



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 Hospital

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 Hospital**

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)

FILED

JAN 15 1997

cc #6.3

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 Hospital** (Note 2)

By *William J. Sampson* (Note 3)

Its President or ~~Vice President~~

and *John F. Brady* (Note 3)

Its Secretary or ~~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 Incorporation of
Newport Hospital

Section 1. The Corporation is organized exclusively for hospital, charitable, scientific and educational purposes as a non-business, not-for-profit corporation, and to promote the charitable, scientific and educational 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 of each entity that may be directly or indirectly affiliated with the Member or sole member of the Member, from time-to-time, in an integrated, regional delivery system for the delivery of comprehensive health services. 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 Trustee, governor, 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 the 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 Incorporation of
Newport Hospital**

Section 2. The Corporation may for its corporate purposes take, receive, hold or convey real or personal property and all such property shall be exempt from taxation and not at any time be liable to be assessed in the apportionment of any state or town tax so long as said real or personal property is used for charitable or hospital purposes.

Section 3. The Corporation and all the property and concerns of the Corporation shall, subject to such powers which may be reserved to the sole Member from time to time pursuant to the Articles of Incorporation, as amended, the General Laws of the State of Rhode Island or the Bylaws of the Corporation, be under the direction and management of a Board of Trustees.

Section 4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

Section 5. In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to Newport Health Care 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.

Section 6. Notwithstanding any other provisions herein, the 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.

Section 7. 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 provision hereafter adopted.

Section 8. 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 a Trustee, except for liability (i) 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.