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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

JAN 18 2006

By [Signature]

87238

NON-PROFIT CORPORATION

**ORIGINAL ARTICLES OF INCORPORATION
(To Be Filed in Duplicate Original)**

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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:

1. The name of the corporation is Quaker Estates of Portsmouth III, Inc.

2. The period of its duration is (if perpetual, so state) perpetual

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

(a) To provide elderly persons with housing facilities and services especially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed, to, nor inure to the benefit of, any individual.

(c) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(d) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

4. 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:

(a) The Corporation is empowered:

(i) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article

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Third hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(ii) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(iii) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(iv) Upon the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all of the remaining assets of the Corporation, after the payment of the Corporation's debts, shall be conveyed or distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article THIRD (c) hereof, other than for religious purposes, all of the foregoing with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(b) By-Laws of the Corporation may be adopted by the Incorporator or the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article 4 hereof.

(c) So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or any Use Agreement between said Secretary and the Corporation remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

(d) The number of directors of the Corporation shall be at least seven (7), but not more than fifteen (15) individuals.

(e) The directors shall serve without compensation.

(f) The directors of the Corporation shall, at all times, be limited to individuals who are either members or directors of Coastal Housing Corporation or nonmembers or nondirectors who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member or director of Coastal Housing Corporation or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. The directors shall, at all times, include at least one individual who is totally unrelated to the Corporation or to Coastal Housing Corporation, a Rhode Island non-profit corporation (the sponsoring corporation), and who satisfies the community representation requirement of Section 202(d)(2)(B) of the Housing Act of 1959. Such individual shall, at all times, be a person who lives or works in the community in which the Corporation's project is located.

(g) The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

(h) The annual meeting shall be held on the third Monday in the month of September of each year.

5. The address of the initial registered office of the corporation is One Park Row - Suite 300, _____, _____,
(Street Address, not P O Box)
Providence, _____, RI 02903, _____, and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
Drew P. Kaplan
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is nine (9) and the names and addresses

of the persons who are to serve as the initial directors are:

<u>Name:</u>	<u>Address:</u>	<u>Term:</u>
Cathy Bonneau	159 Pear Street, Portsmouth, RI 02871	One year or until their successors are duly authorized.
Sirje Carl	45 Pemberton Avenue, Jamestown, RI 02835	
Donna Conway	945 Charles Street, North Providence, RI 02914	
Clare Fortin	7 Church Street, Greenville, RI 02828-1744	
Maureen Guilbault	77 Ashton Court, Harrisville, RI 02830	
Carole Kennedy	146 First Avenue, East Greenwich, RI 02818	
Julie Leddy	14 Manchester Circle, Coventry, RI 02816	
Michael S. Lyckland	25 Easton Avenue, Warwick, RI 02888	
Edward A. Roderick	30 Washington Street, Central Falls, 02863	

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Robert B. Berkelhammer</u>	<u>One Park Row, Suite 300, Providence, RI 02903</u>

8. Date when corporate existence is to begin Upon Filing

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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.

Dated January 17, 2006



Robert B. Berkelhammer

January 17, 2006

State of Rhode Island
Secretary of State
148 W. River Street
Providence, RI 02904

Gentlemen:

Quaker Estates of Portsmouth, Inc. and Quaker Estates of Portsmouth II, Inc. hereby consent to the creation of Quaker Estates of Portsmouth III, Inc. and the use of the name of Quaker Estates of Portsmouth III, Inc. by said corporation.

Very truly yours,

Quaker Estates of Portsmouth, Inc.

By: James E. Willey

Quaker Estates of Portsmouth II, Inc.

By: James E. Willey