

Filing Fee: \$50.00

ID Number: 156607



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

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CORPORATIONS DIV
SECRETARY OF STATE
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- The name of the corporation is Sisters of Mercy of the Americas Northeast Community, Inc.
- It is incorporated under the laws of Missouri
- The date of its incorporation is 3/10/06
- The address of its principal office in the state or country under the laws of which it is incorporated is:
c/o BCRA Co., 211 N. Broadway, Suite 3600, St. Louis, MO 63102
- The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
health care and education

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By a

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	<u>See Exhibit A</u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
President	<u></u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 5, 2006

Sisters of Mercy of the Americas Northeast Community, Inc.

Print Exact Name of Corporation Making Application

By

President or Vice President (check one)

AND

By *Jacqueline Maxwell Little RSM*

Secretary or Assistant Secretary (check one)

**THE SISTERS OF MERCY OF THE AMERICAS
NORTHEAST COMMUNITY, INC.**

OFFICERS:

President

Ellen Kurtz, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Secretary

Jacqueline Marie Kieslich, RSM
15 Highland View Road
Cumberland, RI 02864-1124

DIRECTORS:

Ellen Kurtz, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Jacqueline Marie Kieslich, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Michele Aronica, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Fileen Dooling, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Maureen McElroy, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Kathleen Turley, RSM
15 Highland View Road
Cumberland, RI 02864-1124



N00723153

CERTIFICATE OF CORPORATE RECORDS

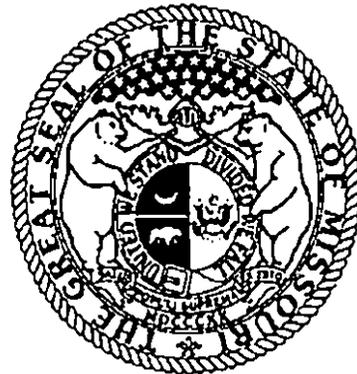
SISTERS OF MERCY OF THE AMERICAS NORTHEAST COMMUNITY, INC.

I, ROBIN CARNAHAN, Secretary of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of June, 2006

Robin Carnahan

Secretary of State



State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

Sisters of Mercy of the Americas Northeast Community, Inc.
N00723153

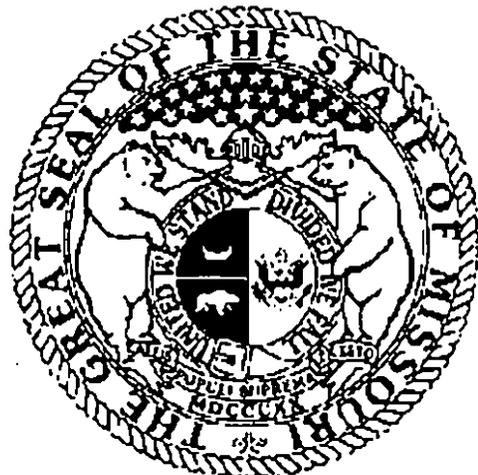
have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 10th day of March, 2006.

Robin Carnahan

Secretary of State





File Number: 200606920709
N00723153
Date Filed: 03/10/2006
Robin Carnahan
Secretary of State

**ARTICLES OF INCORPORATION
OF
SISTERS OF MERCY OF THE AMERICAS NORTHEAST
COMMUNITY, INC.**

A Missouri Nonprofit Corporation

The undersigned, being natural persons each of the age of eighteen years or more and a citizen of the United States, for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act ("NCA"), hereby adopts the following Articles of Incorporation:

1. The name of the corporation is Sisters of Mercy of the Americas Northeast Community, Inc.
2. This corporation is a public benefit corporation.
3. The period of duration of the corporation is perpetual.
4. The street address of the corporation's initial registered office in Missouri is 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102, and the name of its initial registered agent at such address is BCRA.

5. The names and addresses of the six (6) incorporators are:

Katherine Graber, RSM
310 South Manning Blvd.
Albany, NY 12208-1793

Eileen Dooling, RSM
249 Steele Road
West Hartford, CT 06117-2796

Jean Little, RSM
605 Stevens Avenue
Portland, ME 04103-2691

Ellen Kurtz, RSM
PO Box 420
Windham, NH 03087-0420

Patricia Combies, RSM
15 Highland View Road
Cumberland, RI 02864-1124

Jeannine Mercure, RSM
100 Mansfield Avenue
Burlington, VT 05401-3388

6. The corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the

corporation shall inure to the benefit of, or be distributable to, its Directors, 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 this Article. 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. Except to the extent permitted by section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and (c) by a corporation organized under the Missouri NCA as now existing or hereafter amended.

7. Membership in the corporation shall be as set forth in the Bylaws of the corporation. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the Bylaws, provided that there shall not be less than three directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.

8. The corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Missouri NCA and an exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future laws of the State of Missouri and Internal Revenue Law).

9. Bylaws of the corporation, consistent with these Articles, shall be adopted by the Incorporators. The Bylaws shall be amended in the manner provided in the Bylaws.

10. These Articles may be amended by the Directors in the manner provided by law.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation as directed by the Directors of the Corporation to the Institute of the Sisters of Mercy of the Americas, a Maryland nonstock corporation ("SMA") if such entity is then qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). If SMA is not then qualified under section 501(c)(3), then such assets shall be distributed to one or more

organizations then qualified under section 501(c)(3) as selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

12.

