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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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 Women's Housing and Economic Development Corporation

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:
exclusively for charitable purposes as described in Section 501 (c)(3) of the Internal Revenue Code, as
amended, including without limitation: the acquisition, development and management of affordable housing for
underserved, low-to-moderate income individuals and families including women and children, the elderly,
persons with AIDS or other chronic illnesses and the mentally and/or physically challenged, the provision
of employment and training opportunities, the promotion of economic development activities and programs
that will benefit low and moderate income persons, and other activities related to improving the overall
quality of life of individuals and families in the region with particular emphasis on identified WHEDCO
catchment areas.

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:

See Exhibit A attached hereto.

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5. The address of the initial registered office of the corporation is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Corporation Service Company
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is five (5)
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
<u>Angela Smith</u>	<u>196 Sackett St., Providence, R.I. 02907</u>
<u>Michael Silva</u>	<u>747 Pontiac Ave., Cranston, R.I. 02910</u>
<u>Rita Holahan</u>	<u>71 Euston St., Cranston, R.I. 02910</u>
<u>Vincent Iglizzi</u>	<u>25 Legion Memorial Dr., Providence, R.I. 02909</u>
<u>Alma Felix Green</u>	<u>861A Broad St., Providence, R.I. 02907</u>

7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Kristin A. DeKuiper</u>	<u>Sherburne, Powers & Needham, P.C.</u>
	<u>1 Park Row, Suite 300</u>
	<u>Providence, R.I. 02903</u>

8. Date when corporate existence to begin upon filing of these Articles of Incorporation with the Rhode Island
 Secretary of State. (Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated Nov. 17, 1998

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.

Kristin A De Kuiper

Signature of each Incorporator

EXHIBIT A

FOURTH. Provisions (if any) for the regulation of internal affairs of the Corporation.

(a) A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived 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 directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(c) The Corporation shall act lawfully in accordance with §7-7-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in §509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) to the extent applicable.

(d) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Non-Profit Corporation Act) of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of '1986 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court 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.