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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 North Main Street
Providence, Rhode Island
02903-1335

FILED

JUL 07 1998

01159200142

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE

that the corporation must be in good standing prior to filing

RESTATED ARTICLES OF INCORPORATION

OF

PROMAIL, ETC.

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 PROMAIL, ETC.

SECOND: The period of its duration is Perpetual

THIRD: The specific purpose or purposes which the corporation is authorized to pursue are:
See continuation page 3 attached hereto and incorporated herein.

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.)

See continuation pages 4(a)-4(b) attached hereto and incorporated herein.

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 May 29, 1998

..... PROMAIL, ETC. (Note 2)

By James H. Reilly (Note 3)
James H. Reilly

Its ~~Chairman~~ ~~President or Vice President~~

and Jerome B. Spunt (Note 3)
Jerome B. Spunt

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.

PROMAIL, ETC.

Restated Articles of Incorporation

Article THIRD

Continuation Page

The specific purpose or purposes which the corporation is authorized to pursue are:

1. To create and provide vocational opportunities for disabled and disadvantaged persons, particularly those in need of mental health care;
2. To further the charitable purposes and mission of The Providence Center for Counseling and Psychiatric Services; and
3. To conduct such other activities as may be carried on by a corporation organized under the Rhode Island Nonprofit Corporation Act and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation is organized exclusively for one or more of the purposes as specified in Code Section 501(c)(3) and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or corresponding provisions of any subsequent tax laws.

PROVIDENCE CENTER FOR
COUNSELING AND PSYCHIATRIC SERVICES
1000 WASHINGTON STREET
PROVIDENCE, RHODE ISLAND 02902

PROMAIL, ETC.

Restated Articles of Incorporation

Article FOURTH

Continuation Pages

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STATE OF RHODE ISLAND

1. Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles of Incorporation, the Corporation shall have, and may exercise in furtherance of its corporate purposes:

(a) all of the powers specified in Section 7-6-5 of the Rhode Island General Laws, 1956, as amended from time to time; and

(b) all other lawful powers necessary or convenient to effect any or all of the purposes for which the Corporation was formed;

provided, however, that no such power shall be exercised in a manner inconsistent with the Rhode Island Nonprofit Corporation Act or any other chapter of the Rhode Island General Laws, 1956, as amended, or with exemption from taxation under the Code.

2. By-Laws. The directors may make, amend or repeal the By-Laws in whole or in part.

3. Meetings. Meetings of the member of the Corporation may be held anywhere in the United States.

4. Transactions with Interested Persons. The By-Laws may contain provisions providing that no contract or transaction of the Corporation shall be void or voidable by reason of the fact that any officer, director or member of the Corporation may have held an interest therein.

5. Non-Discrimination. In administering its programs and activities, the Corporation shall not discriminate on the basis of gender, race, religion, sexual orientation, age, disability or national origin.

6. Elimination of Directors' Personal Liability. No director shall be personally liable to the Corporation or its member for monetary damages for breach of his or her duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director:

(a) for any breach of the director's duty of loyalty to the Corporation or its member;

(b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

- (c) for any transaction from which the director derived an improper personal benefit.

No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles of Incorporation shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

7. Tax Exempt Status. It is the intent of the Corporation that it be exempt from federal income taxation pursuant to Section 501(c)(3) of the Code. Accordingly, notwithstanding anything else to the contrary in these Articles of Incorporation, the Corporation shall be operated exclusively for such permissible purposes as described therein, and all purposes and powers herein shall be construed consistent with this intent.

8. No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private person, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of exempt purposes.

9. Distributions in Liquidation. In the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be distributed to The Providence Center for Counseling and Psychiatric Services ("Providence Center") so long as Providence Center is exempt from tax under Section 501(c)(3) of the Code or, if Providence Center is not so exempt, to one or more nonprofit corporations, as then determined by the Corporation's Board of Directors, with purposes similar to the Corporation and exempt under Section 501(c)(3) of the Code.

11. Successor Laws. All references herein (a) to the Code refer to the Code as now in force or as hereafter amended, or any successor statute and (b) to the Rhode Island General Laws, or any chapter thereof, refer to said laws now in force or as hereafter amended.