

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RHODE ISLAND HOSPITAL

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.....Rhode..Island..Hospital.....

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

See Exhibit A

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FILED

AUG 09 1994

By 11859125922

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members held on July 26, 1994, 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.

Dated August 9, 1994

RHODE ISLAND HOSPITAL

(Note 2)

By

William Kreykes

(Note 3)

Its XXXXXXXXXXXXXXXX President

and

Louise S. Mauran

(Note 3)

Its XXXXXXXXXXXXXXXX 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.

EXHIBIT A

Articles of Amendment
to the Act to Incorporate
the Rhode Island Hospital

The Act to Incorporate the Rhode Island Hospital, as amended, shall be amended as follows:

Section 4 of that certain Act to Incorporate Rhode Island Hospital, as originally adopted in the January session, 1863 shall be amended to read in its entirety as follows:

"SECTION 4. The said Hospital and all the property and concerns of the corporation shall be under the direction and management of a Board of Directors, which shall include His Excellency, the Governor of the State of Rhode Island for the time being, and their Honors, the Mayors of the respective cities of Newport and Providence for the time being, as ex officio members of said Board of Directors, with the same power and authority as other members possess and enjoy."

The provisions of the following SECTIONS of the Act shall be deleted:

SECTIONS 5, 6 and 7 of that certain Act to Incorporate Rhode Island Hospital, as originally adopted in the January session, 1863; and

SECTIONS 1 and 2 of that certain Act in amendment of an act entitled "An Act to Incorporate the Rhode Island Hospital," as adopted in the January session, 1864.

SEC. 8 of the Act to Incorporate the Rhode Island Hospital, as amended, as added by the amendment to such Act adopted by Articles of Amendment as filed on January 23, 1990, shall be amended by renumbering such section "SECTION 5" and by substituting for all references therein to a "trustee" or "trustees" of such hospital reference to a "director" or "directors."

With the result that, after giving effect to the foregoing amendments, and all previous amendments, the full text of the Act to Incorporate the Rhode Island Hospital, as amended, shall be as follows:

"WHEREAS, the attention of many benevolent persons, members of the medical profession and others, has often been called to the special need in this State of a hospital for the sick, and for those who may be

disabled by accidents and injuries, such as are of frequent occurrence in the industrial occupations in which our population are engaged:

AND, WHEREAS, the establishment of a charitable institution for the above named humane objects would evidently be of great advantage to the people of the State; therefore --

IT IS ENACTED BY THE GENERAL ASSEMBLY AS FOLLOWS:

SECTION 1. Usher Parsons, Joseph Mauran, Lewis L. Miller, Richmond Brownell, Samuel Boyd Tobey, George Capron, S.A. Arnold, Hervey Armington, C. W. Fabyan, George L. Collins, J. W. C. Ely, W. Owen Brown, and their associates, who may hereafter be admitted members of the corporation hereinafter created, according to the bylaws thereof, are incorporated and made a body corporate and politic by the name and style of the Rhode Island Hospital -- and by that name and style shall have perpetual succession; be capable of suing and being sued, pleading and being impleaded, answering and being answered unto, defending and being defended against, to final judgment and execution, in all courts of law and equity; and may have and use a common seal, to be by them devised, altered and renewed at their pleasure.

SECTION 2. The said corporation may take and receive, hold, purchase and possess real and personal estate, to be used and improved for the erection, support and maintenance of a Hospital in the State of Rhode Island, and for carrying into full effect the charitable and humane intentions of the corporation; and the property and estate of said corporation, both real and personal, shall not at any time be liable to be assessed in the apportionment of any State or town tax.

SECTION 3. The said corporation shall ordain, institute, establish and put in execution such rules, regulations and bylaws as may be deemed expedient for the internal government and economy of the institution, and for the well-ordering, managing and conducting of all the affairs thereof, and of all officers, agents and persons appointed or employed by them in and about the establishment or elsewhere, and may alter and amend them at pleasure; provided, the same are not repugnant to the laws of the State, or of the United States and may generally do and transact all other matters and things fit and proper for bodies corporate to do and transact.

SECTION 4. The said Hospital and all the property and concerns of the corporation shall be under the direction and management of a Board of Directors, which shall include His Excellency, the Governor of

the State of Rhode Island for the time being, and their Honors, the Mayors of the respective cities of Newport and Providence for the time being, as ex officio members of said Board of Directors, with the same power and authority as other members possess and enjoy.

SECTION 5. No director of the corporation shall be liable to the corporation or to its members for monetary damages for breach of the director's duty as a director; provided that this Section 8 shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

The provisions of this Section shall not eliminate or limit the liability of a director of this corporation for any act or omission occurring prior to the date on which this Section became effective. No amendment or repeal of this Section shall adversely affect the rights and protection afforded to a director of this corporation under this Section for acts or omissions occurring while this Section is in effect.

Notwithstanding the foregoing provisions of this Section, if the Rhode Island Non-Profit Corporation Act is subsequently amended to further eliminate or limit the personal liability of directors or to authorize corporation action to further eliminate or limit such liability, then the liability of the directors of this corporation shall, without any further action of the Board of Directors or the members of this corporation, be eliminated or limited to the extent permitted by the Rhode Island Non-Profit Corporation Act as so amended."