

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is.....
WEST VIEW NURSING HOME, INC.

(A close corporation pursuant to §7-1.1-61 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state)..... Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To operate a convalescent home or homes; to provide room, lodging and care for elderly or infirm persons; to provide such care as is generally provided in nursing or convalescent homes or hospitals; to engage in the general business of operating a convalescent home.

To purchase, acquire, lease, manage, sell or convey, mortgage or otherwise encumber, release or grant real estate or other personal property for said corporate purposes; to erect buildings or otherwise improve or alter the same; to issue promissory notes, bonds or other evidences of indebtedness or to do any other lawful act or transact any other lawful business incidental to said corporate purposes.

To carry on its business in any state or territory of the United States or in any foreign country; to acquire any or all of the assets or stock of any other corporation; to perform any act which may be necessary or desirable for the achievement of the above corporate business.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, or employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares600

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

without par value.

All shares to be without par value. The stock of said corporation shall be considered and issued as "1244" stock as defined in the Internal Revenue Code as amended.

or

(b) *If more than one class:* Total number of shares . None

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation shall have a lien on the shares of stock of any stockholder for any indebtedness of such stockholder to this corporation, enforceable in such manner as the By-Laws of this corporation shall provide.

The corporation shall have the right of pre-emption of the stock of all stockholders to purchase said stock at the lowest price at which any stockholder is willing to sell before the same shall be sold by such stockholder to any other party.

The right of pre-emption shall be exercised in the manner provided for in the By-Laws of the corporation.

The corporation shall have the right to refuse to register the name of any transferee of stock as an owner thereof on its records, if such stockholder shall have paid less than the amount at which it was offered to the corporation; and the corporation may require of such transferee an affidavit as to the price paid for such stock.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Any action required or permitted to be taken at a meeting of shareholders by 7-1. 1-30.3 of the General Laws may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon under the provisions of 7-1. 1-30.3.

Powers normally vested in the Board of Directors under the provisions of 7-1. 1-51 are vested in the President of this corporation.

The corporation may, from time to time distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets in cash or property out of the unreserved and unrestricted capital surplus of the corporation under the provisions of 7-1. 1-41 and 7-1. 1-51.

The corporation shall have power to indemnify any person who was or is a party to a suit or proceeding, civil or criminal, under the provisions of 7-1. 1-4.1.

SEVENTH. The address of the initial registered office of the corporation is
58 Hamlet Avenue, Woonsocket, Rhode Island 02895 (add Zip Code)

and the name of its initial registered agent at such address is:
Omer A. Sutherland, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-61 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
F. Arthur Parkhurst, Jr.	250 Sayles Hill Road, North Smithfield, RI 02895
Joanne L. Parkhurst	250 Sayles Hill Road, North Smithfield, RI 02895
Omer A. Sutherland	58 Hamlet Avenue, Woonsocket, RI 02895

NINTH. The name and address of each incorporator is:

Name	Address
F. Arthur Parkhurst, Jr.	250 Sayles Hill Road, North Smithfield, RI 02895
Joanne L. Parkhurst	250 Sayles Hill Road, North Smithfield, RI 02895

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Dated April 15, 1978

F. Arthur Parkhurst, Jr.
F. Arthur Parkhurst, Jr.
Joanne L. Parkhurst
Joanne L. Parkhurst

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } In the City of Woonsocket
Town

in said county this 15th day of April, A. D. 1978

then personally appeared before me

F. Arthur Parkhurst, Jr. and Joanne L. Parkhurst

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

[Signature]
Notary Public

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[Signature]

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