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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

NON-PROFIT CORPORATION

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 NRIC HOLDINGS

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

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

See Exhibit "A" attached hereto.

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)

See Exhibit "A" attached hereto.

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FIFTH: The address of the initial registered office of the corporation is
362 Broadway, Providence, RI 02909 (add Zip Code),

and the name of its initial registered agent at such address is: Benjamin M. Scungio, Esq.


Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 11 ^{BMB},
and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

See Exhibit "A"

SEVENTH: The name and address of each incorporator is:

Name

Address

Benjamin M. Scungio

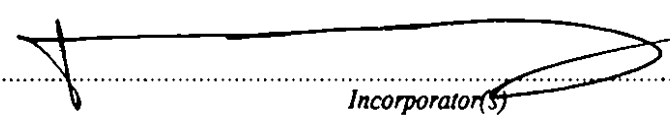
362 Broadway, Providence, RI 02909

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

Dated June 5, 2002

Incorporators must sign

Benjamin M. Scungio


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.

EXHIBIT "A"
to
Articles of Incorporation
of
NRIC HOLDINGS

ARTICLE THIRD (PURPOSE):

This Corporation is organized for the sole purpose of holding title to property, collecting the income therefrom, and turning over the entire amount thereof, less expenses, to the Corporation's parent, the NORTHERN RHODE ISLAND COLLABORATIVE (the "Collaborative"), a Rhode Island non-profit corporation which is an exempt organization under I.R.C. §501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons; Provided only 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 the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these by-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under §501(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by Chapter 6 of Title 7 of the Rhode Island General Laws, as amended from time to time. In addition, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE FOURTH:

The Corporation may, by vote of two-thirds of its members, authorize a voluntary dissolution under Chapter 6 of Title 7 of the Rhode Island General Laws. Upon approval of such voluntary dissolution, the members shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation only to the Collaborative for purposes consistent with the purposes of this Corporation; Provided, however, that if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed in such

manner and to such recipient(s) exempt under §501(c)(3) of the Internal Revenue Code as in the judgment of a court of competent jurisdiction will best accomplish the general purposes for which this Corporation was organized.

ARTICLE SIXTH (BOARD OF DIRECTORS):

<i>Name</i>	<i>Address</i>
Dr. Barbara Von Villas	265 Sayles Avenue, Pascoag, RI 02859
Dr. Michael Jolin	10 Memorial Avenue, Johnston, RI 02919
Dr. Richard Scherza	450 Greenville Road, N. Smithfield, RI 02896
Dr. Anthony D'Acchioli	108 High Street, Woonsocket, RI 02895
Dr. Maureen Chevette	21 Hedley Avenue, Central Falls, RI 02863
Dr. Frank W. Pallotta	1624 Lonsdale Avenue, Lincoln, RI 02865
Dr. Hans Dellith	Park Place/P.O. Box 388, Pawtucket, RI 02860
Mr. Joseph Nasif	2602 Mendon Road, Cumberland, RI 02864
Mr. Paul Vorro	9 George Street, N. Providence, RI 02911
Mr. Roger Depot	49 Farnum Pike, Smithfield, RI 02917
Mr. Kenneth Grew	P.O. Box D, Chepachet, RI 02814