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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

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

Newport Health Care Corporation

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 **Newport Health Care Corporation**

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

(Insert Amendment)

(Please see Attachment A)

26. 11. 27. 11. 1997
SECRETARY OF STATE
STATE OF RHODE ISLAND

FILED

JAN 15 1997

By cc # 3
178519

THIRD: The amendment was adopted in the following manner:

(Note 1)

- (a) The amendment was adopted at a meeting of the members held on October 3, 1996, 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.

Dated January 15, 1997

Newport Health Care Corporation

(Note 2)

By Arthur Gamp (Note 3)

Its President ~~or Vice President~~

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

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.

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.

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.