

Filing Fee \$10.00

26630



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

Hospice Care of Rhode Island

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 Hospice Care of Rhode Island

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

SEE SCHEDULE A ATTACHED HERETO

FILED

JAN 05 1996

By ADJ #55
154269

96 JAN 11 10 00 AM
STATE OF RHODE ISLAND
02903-1335

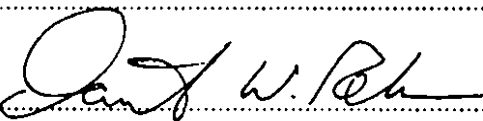
THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Trustees held on November 2, 1995 and received the vote of eighty percent of the Trustees in office, there being no members entitled to vote in respect thereof.

Dated 1-5, 19 96

Hospice Care of Rhode Island

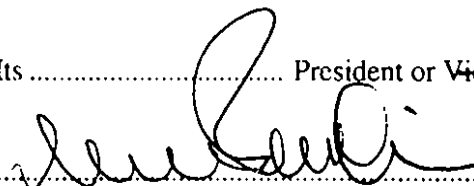
By



Its

President or ~~Vice President~~

and



Its ~~Secretary~~ 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.

SCHEDULE A

Article THIRD is hereby amended to add the following paragraph:

Further purposes of the corporation shall be to develop and operate a hospice program in southern New England and other areas in the discretion of the Board of Trustees and to promote the charitable, scientific and educational purposes of Lifespan Corporation, a nonprofit corporation organized and existing under the Rhode Island Nonprofit Corporation Act, and each of the corporations and other entities that may be directly or indirectly affiliated with Lifespan Corporation from time to time in an integrated, regional system for the delivery of comprehensive health services, and to do all things incidental to and designed to promote the foregoing purposes and to engage in any other activity for which corporations may be organized under the Rhode Island Nonprofit Corporation Act.

Article FIFTH is hereby amended to read in its entirety as follows:

(a) *The sole member of the corporation shall be Lifespan Diversified Services, Inc., a Rhode Island nonprofit corporation.*

(b) *Upon dissolution the Board of Directors of this corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation outright to Lifespan Corporation, if Lifespan Corporation is qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, and in effect from time to time, and any successor statute or, if Lifespan Corporation is not then in existence or is not qualified for exemption under Section 501(c)(3) of the Code, to and among any existing non-business corporation or other entity organized and operated for educational, scientific, charitable, religious, or literary purposes, including non-profit societies or associations, which would then qualify under the provisions of Section 501(c)(3) of the Code in such manner and in such proportions as it shall prescribe.*

The corporation shall merge or consolidate with or into any corporation only if the surviving corporation is organized and operated exclusively for charitable scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code and meets the requirements for exemption under Section 501(c)(3) of the Code.

(c) *A trustee of the corporation shall not be personally liable to the corporation or its member for monetary damages for breach of the trustee's duty as a trustee, except for liability (i) for any breach of the trustee's duty of loyalty to the corporation or its member, (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 trustee derived an improper personal benefit.*

If the Rhode Island Nonprofit 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 Nonprofit Corporation Act, so 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.

Article SIXTH is hereby amended in its entirety to read as follows:

The Corporation shall be a membership organization and the member shall have such powers and authorities as are set forth in the Rhode Island Nonprofit Corporation Act, and otherwise in the Rhode Island General Laws, these Articles and the Bylaws of the Corporation.