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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

NON-PROFIT CORPORATION

~~DUPLICATE~~

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MEMORIAL COMMUNITY CORPORATION

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

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

To construct, own, operate and/or manage a housing project under the HUD Section 202 Program and to promote the welfare of elderly households residing in the project within the guideline, limitations and restrictions of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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 attached Exhibit "A" for provisions for the regulation of the internal affairs of the corporation.

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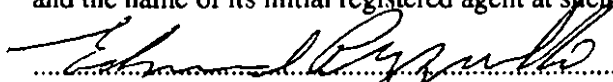
RECEIVED
SECRETARY OF STATE
CORPORATE SERVICES DIV.

FILED

FEB 12 1997
cc # 63
By 174489

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)
Eight Forand Circle, Johnston, Rhode Island 02919 (add Zip Code),

and the name of its initial registered agent at such address is: Edmund Pezzullo


Signature

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

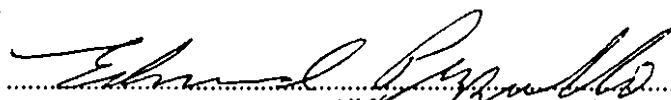
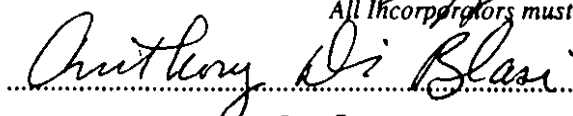
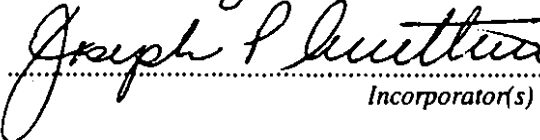
Name	Address
Anthony DiBlasi	Four Woodhaven Dr., Johnston, RI 02919
Joseph Accetturo	223 Highland Ave., Johnston, RI 02919
Edmund Pezzullo	930 Atwood Ave., Johnston, RI 02919
Lorraine Natale	Nine Emerald Lane, Johnston, RI 02919
Cynthia Parrillo	11 Chestnut St., Johnston, RI 02919
Richard Carlone	Three Golini Drive, Johnston, RI 02919
Louise M. LaFazia	45 S. Bennett Drive, Johnston, RI 02919

SEVENTH: The name and address of each incorporator is:

Name	Address
Edmund Pezzullo	930 Atwood Ave., Johnston, RI 02919
Anthony DiBlasi	Four Woodhaven Dr., Johnston, RI 02919
Joseph Accetturo	223 Highland Ave., Johnston, RI 02919

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): February 12, 1997

Dated February 12, 1997


All incorporators must sign


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.

Provisions for the Regulation of the internal affairs of the Corporation:

1. The Corporation is organized exclusively for, and will operate exclusively as, a non profit business corporation in conformity with Title 7, Chapter 6 of the General Laws of the State of Rhode Island, 1956, as amended, and with Section 501 (c)(3) of the United States Internal Revenue Code of 1954, amended.
2. The Corporation shall have the authority to have and borrow money, own stock, engage in real estate transactions in connection with the construction and operation of the housing project funded under the Section 202 program.
3. The Corporation shall not engage in any other business or activity other than the project funded under the Section 202 program, including the operation of any other rental project.
4. The Corporation shall not incur any liability or obligation not in connection with the project funded under the Section 202 program.
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, other than to a religious organization.