

Filing Fee: \$35.00

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109709

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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:

1. The name of the corporation is: Rhode Island Nursing Home Group, Inc.

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in activities relating to group self-insurance of workers' compensation liability for members of the
Corporation and any and all lawful purposes.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation:

See Exhibit A attached hereto and made a part hereof.

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STATE OF RHODE ISLAND
CORPORATIONS DIVISION

5. The address of the initial registered office of the corporation is Starkweather & Shepley Insurance Brokerage, Inc.
60 Catamore Boulevard, (Street Address, not P.O. Box)
East Providence RI 02914-1226 and the name of its initial registered agent at such
 (City/Town) (Zip Code)
 address is Ronald Joseph, CPCU
 (Name of Agent)

6. The names of directors constituting the initial Board of Directors of the Corporation is six (6)
 (Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Mary Yakey</u>	<u>Hattie Ide Chaffee, 200 Wampanoag Trail, E. Providence, RI 02915</u>
<u>Kathleen M. Lavallee</u>	<u>Hallworth House, 66 Benefit Street, Providence, RI 02904</u>
<u>Father Edward Marino</u>	<u>Scalabrini Villa Health Care Center, 860 North Quiddnessett Road, North Kingstown 02852</u>
<u>J. Chris Woulfe</u>	<u>Scandinavian Home, 1811 Broad Street, Cranston, RI 02905</u>
<u>Steven J. Farrow</u>	<u>Steere House, 100 Borden Street, Providence, RI 02903</u>
<u>Robert Martin</u>	<u>Tockwotton Home, 75 East Street, Providence, RI 02903</u>

7. The name and address of each incorporator is:

Name	Address
<u>Mary Yakey</u>	<u>Hattie Ide Chaffee, 200 Wampanoag Trail, E. Providence, RI 02915</u>
<u>Kathleen M. Lavallee</u>	<u>Hallworth House, 66 Benefit Street, Providence, RI 02904</u>
<u>Father Edward Marino</u>	<u>Scalabrini Villa Health Care Center, 860 North Quiddnessett Road, North Kingstown 02852</u>
<u>J. Chris Woulfe</u>	<u>Scandinavian Home, 1811 Broad Street, Cranston, RI 02905</u>
<u>Steven J. Farrow</u>	<u>Steere House, 100 Borden Street, Providence, RI 02903</u>
<u>Robert Martin</u>	<u>Tockwotton Home, 75 East Street, Providence, RI 02903</u>

8. Date when corporate existence to begin Immediately upon filing.
 (Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated December, 19 99

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

FILED
 DEC 14 1999
 By [Signature] 234929

Mary Yakey
Kathleen M. Lavallee
Father Edward Marino
J. Chris Woulfe
Steven J. Farrow
Robert Martin
 Signature of each Incorporator

EXHIBIT A

"FOURTH. Provisions (if any) for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

A. A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

B. The directors of the Corporation may include provisions in the Corporation's by-laws, or may authorize agreements to be entered into which each director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Rhode Island Non-Profit Corporation Act.

C. The Corporation may be dissolved and its affairs wound up in accordance with the laws of the State of Rhode Island; provided, however, that any corporate dissolution based on the wishes of the members alone must be approved by at least two-thirds (2/3) of the total member vote outstanding. In the event of such dissolution, the members shall be entitled to share in the assets of the Corporation, or in the proceeds of any sale thereof, after all corporate debts have been paid and all corporate assets returned as are necessary or required to be returned pursuant to the provisions of the Rhode Island Non-Profit Corporation Act, as amended, in the same proportion that the total annual premium paid by such member for the three (3) fiscal years immediately preceding such dissolution bears to the total annual premiums paid by members during the three (3) preceding fiscal years, and all members shall remain liable for their pro-rata share of all costs and expenses for which the Corporation was responsible as well as for performing all other obligations and duties of the Corporation; provided however that all such members are described in § 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or in a corresponding provision of any future statute (a "§ 501(c)(3) organization"); provided further however, that if any member is not a § 501(c)(3) organization at the time of a distribution, any distributable amounts shall be paid to a § 501(c)(3) organization or organizations for the purpose of providing health care services to the elderly.

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Notwithstanding the foregoing, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article hereof. The corporation

shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation is organized exclusively for one or more of the purposes specified in § 501(c)(3) of the Code and shall not carry on any activities not permitted to be carried on by an organization exempt from tax under § 501(c)(3) of the Code or under a corresponding provision of any future statute.

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