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27536



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 Foundation, Inc.

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 Foundation, Inc.**

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)

26 JAN 15 1997
STATE OF RHODE ISLAND
02903-1335

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 Foundation, Inc.

(Note 2)

By *Alan Sampson* (Note 3)

Its President ~~and Vice President~~

and *John F. Brady* (Note 3)

Its Secretary ~~and Assistant Secretary~~

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

ATTACHMENT A

**to the Restated Articles of Association of
Newport Health Foundation, 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 fund-raising and fund management 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.

ATTACHMENT B

**to the Restated Articles of Association of
Newport Health Foundation, Inc.**

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

FIFTH: The sole member of said Corporation shall be Newport Health Care Corporation, a Rhode Island charitable, non-business, not-for-profit 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 said 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 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.

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.

TENTH: 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.