

I, Milton Bernstein of the City of Providence in said State, do hereby consent to and accept the foregoing appointment as resident attorney for the purposes aforesaid this 21st day of August 1957.

Handwritten signature of Milton Bernstein (Signature of Appointee)

58 Weybosset St., Providence, R. I. (Business Address)

STATE OF RHODE ISLAND, PROVIDENCE, SC. }

In the City of Providence this 21st day of August 1957, personally appeared before me the above named Milton Bernstein who is known to me to be the person described in and who executed the foregoing consent and acceptance and acknowledged that he executed the same for the purposes therein mentioned.

Before me (NOTARIAL SEAL) Handwritten signature of Notary Public NOTARY PUBLIC.

POWER OF ATTORNEY

FROM

HARKEN, INC.
(A Rhode Island Corporation)

APPOINTING

MILTON BERNSTEIN

(Attorney)

58 Weybosset Street
Providence, R. I.

(Business Address)

ITS

Attorney for Service of Process

STATE OF RHODE ISLAND, & C.
OFFICE OF THE SECRETARY OF STATE

Filed **SEP -5 1957** 19
