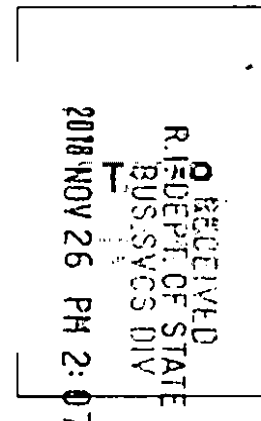




State of Rhode Island and Providence Plantations
Department of State - Business Services Division



Articles of Incorporation
DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

The undersigned, acting as incorporator(s) of the corporation under RIGL 7-1.2-202, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: <div style="text-align: center; font-weight: bold; font-size: 1.2em;">ANDREW MATTHEW ASSISTED LIVING, INC.</div>		
Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
2. The total number of shares which the corporation has the authority to issue is: (Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)		
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
1000	Common	No Par Value
If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2. State any provisions here (optional): <div style="text-align: right;">Check the box to indicate an attachment <input checked="" type="checkbox"/></div>		
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Audrey Ashong-Katai		
Street Address (NOT a P.O. Box) 176 Lonsdale Farm Road		
City/Town Cumberland	State RHODE ISLAND	Zip Code 02864
4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.		

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED
STAMP
NOV 26 2018
BY *[Signature]*
2:07

5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

SEE ATTACHED.

Check the box to indicate an attachment ☒

6. The name and address of each incorporator is:

Name Audrey Ashong-Katai	Address 176 Lonsdale Farm Road	
City/Town Cumberland	State RI	Zip Code 02864
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

7. Date when these Articles of Incorporation will be effective: **CHECK ONE ONLY BOX**

- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

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.

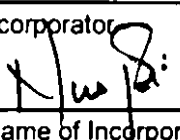
Type or Print Name of Incorporator Audrey Ashong-Katai	Date 11/20/2018
Signature of Incorporator  SIGN DOCUMENT HERE	
Type or Print Name of Incorporator AUDREY ASHONG-KATAI	Date 11/20/18
Signature of Incorporator SIGN DOCUMENT HERE	
Type or Print Name of Incorporator	Date
Signature of Incorporator SIGN DOCUMENT HERE	

EXHIBIT A

Any shareholder, including the heirs, assigns, executors or administrators of a deceased shareholder, desiring to sell or transfer such shares owned by him/them shall first offer it to the corporation by notifying the corporation of his/her desire to sell or transfer by notice in writing, which notice shall contain the price at which he/she is willing to sell or transfer. The corporation shall, within 30 days thereafter either accept or reject the offer, but if at the expiration of thirty days the corporation shall not have exercised the right to purchase, the owner of such shares shall be at liberty to dispose of the same at a price not less than that offered to the corporation.