

Filing Fee \$10.00



**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE

100 North Main Street  
Providence, Rhode Island  
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE  
that the corporation must be in good standing prior to filing

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**NHCC Medical Associates, Inc.**

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is **NHCC Medical Associates, Inc.**

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

(Please see Attachment A)

16-11-07-16-01-100

16-11-07-16-01-100

**FILED**

JAN 15 1997

By CC#63  
178519

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted by a consent in writing signed under date of January 9, 1997 by all members entitled to vote in respect thereto.

Dated January 15, 1997

NHCC Medical Associates, Inc.

(Note 2)

By AWA [Signature] (Note 3)

Its ..... President of ~~NHCC Medical Associates, Inc.~~

and John F. Brady (Note 3)

Its ..... Secretary ~~or Assistant Secretary~~

**NOTES:**

1. Insert whichever of the following statements is applicable:

- (a) "The amendment was adopted at a meeting of members held on  
at which a quorum was present, and the amendment received at least a majority of the votes which members  
present or represented by proxy at such meeting were entitled to cast."
- (b) "The amendment was adopted by a consent in writing signed under date of  
by all members entitled to vote in respect thereto."
- (c) "The amendment was adopted at a meeting of the Board of Directors held on  
, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect  
thereof."

2. Exact corporate name of corporation adopting the Amendment.

3. Signatures and titles of officers signing for the corporation.

## **ATTACHMENT A**

### **to Articles of Amendment to the Articles of Incorporation of NHCC Medical Associates, Inc.**

**THIRD:** Said corporation is constituted for the purpose of supporting and encouraging the development of comprehensive, integrated health care related services for the advancement and well-being of the community, through the employment of physicians and other health care practitioners, in the furtherance of the purposes of Newport Health Care Corporation, as sole member of the Corporation (the "Member") and Lifespan Corporation, as the sole member of the Member, and of the Corporation and each entity that may be directly or indirectly affiliated with the Member or the sole member of the Member, from time-to-time, and through all other relevant means. Said Corporation is organized exclusively for charitable, scientific and educational purposes as a non-business, not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings or profits will inure to the benefit of, or be distributable to, any Director, officer or other individual, except organizations which qualify for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; provided that said Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

#### **FOURTH:**

3.) In the event of the dissolution of said Corporation or the winding up of its affairs or other liquidation of its assets, said Corporation's property shall be conveyed or distributed to Newport Hospital, a Rhode Island charitable, non-business, not-for-profit corporation, if in existence, or if not in existence, conveyed or distributed, as the Board of Trustees of the Corporation may determine, to organizations which are organized and operated for charitable purposes similar to those of the Corporation and which qualify, at the time of such conveyance or distribution, as organizations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; provided that any remaining assets shall be disposed of exclusively to organizations which are organized and operated exclusively for charitable purposes similar to those of the Corporation, as determined by a court of competent jurisdiction of the State of Rhode Island.

5.) A Trustee of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for breach of the Trustee's duty as Trustee, except for liability (1) for any breach of the Trustee's duty of loyalty to the Corporation or to its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for any transaction from which the Trustee derived an improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the Corporation shall not adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification.