

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MEDICAL HOMES OF RHODE ISLAND, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is _____
MEDICAL HOMES OF RHODE ISLAND, INC.

SECOND: The shareholders of the corporation on _____ December 6, _____, 1976, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

ARTICLE THIRD - entitled "Said corporation is formed for the purpose of" is amended by adding thereto the following:

Section (3) (a) To construct, add to, rehabilitate, refurbish and/or acquire nursing homes or health care facilities, and to operate the same; (b) to enable the financing of the construction of such facilities with the assistance of mortgage insurance under the National Housing Act, pursuant to the provisions of Section 232 of the National Housing Act and the applicable regulations issued pursuant thereto; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Said ARTICLE THIRD is further amended by adding thereto the following additional specific powers:

Section (1). The corporation shall have the power to do and perform all things whatsoever set out in Section (3) of ARTICLE THIRD "PURPOSES" above, and necessary or incidental to the accomplishment of said purposes.

Section (2). The corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100,000; and the number of shares entitled to vote thereon was 100,000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	None

FIFTH: The number of shares voted for such amendment was 83,258; and the number of shares voted against such amendment was none

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None	None	None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No change

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

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At Providence in said county on this 7th day of
December, 19 76, personally appeared before me Francis A.
Monti, who, being by me first duly sworn, declared that he is the
Secretary of MEDICAL HOMES OF RHODE ISLAND, INC.

that he signed the foregoing document as Secretary of the
corporation, and that the statements therein contained are true.

Rose C. Almarite
Notary Public

(NOTARIAL SEAL)

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