

Filing Fee \$35.00

State of Rhode Island and Providence Plantations
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 Scalabrini Villa, Inc.

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

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

To lease real and personal property and to manage, operate and maintain a nursing home, convalescent home and/or rest home; and

To transact any and all other lawful business for which corporations may be incorporated under the Rhode Island Non-Profit Corporation Act, as the same may be from time to time amended hereafter.

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 860 N. Quiddnesset Road,
North Kingstown, Rhode Island 02852 (add Zip Code);

and the name of its initial registered agent at such address is: Rev. Angelo S. Susin CS

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 3,
and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

Rev. Peter P. Polo, CS 472 Atwells Avenue, Providence, RI 02909

Rev. Vincent Monaco, CS 27 Carmine Street, New York, NY 10014

Rev. Matteo Didone, CS 25 Thomas Street, Newark, NJ 07114

SEVENTH: The name and address of each incorporator is:

Name

Address

Elizabeth M. Myers 1500 Fleet Center, Providence, RI 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing of these Articles of Incorporation with the Secretary of State.

Dated August 18, 19 89

Elizabeth M. Myers
Elizabeth M. Myers

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

"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. Indemnification. 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. Distribution Upon Dissolution. 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 they are entitled to vote, and all members shall remain liable for their pro-rata share of all costs and expenses incurred in performing all the maintenance and repairs for which the Corporation was responsible as well as for performing all other obligations and duties of the Corporation.



MISSIONARIES OF SAINT CHARLES • SCALABRINIANS

August 1, 1989

Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

RE: SCALABRINI VILLA, INC.

Gentlemen:

In connection with the proposed incorporation in the State of Rhode Island of Scalabrini Villa, Inc. (the "Company"), the undersigned hereby consents and agrees that the Company may incorporate in Rhode Island under that name and may otherwise use that name in the conduct of its business.

Very truly yours,

BISHOP SCALABRINI HOME, INC.

By: *Silvano Tomasi*
Title: *President*

STATE OF NEW YORK

Subscribed and sworn to before me by *Silvano Tomasi*, the
President of Bishop Scalabrini Home, Inc. this *3rd* day of
August, 1989, which witness my hand and seal of office.

Albert J. Anderson
Notary Public
(My commission expires:)

ALBERT J. ANDERSON
Notary Public, State of New York
No. 41-4032874
Qualified in Queens County
Commission Expires *March 30, 1994*
Dec. 31, 1990