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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

86512

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.....Project Hope/Projecto Esperanza, Inc.....

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

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

Please see attached.

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)

Please see attached.

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OCT 4 1 15 PM '95

FILED  
OCT 4 1995  
BY [Signature]  
149457

FIFTH: The address of the initial registered office of the corporation is c/o William T. Murphy,  
The Calart Tower-3L, 400 Reservoir Ave., Providence, RI 02907 (add Zip Code),  
and the name of its initial registered agent at such address is: William T. Murphy

  
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 4,  
and the names and addresses of the persons who are to serve as the initial directors are:

| Name                | Address                               |
|---------------------|---------------------------------------|
| Louis E. Gelineau   | 30 Fenner St., Providence, RI 02903   |
| William I. Varsanyi | 964 Main St., Pawtucket, RI 02860     |
| Robert C. Evans     | 3357 Mendon Rd., Cumberland, RI 02864 |
| George Frappier     | 128 Greene St., Woonsocket, RI 02895  |
|                     |                                       |
|                     |                                       |

SEVENTH: The name and address of each incorporator is:

| Name                | Address                               |
|---------------------|---------------------------------------|
| Louis E. Gelineau   | 30 Fenner St., Providence, RI 02903   |
| William I. Varsanyi | 964 Main St., Pawtucket, RI 02860     |
| Robert C. Evans     | 3357 Mendon Rd., Cumberland, RI 02864 |
| George Frappier     | 128 Greene St., Woonsocket, RI 02895  |
|                     |                                       |
|                     |                                       |

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): October 5, 1995

Dated September 29, 19 95

+ Louis E. Gelineau

Incorporators must sign

William I. Varsanyi

Robert C. Evans

George L. Frappier

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.

Project Hope/  
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3. The purpose or purposes for which the corporation is organized are:

To serve residents of Rhode Island through organization, coordination and/or operation of, and referral to, social service programs, including but not limited to advocacy, community-based discussion, substance and alcohol abuse prevention programs, and health and mental health programs, all in accordance with the religious, charitable and educational concepts of the Roman Catholic Church as expressed in the teaching of the Church's magisterium, the Synods and the Councils of the Church, the Code of Canon Law, and particular legislation of the Diocese of Providence; and to engage in any other activity necessary or appropriate to the foregoing, or to engage in any other religious, educational or charitable purpose that is consistent with the aforesaid concepts of the Roman Catholic Church and the corporation's status as exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

4. 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.

4.1. The corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 7-6-5 of the General Laws as now in force or as hereafter amended, and may carry on any operation or activity referred to in Article 3 to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 7-6 or any other chapter of the General Laws or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

4.2. The directors may make, amend or repeal the by-laws in whole or in part.

4.3. No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as such trustee or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 7-6 of the General Laws.

4.4.(a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its directors or officers, or who serves at its request as a director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Section 4.4 a "Person") against all liabilities and expenses,

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including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for the purposes of this Section 4.4.

(b) Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 4.4. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(c) The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(d) As used in this Section 4.4, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" member, trustee or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

4.5.(a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, trustee, officer or member of this corporation, or any concern in which any such director, trustee, officer or member has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a "transaction") of this corporation, and

(1) such transaction shall not be in any way invalidated or otherwise affected by that fact, to the extent legally permissible; and

(2) no such director, officer, member or concern shall, to the extent legally permissible, be liable to account to this corporation for any profit or benefit realized through any such transaction.

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(b) For purposes of this Section 4.5, the term "interest" shall include personal interest and also interest as a trustee, officer, stockholder, shareholder, director, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(c) No transaction shall be avoided by reason of any provisions of this paragraph 4.5 which would be valid but for such provisions.

4.6. No part of the assets or net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or any individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent permitted by Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

4.7. Upon the liquidation or dissolution of the corporation, all of the assets of the corporation shall be disposed of to one or more charitable, educational or religious organizations of the Roman Catholic Church within the Diocese of Providence that are exempt from tax under Section 501(c)(3) of the Code.

4.8. The articles of organization may be altered or amended in accordance with Section 7-6-39 of the General Laws.

4.9. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of The State of Rhode Island and Providence Plantations, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.