(a) The provisions of this Article shall be in the nature of a contract between the corporation and each of its Directors and Officers made in consideration of such person's continued service to the corporation. The protection afforded to each Director or Officer by the provisions of this Article shall survive such person's term of office. This Article may not be repealed, nor may the benefits to the Directors and Officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

(b) The corporation shall hold harmless and indemnify each Director and Officer to the fullest extent authorized or permitted by the provisions of Subsections 1 through 6 of Section 355.476, Missouri Revised Statutes, as amended (which Section, in its entirety, is hereinafter referred to as the "Missouri NCA") or any other or additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification.

(c) The corporation may purchase and maintain for the benefit of each Director or Officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and directors' and officers' liability insurance (covering claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its Directors and Officers in either such capacity or otherwise in the performance of their services for the corporation.

(d) In addition to the foregoing, and subject only to the exclusions set forth in section (e) of this Article, the corporation shall, to the fullest extent authorized or permitted by the provisions of Subsection 7 of the Missouri NCA, hold harmless and indemnify each Director and Officer: (i) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) to which such Director or Officer is, was or at any time became a party, or is threatened to be made a party, by reason of the fact that such Director or Officer is, was or at any time becomes a Director, Officer, employee or agent of the corporation, or is or was serving or at any time serves at the request of the corporation as a Director, Officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise; and (ii) otherwise to the fullest extent as may be provided to such Director or Officer by the corporation under the non-exclusivity provisions of the Missouri NCA.

(e) No indemnity pursuant to section (d) of this Article shall be paid by the corporation: (i) except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the Director or Officer is indemnified either pursuant to section (b) of this Article or pursuant to any insurance of the type referred to in section (c) of this Article purchased and maintained by the corporation; (ii) in respect of remuneration paid to such Director or Officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law; (iii) on account of such Director's or Officer's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

(f) All agreements and obligations of the corporation contained in this Article shall continue during the period the Director or Officer is a Director or Officer of the corporation (or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the Director or Officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that he or she was a Director or Officer of the corporation or was serving in any other capacity referred to in this Article.

(g) The corporation will pay, in advance of the final disposition of the action, suit or proceeding, all reasonable expenses of the Director or Officer incurred in defending any civil or criminal action, suit or proceeding against him or her, provided he or she shall have agreed to reimburse the corporation if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation for such expenses.

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In affirmation of the facts stated above, these Articles are executed this 6
day of February, 2006.

Katherine Graber, RSM
Katherine Graber, RSM, Incorporator

Jean Little, RSM
Jean Little, RSM, Incorporator

Patricia Combies, RSM
Patricia Combies, RSM, Incorporator

Eileen Dooling, RSM
Eileen Dooling, RSM, Incorporator

Ellen Kurtz, RSM
Ellen Kurtz, RSM, Incorporator

Jeanine Mercure, RSM
Jeanine Mercure, RSM, Incorporator



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CERTIFICATE OF CORPORATE RECORDS

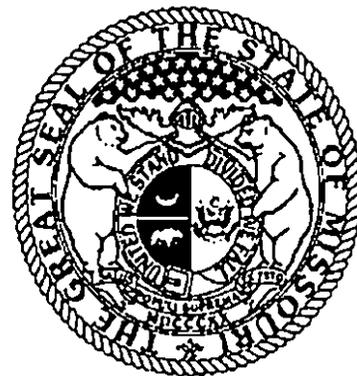
SISTERS OF MERCY OF THE AMERICAS NORTHEAST COMMUNITY, INC.

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of June, 2006

Robin Carnahan

Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200612260008
N00723153
Date Filed: 05/02/2006
Robin Carnahan
Secretary of State

**Statement of Change of Business Office Address
by a Registered Agent of a
Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company**

Instructions	
1.	This form is to be used by either a for profit or nonprofit corporation or a limited liability company to change either or both the name of its registered agent and/or the address of its existing registered agent.
2.	There is a \$10.00 fee for filing this statement.
3.	P.O. Box may only be used in conjunction with a physical street address.
4.	Agent and address must be in the State of Missouri.
5.	The corporation may not act as its own agent.

Charter No. N00723153

The undersigned registered agent, for the purpose of changing its business office in Missouri, represents that:

- The name of the business entity is:
Sisters of Mercy of the Americas Northeast Community, Inc.
- The name of the registered agent is: BCRA Co.
- The address, including street number, of the present business office of the registered agent is:
211 North Broadway, Suite 3600, St. Louis, MO 63102
Address City/State/Zip
- The address, including street number, of the business office of the registered agent is hereby changed to:
221 Bolivar Street, Suite 101, Jefferson City, MO 65101
Address City/State/Zip
(P.O. Box may only be used in conjunction with a physical street address)
- Notice in writing of the change has been mailed by the registered agent to the business entity named above.
- The address of the registered office of the business entity named above and the business office of the registered agent, as changed, is identical.

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Connie E. Walsh Connie E. Walsh, Vice President 4/26/06
Authorized Signature of Registered Agent Printed Name month/day/year

Name and address to return filed document:

Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
Change/Resignation of Agent 1 Page(s)



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