

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

27629

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION.
OF

Emma Pendleton Bradley Hospital

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 Emma Pendleton Bradley Hospital

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:
(Insert Amendment)

RESOLVED: That the Articles of Incorporation be, and they hereby are, amended in their entirety as set forth on Schedule A.

Rec'd & Filed

MAR 19 1993

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

27629
11/14/92

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members held on April 30, 1992, 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 March 12, 1993

Emma Pendleton Bradley Hospital

(Note 2)

By

Daniel J. Wall

(Note 3)

Its

Vice-

President

and

[Signature]

(Note 3)

Its

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.

Bradley Hospital

Amendment to Articles of Incorporation

- First: The name of the corporation is Emma Pendleton Bradley Hospital.
- Second: The period of the duration of the corporation is perpetual.
- Third: The corporation is constituted for the purpose of serving as a regional medical center for mental health care providing services with a family focus for emotional disorders and developmental disabilities to infants, children, adolescents, and young adults and their families, and as a regional education center providing special education for children and adolescents. In furtherance of its purpose, the corporation shall provide educational programs and training and shall undertake research in child and adolescent psychiatry and related mental health professions.
- Fourth: The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings, profits or assets of the corporation upon dissolution or otherwise shall inure to the benefit of any private person or individual or any trustee of the corporation, and upon liquidation or dissolution all property and assets of the corporation remaining after paying or providing for all debts and other expenses shall be distributed and paid over to an organization described in §501(c)(3) of the Internal Revenue Code of 1986 or a corresponding provision of any future statute; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Third hereof. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any

other provision of these Articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1986 and shall not carry on any activities not permitted to be carried on by an organization exempt from tax under §501(c)(3) or a corresponding provision of any future statute.

Fifth: The power and authority to conduct business and affairs of the corporation shall be vested solely in a board of trustees, except as otherwise provided by law or the by-laws. Without limiting the generality of the foregoing, the majority of the board of trustees holding office at the time shall have the power to authorize the sale, lease, mortgage or other disposition of all or any portion of the assets of the corporation. The number of trustees, the manner of their election, their terms of office, and all of the matters pertaining to the constitution of the board of trustees and the proceedings thereof shall be as provided in the by-laws.

Sixth: A member of the board of trustees (a "trustee") of the corporation shall not be personally liable to the corporation for monetary damages for breach of the trustee's duty as a trustee, except for (i) liability for any breach of the loyalty to the corporation, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) liability 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 shall 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 Article Sixth by the corporation shall not adversely affect any right or protection of a trustee of the corporation existing prior to such repeal or modification.

Seventh: In addition to the authority conferred upon the corporation by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act, the corporation's by-

laws may include provisions for the purpose of indemnifying such trustee or officer in the manner and to the extent provided herein:

(i) The by-law provisions authorized hereby may provide that the corporation shall, subject to the provisions of this Article Seventh, pay, on behalf of a trustee, or officer any Loss or Expenses arising from any claim or claims which are made against the trustee or officer (whether individually or jointly with other trustees or officers) by reason of any Covered Act of the trustee or officer.

(ii) For the purposes of this Article Seventh, when used herein:

- (A) "Loss" means any amount which a trustee or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlement, fines, penalties or, with respect to employee benefit plans, excise taxes;
- (B) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Act, including, without being limited to, legal, accounting or investigative fees and expenses;
- (C) "Covered Act" means any act or omission of a trustee or officer in the trustee's or officer's official capacity with the corporation.

(iii) The by-law provisions authorized hereby may cover Loss or Expenses arising from any claims made against a trustee or officer no longer serving in an official capacity, the estate, heirs or legal representative of an incompetent, insolvent or bankrupt trustee or officer, where the trustee or officer was a trustee or officer at the time the Covered Act upon which such claims are based occurred.

(iv) The by-law provisions authorized hereby may provide for the advancement of Expenses to a trustee or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom,

involving such trustee or officer and based on the alleged commission by such trustee or officer of a Covered Act, subject to an undertaking by or on behalf of such trustee or officer to repay the same to the corporation if indemnification is not permitted under sub-paragraph (v), below.

(v) The by-law provisions authorized hereby may not indemnify a trustee or officer from and against any Loss, and the corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a trustee or officer for: (A) any breach of the trustee's or officer's duty of loyalty to the corporation; (B) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (C) a transaction from which the person seeking indemnification derived an improper personal benefit.

(vi) The by-law provisions authorized hereby may contain such other terms and conditions as the board of trustees, in its sole discretion, determines to be consistent with the provisions of this Article.