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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

RESTATED ARTICLES OF INCORPORATION
OF

27409

Blackstone Valley Community Action Program, Inc.

Pursuant to the provisions of Section 7-6-42 of the General Laws, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation as amended in a single instrument:

FIRST: The name of the corporation is Blackstone Valley Community Action Program, Inc.

SECOND: The period of its duration is perpetual

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

See EXHIBIT A attached hereto

FOURTH: Any other provisions not inconsistent with law which are presently set forth in the Articles of Incorporation as heretofore amended, are as follows:

(If there are no other such provisions, so state.)

See EXHIBIT B attached hereto

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FIFTH: These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the Original Articles of Incorporation and all amendments thereto.

Dated February 7, 1994 Blackstone-Valley Community
Action Program, Inc. (Note 1)

By James Hoyt (Note 2)
James Hoyt

Its _____ President

and Rose Marie Parker (Note 2)
Rose Marie Parker

Its _____ Secretary

NOTES:

1. Exact corporate name of corporation restating its Articles of Incorporation.
2. Signatures and titles of officers signing for the corporation.

EXHIBIT A

THIRD: The purpose or purposes for which the corporation is organized are: Effectuating Public Law 88-452 of the United States known as the Economic Opportunity Act of 1964, as amended, which has as its purpose the elimination ... "of poverty in the midst of plenty in this nation by opening to everyone the opportunity for education and training, the opportunity to work, and the opportunity to live in decency and dignity ..."; to encourage the development of community programs designed to help eliminate poverty, to make such proposals and to conduct programs as needed; to develop research and evaluation procedures in connection with all programs; to receive and disburse the funds necessary to conduct, research and evaluate such programs; to provide housing and related facilities and services to low and moderate income persons and to elderly persons; and for any other lawful purposes for which a corporation may be formed under Chapter 7-6 of the Rhode Island General Laws (1956), as amended, consistent with the above purposes.

In addition to the foregoing, said corporation shall have the following powers and authority:

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 the corporation shall have power:

- (1) To have perpetual succession by its corporate name.
- (2) To sue and be sued, complain and defend, in its corporate name.
- (3) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (4) To purchase, take, receive, lease, take by gift, device, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and without restriction as to amount.
- (5) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(7) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, guarantee debts and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(8) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(9) To conduct its affairs, carry on its operations, have offices, and exercise the powers granted by this chapter within or without this state.

(10) To elect or appoint officers and agents of the corporation, who may be directors or members, and define their duties and fix their compensation.

(11) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(13) To provide employment benefits including pension plans or pension trusts for any or all of its officers and employees.

(14) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

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EXHIBIT B

FOURTH: Provisions for the regulations of the internal affairs of the corporation, including provisions for the distribution of the assets on dissolution or final liquidation are:

1. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director or officer (except that reasonable compensation may be paid for services rendered to or for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on:

- (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax law; or
- (b) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

2. No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of such director's or officer's duty of loyalty to the corporation and its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director or officer derived an improper personal benefit.

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