



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

Fee: \$230.00

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

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Timberline Recovery Homes of New England, Inc.

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	800.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

(A) WITH RESPECT TO THE ISSUANCE OF SHARES, ANY AND ALL PREFERENCES, LIMITATIONS, RELATIVE RIGHTS, DUTIES, OBLIGATIONS, CLASS(ES), SERIES, AND THE LIKE SHALL BE GOVERNED BY THE BYLAWS OF THE CORPORATION, AS THE SAME MAY BE AMENDED FROM TIME TO TIME.

(B) THE SHARES OF STOCK OF THE CORPORATION ARE SUBJECT TO AND TRANSFERABLE ON THE BOOKS OF THE CORPORATION ONLY UPON COMPLIANCE WITH THE PROVISIONS OF THE STOCK RESTRICTIONS APPLICABLE THERETO IN THE BYLAWS OF THE CORPORATION, AS THE SAME MAY BE AMENDED FROM TIME TO TIME, WHICH INCLUDE, WITHOUT LIMITATION, SATISFACTION OF CERTAIN RIGHTS OF FIRST REFUSAL WITH RESPECT TO THE CORPORATION AND OTHER SHAREHOLDERS.

ARTICLE III

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

No. and Street: 2 WILLIAMS STREET
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is TROY L. COSTA

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

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

(A) ALL INTERNAL AFFAIRS OF THE CORPORATION NOT OTHERWISE PROVIDED IN THESE ARTICLES SHALL BE GOVERNED BY THE BYLAWS OF THE CORPORATION, AS THE SAME MAY BE AMENDED FROM TIME TO TIME, IN ACCORDANCE THEREWITH.

(B) AN OFFICER OR DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR THE BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY AS AN OFFICER OR DIRECTOR, EXCEPT FOR: (I) LIABILITY FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS; (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS R.I.G.L. TITLE 7, CHAPTER 1.2, ET SEQ., KNOWN AS THE RHODE ISLAND BUSINESS CORPORATION ACT (THE "ACT"); OR (IV) LIABILITY FOR ANY TRANSACTION (OTHER THAN TRANSACTIONS APPROVED IN ACCORDANCE WITH THE ACT, THESE ARTICLES, OR THE BYLAWS) FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF OFFICERS OR DIRECTORS, THEN THE LIABILITY OF AN OFFICER OR DIRECTOR SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT SO PERMITTED. ANY REPEAL OR MODIFICATION OF THIS PROVISION BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF AN OFFICER OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

(C) ANY ACTION, EXCEPT AS MAY BE REQUIRED BY THE ACT OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING, WITHOUT PRIOR NOTICE, AND WITHOUT A VOTE IF CONSENTED TO IN WRITING BY A MAJORITY OF THE HOLDERS OF OUTSTANDING SHARES. PROMPT NOTICE OF SUCH ACTIONS SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON SUCH ACTION IF A MEETING OF SHAREHOLDERS WERE HELD.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
INCORPORATOR	First, Middle, Last, Suffix TROY L COSTA	Address, City or Town, State, Zip Code, Country 2 WILLIAMS STREET PROVIDENCE, RI 02903 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 28 Day of January, 2019 at 4:51:40 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 § 7-1.2.*

TROY L COSTA

Form No. 100
Revised 09/07

© 2007 - 2019 State of Rhode Island and Providence Plantations
All Rights Reserved



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

January 28, 2019 04:39 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

