



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Community Health Innovations of Rhode Island

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE CORPORATION IS FORMED TO ASSIST COMMUNITIES IN RHODE ISLAND TO BE EDUCATED ABOUT THE SOCIAL DETERMINANTES OF HEALTH HERE IN RHODE ISLAND AND BEYOND ITS BORDERS.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

BOARD OF DIRECTORS

A. COMPOSITION OF THE BOARD OF DIRECTORS. THE NUMBER OF BOARD MEMBERS SHALL BE AT LEAST 3, THE PRESIDENT, SECRETARY AND TREASURER AND NO MORE THAN 20. DIRECTORS SHALL BE OF ADULT AGE. DIRECTORS SHALL BE PERSONS FAMILIAR WITH AND BE WILLING TO MAINTAIN THE PARTICIPATORY AND DEMOCRATIC PRINCIPLES OF THE ORGANIZATIONS.

B. ELECTION. CANDIDATES FOR MEMBERSHIP SHALL BE SELECTED FROM AMONG THOSE NOMINATED BY THE NOMINATING COMMITTEE, WHICH SHALL CONSIST OF THREE PERSONS APPOINTED BY THE PRESIDENT. A MAJORITY OF MEMBERS PRESENT MAY ALSO NOMINATE CANDIDATES FOR POSITIONS ON THE BOARD OF DIRECTORS. DIRECTORS SHALL BE ELECTED BY CONSENSUS OF THOSE MEMBERS PRESENT. CONSENSUS IS DEFINED AS 66 PERCENT OF THE MEMBERS PRESENT WHEN

THE BOARD CONSISTS OF 3 MEMBERS INCREASE TO 75 PERCENT WHEN THE MORE IS 4 OR MORE.

C. TERMS. EACH DIRECTOR SHALL SERVE FOR A TERM OF SIX YEARS, OR UNTIL A SUCCESSOR IS SELECTED. A ONE TO THREE YEAR TERM MAY BE EXTENDED TO A DIRECTOR BY CONSENSUS OF THE MEMBERS PRESENT. FORMER MEMBERS MAY MOVE TO AN ADVISORY BOARD POSITION TO BE ESTABLISHED AS DESCRIBED IN S.

D. REMOVAL. A DIRECTOR WHO HAS MISSED THREE OR MORE CONSECUTIVE MEETINGS MAY BE REMOVED BY CONSENSUS OF BOARD MEMBERS THEN SITTING. A DIRECTOR MAY BE REMOVED FOR ANY REASON BY A VOTE OF TWO-THIRDS OF THE MEMBERS THEN SITTING.

E. VACANCIES. VACANCIES MAY BE FILLED AT ANY TIME BY CONSENSUS OF MEMBERS THEN SITTING.

F. GENERAL POWERS. THE GOVERNING BODY OF THE CORPORATION WILL BE DETERMINED BY CONSENSUS OF THE MEMBERS OF THE BOARD. THE BOARD SHALL MANAGE THE BUSINESS AND AFFAIRS OF THE CORPORATION. IT SHALL HAVE ALL POWERS NECESSARY TO CARRY OUT THE OBJECTIVES OF THE CORPORATION AS SET FORTH IN ARTICLE II. THE BOARD MAY ACCEPT, ON BEHALF OF THE CORPORATION, ANY CONTRIBUTION, BEQUEST, OR DEVISE. THE BOARD SHALL HAVE THE AUTHORITY TO HIRE AND DISMISS THE DIRECTOR AS NECESSARY IN ORDER TO CARRY OUT THE OBJECTIVES OF THE CORPORATION.

G. MEETINGS. MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD AT LEAST 4 TIMES EACH YEAR, AT A REASONABLE TIME AND PLACE DESIGNATED BY THE PRESIDENT OR TREASURER. THE PRESIDENT OR TREASURER MAY DESIGNATE ADDITIONAL MEETING DATES. ONE-THIRD OF THE BOARD MEMBERS THEN SITTING MAY, BY WRITTEN REQUEST, SCHEDULE ADDITIONAL MEETINGS.

H. ANNUAL MEETING. A MEETING DURING THE FOURTH QUARTER OF THE YEAR SHALL BE DESIGNATED AS THE "ANNUAL MEETING," AT WHICH NEW MEMBERS ARE ELECTED AND OTHER FORMAL ANNUAL BUSINESS CONDUCTED.

I. NOTICE OF MEETINGS. BOARD MEMBERS SHALL RECEIVE SEVEN DAYS NOTICE OF REGULARLY SCHEDULED MEETINGS. THIS NOTICE MAY BE GIVEN IN WRITING, IN PERSON, BY TELEPHONE, OR BY ANY OTHER REASONABLE METHOD.

