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27527



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

RESTATED ARTICLES OF INCORPORATION

OF

Newport Health Care Corporation

Pursuant to the provisions of Section 7-6-42 of the General Laws, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation as amended in a single instrument:

FIRST: The name of the corporation is Newport Health Care Corporation

SECOND: The period of its duration is Perpetual

THIRD: The specific purpose or purposes which the corporation is authorized to pursue are:

(Please see Attachment A)

FOURTH: Any other provisions not inconsistent with law which are presently set forth in the Articles of Incorporation as heretofore amended, are as follows:

(If there are no other such provisions, so state.)

(Please see Attachment B)

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FILED

JAN 15 1997

CC# 63
By 178519

FIFTH: These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the Original Articles of Incorporation and all amendments thereto.

Dated January 15, 1997

Newport Health Care Corporation

(Note 2)

By *[Signature]* (Note 3)

Its President ~~XXXXXXXXXX~~

and *John F. Brady* (Note 3)

Its Secretary ~~XXXXXXXXXX~~

- NOTES:**
1. Exact corporate name of corporation restating its Articles of Incorporation.
 2. Signatures and titles of officers signing for the corporation.

ATTACHMENT A

THIRD: Said corporation is constituted for the purpose of supporting, encouraging and coordinating the development of comprehensive, integrated health care related services for the advancement and well-being of the community, through providing financial, management, and other assistance in the furtherance of the purposes of Lifespan Corporation, a Rhode Island nonprofit corporation, as sole member of the Corporation (the "Member") and of the Corporation and each entity that may be directly or indirectly affiliated with the Member, from time-to-time, and through all other relevant means in an integrated, regional system for the delivery of comprehensive health services. 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 Governor, Trustee, 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.

ATTACHMENT B

FOURTH: Said Corporation shall be located in Newport, Rhode Island.

FIFTH: The sole member of the Corporation shall be Lifespan Corporation, a Rhode Island nonprofit corporation. The rights, powers, authority and procedures of the sole member shall be as set forth from time to time in the By-Laws of the Corporation.

SIXTH: No substantial part of the activities of said Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and said Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

SEVENTH: 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, as the Board of Trustees of said Corporation may determine, to organization(s) which are organized and operated for charitable purposes similar to those of said Corporation and which qualify, at the time of such conveyance or dissolution, as organization(s) 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 organization(s) which are organized and operated exclusively for charitable purposes similar to those of said Corporation, as determined by a court of competent jurisdiction of the State of Rhode Island.

EIGHTH: Notwithstanding any other provisions of these Restated Articles of Incorporation, said Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation which qualifies for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

NINTH: All references herein: (i) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.