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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

**FILED**

JUL 01 2004

By UP 36379

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SECRETARY OF STATE  
CORPORATIONS DIVISION  
JUL 1 1 16 PM '04

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is New Horizons Affordable Housing, Inc. *or Res.*

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

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

1. To finance, develop, package, insure, manage, regulate, control, acquire  
and own various types of housing designed to provide safe, sanitary and  
suitable living accommodations of any type to all persons of low and moderate  
income within the State of Rhode Island.

2. To participate in federal and state programs by receipt of loans, grants  
and annual or other contributions.

3. To receive loans, grants and annual or other contributions from any  
other source, public or private.

SEE ADDENDUM NO. 1

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

1. Business of the Corporation shall be conducted only in duly constituted  
meetings of the Board of Directors of the Corporation.

2. Voluntary dissolution of the Corporation shall be by a single majority  
vote of those members present at a duly constituted meeting. No member shall  
be entitled to any distribution or division of the Corporation's remaining  
property or proceeds.

SEE ADDENDUM NO. 2

5. The address of the initial registered office of the corporation is 10 Franklin Street  
(Street Address, not P.O. Box)  
Lincoln, RI 02865, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is Mr. Aime Brissette  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is SIX (6)  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Joseph R. Garvey</u>	<u>136 Jenckes Hill Road Lincoln, RI 02865</u>
<u>Arthur H. Fletcher</u>	<u>28 River Road Lincoln, RI 02865</u>
<u>John W. Rowan</u>	<u>3 Muskat Drive Lincoln, RI 02865</u>
<u>Rita A. Turcotte</u>	<u>151 Central Street Manville, RI 02838</u>
<u>Robert H. Turner, Sr.</u>	<u>110 Old River Road Lincoln, RI 02865</u>
<u>Lois Bryant</u>	<u>155 Church Street Manville, RI 02838</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Joseph R. Garvey</u>	<u>Same as above</u>
<u>Arthur H. Fletcher</u>	<u>same as above</u>
<u>John W. Rowan</u>	<u>same as above</u>
<u>Rita A. Turcotte</u>	<u>same as above</u>
<u>Robert H. Turner, Sr.</u>	<u>same as above</u>
<u>Lois Bryant</u>	<u>same as above</u>

8. Date when corporate existence is to begin Upon the filing of these Articles of Incorporation  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June, 2004

Joseph R. Garvey Garvey  
Arthur H. Fletcher Fletcher  
John W. Rowan Rowan  
Rita A. Turcotte Turcotte  
Robert H. Turner, Sr. Turner  
Lois A. Bryant Bryant  
Signature of each Incorporator

NEW HORIZONS AFFORDABLE HOUSING, INC.  
ARTICLES OF ORGANIZATION  
(THIRD ARTICLE, CONT'D)  
**ADDENDUM NO. 1**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court Division of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, are organized and operated exclusively for such purposes.

4. To participate in and promote, either alone or in conjunction with any public or private corporation or organization or any charitable or nonprofit corporation or organization, or any governmental agency, the provision of safe, sanitary, and suitable living accommodations of every type to all persons of low and moderate income within the State of Rhode.

5. To promote, engage in, prepare and publish without limitation, alone or in conjunction with any public or private corporation or organization, any charitable or nonprofit corporation or organization, or any governmental agency, research, studies, surveys and any and all data-gathering devices and analyses pertaining to the design, equipment, location, appliances, conveniences and any and all matters in any way appropriate to the provision of safe, sanitary and suitable living accommodations of every type to all persons of low and moderate income.

Persons of middle income shall be qualified for participation in the benefits of safe, sanitary and suitable living accommodations if they are qualified as handicapped, or otherwise disadvantaged, under the regulations of the U.S. Departments of Health, Education and Welfare or Department of Housing and Urban Development, or the Rhode Island Department of Education, Public Health, Public Welfare, Mental Health, Human Resources, Elderly Affairs or Children, Youth & Families.

6. To advise, consult, coordinate and perform whatever work necessary with public or private corporation or organization, any charitable or nonprofit corporation or organization, or any governmental agency, for the purpose of providing safe, sanitary and suitable living accommodations of any type.

7. To sell, assign, lease or sublease real property, or assign the management and operation of property to any public or private corporation or organization, any charitable or nonprofit corporation or organization, or any governmental agency. To hold, invest, reinvest, accept and receive gifts, legacies, bequests, devises, funds, benefits of trust and property of any sort or nature, without limitations as to amount or value, and to use and consume the income or principal thereof exclusively for the charitable purpose of the Corporation.

8. To sell, exchange, convey, mortgage, lease, transfer, endorse or dispose of any of the Corporation's property, both real and personal, as may be convenient to or required to accomplish the charitable purposes of the Corporation.

9. To do any and all lawful things reasonable necessary or convenient to accomplish the purposes aforesaid.

NEW HORIZONS AFFORDABLE HOUSING, INC.  
ARTICLES OF ORGANIZATION  
(FOURTH ARTICLE, (CONT'D))  
**ADDENDUM NO. 2**

3. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.
4. No person may serve as a Director of the Corporation, except during the person's actual term of service as a duly appointed member of the Town of Lincoln Housing Authority pursuant to R.I.G.L. §45-26 and any amendments thereto. Any vacancy in the office of director of the Corporation shall be filled from among the remaining members.
5. Notwithstanding any other provisions of these articles, the organization is established exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted, to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.
6. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h) and shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.