J. WAIVER OF NOTICE OF MEETING. A DIRECTOR MAY, IN WRITING, WAIVE NOTICE OF ANY MEETING OF THE BOARD OF DIRECTORS EITHER BEFORE OR AFTER THE MEETING, AND SUCH WAIVER SHALL BE DEEMED THE EQUIVALENT OF GIVING NOTICE. ATTENDANCE OF A DIRECTOR AT A MEETING SHALL CONSTITUTE WAIVER OF NOTICE OF THAT MEETING, UNLESS ATTENDANCE IS FOR THE EXPRESS PURPOSE OF OBJECTING TO THE TRANSACTION OF BUSINESS BECAUSE THE MEETING HAS NOT BEEN LAWFULLY CALLED OR CONVENED.

K. ADJOURNMENT. A MEETING OF THE BOARD OF DIRECTORS MAY BE ADJOURNED. NOTICE OF THE ADJOURNED MEETING OR OF THE BUSINESS TO BE TRANSACTED THERE, OTHER THAN BY ANNOUNCEMENT AT THE MEETING AT WHICH

THE ADJOURNMENT IS TAKEN, SHALL NOT BE NECESSARY. AT AN ADJOURNED MEETING AT WHICH A QUORUM IS PRESENT, ANY BUSINESS MAY BE TRANSACTED WHICH COULD HAVE BEEN TRANSACTED AT THE MEETING ORIGINALLY CALLED.

L. INFORMAL ACTION. IF ALL THE DIRECTORS SEVERALLY OR COLLECTIVELY CONSENT IN WRITING TO ANY ACTION TAKEN OR TO BE TAKEN BY THE CORPORATION, THE ACTION SHALL BE AS VALID AS THOUGH IT HAD BEEN AUTHORIZED AT A MEETING OF THE BOARD.

M. ATTENDANCE BY TELEPHONE. IF A MEMBER IS NOT REASONABLY ABLE TO ATTEND A MEETING, A MAJORITY OF THE MEMBERS PRESENT MAY AUTHORIZE PARTICIPATION BY TELEPHONE, SO LONG AS THE ABSENT MEMBER CAN

HEAR, OR BE ADVISED OF THE DISCUSSION OF BUSINESS, AND OTHER MEMBERS CAN HEAR, OR BE ADVISED OF THE ABSENT MEMBER'S VOTES OR COMMENTS. A MEMBER PARTICIPATING BY TELEPHONE MAY COUNT TOWARD A QUORUM.

N. RESIGNATIONS. ANY DIRECTOR MAY RESIGN AT ANY TIME BY GIVING NOTICE OF RESIGNATION TO ANY OFFICER OF THE BOARD.

O. QUORUM. A QUORUM SHALL BE 66 PERCENT OF THE DIRECTORS THEN SITTING UNTIL SUCH TIME THAT THERE ARE 4 OR GREATER MEMBERS OF THE BOARD AT WHICH TIME IT CAN BE 75 PERCENT OF THE MEMBERS.

P. PROXY VOTING. THERE SHALL BE NO PROXY VOTING. UPON A VOTE OF TWO-THIRD MEMBERS THEN SITTING, THE BOARD MAY ALLOW PROXY VOTING ON A SPECIFIC RESOLUTION, PROVIDED THAT A COPY OF THE RESOLUTION SHALL BE DISTRIBUTED TO MEMBERS AT LEAST 30 DAYS PRIOR TO THE MEETING AT WHICH PROXY VOTING ON THE RESOLUTION IS PROPOSED.

R. DISTRIBUTIONS OF ASSETS AND DISSOLUTION OF FINAL LIQUIDATION SHALL BE DETERMINED BY CONSENSUS OF THE MEMBERS OF THE BOARD.

S. AN ADVISORY BOARD SHALL BE FORMED THAT WILL NOT BE VOTING MEMBERS OF THE BOARD. THERE WILL NOT BE A SET NUMBER OF THE ADVISORY BOARD. THE ADVISORY BOARD MEMBERS WILL BE SELECTION IN ACCORDANCE WITH HAVING AN UNDERSTANDING OF THE PARTICIPATORY PRINCIPLES OF THE ORGANIZATION.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 250 DOYLE AVENUE
City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of its initial registered agent at such address is

DANNIE RITCHIE

ARTICLE VI

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:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	SAKINAH ABDUR-RASHEED	46 VICKSBURG STREET PROVIDENCE, RI 02906 USA
DIRECTOR	TASHIRE BATTLE	209 CENTRAL AVENUE PAWTUCKET, R 02860 USA
DIRECTOR	DIANNE CATHERINE RITCHIE	250 DOYLE AVENUE PROVIDENCE, RI 02906 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	DIANNE RITCHIE	250 DOYLE AVENUE PROVIDENCE, RI 02906 USA

ARTICLE VIII

Date when corporate existence is to begin 01/02/2019
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 20 Day of December, 2018 at 3:18:37 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.
DIANNE RITCHIE

Form No. 200
Revised 09/07