

Filing Fee \$35.00



91577

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

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

Southeastern Healthcare System, Inc.

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

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

See EXHIBIT A attached hereto.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See EXHIBIT B attached hereto.

PAID

SEP 16 1996

SECY OF STATE

CC#63

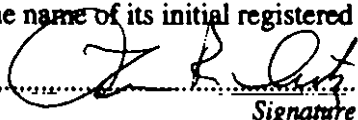
168071

96 SEP 16 1996
RECEIVED
STATE OF RHODE ISLAND
OFFICE OF THE SECRETARY OF STATE

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)

111 Brewster Street, Pawtucket, Rhode Island 02860 (add Zip Code),

and the name of its initial registered agent at such address is: Francis R. Dietz


Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 20, and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

See EXHIBIT C attached hereto.

SEVENTH: The name and address of each incorporator is:

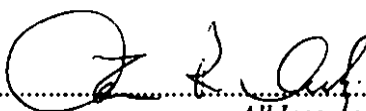
Name

Address

Francis R. Dietz 111 Brewster Street, Pawtucket, Rhode Island 02860

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

Dated 9/16/96, 1996



All Incorporators must sign

Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

EXHIBIT A

THIRD: Purpose or purposes which the corporation is authorized to pursue are:

To develop, operate, and maintain an integrated health care system for the delivery of medical and surgical treatment and related health services;

To promote medical research and make contributions to scientific medicine;

To engage in research and the teaching, instruction and education of medical students and other health care professionals;

To provide primary and family care medical facilities on a regional basis;

To work cooperatively with other hospitals, community health agencies, educational institutions and other public and private entities to promote standards of health in the community service by the corporation;

To operate for the benefit of and to support the operations of The Memorial Hospital and its affiliated corporations and entities and such other charitable scientific or educational corporations as may be affiliated with this corporation, directly or indirectly from time to time, and to carry on such other lawful activities for which a corporation may be formed under Title 7, Chapter 6 of the Rhode Island General Laws (1956) as amended ("The Rhode Island Non-Profit Corporation Act") as the same may be amended from time to time.

EXHIBIT B

FOURTH: Provisions for the regulations of the internal affairs of the corporation, including provisions for the distribution of the assets on dissolution or final liquidation are:

1. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, trustee or officer (except that reasonable compensation may be paid for services rendered to or for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member, trustee, or officer shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to The Memorial Hospital and/or any other entity affiliated with The Memorial Hospital which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or if The Memorial Hospital is then not in existence or is not exempt from federal income tax under such provision, and no such other entity exists which is exempt from federal income tax purposes, then to an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on:

- (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax law; or
- (b) By a corporation, contributions to which are deductible under Section 170(c)(2), the Code, or corresponding provisions of any subsequent federal tax laws.

2. No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of such director's or officer's duty of loyalty to the corporation and 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 or officer derived an improper personal benefit.

Exhibit C

Name

Address

Edward W. Barlow

Seekonk Lace Co.
659 Armistice Boulevard
Pawtucket, RI 02860

Allan R. Bellows

Bellows & Son, Inc.
P.O. Box 414
Lincoln, RI 02865

Arthur J. DeBlois, Jr.

DB Companies, Inc.
P.O. Box 9471
Providence, RI 02904

Francis R. Dietz

Memorial Hospital of
Rhode Island
111 Brewster Street
Pawtucket, RI 02861

A. Austin Ferland

Ferland Corp.
Monticello Road
Pawtucket, RI 02861

Raymond A. Ferland, Ph.D.

51 Shannock Road
So. Kingston, RI 02879

Gary E. Furtado

15 Beth Avenue
Warren, RI 02885

William F. Harty, Jr.

HOD Corp.
176 Greenwood Avenue
Rumford, RI 02916

William J. Hunt

Shove Insurance Inc.
100 East Avenue
Pawtucket, RI 02860

Paul Keating

Smith Barney Co., Inc.
50 Kennedy Plaza
Providence, RI 02903

E. Swift Lawrence

200 Atlantic Avenue
Westport, MA 02790

Name**Address**

Richard Misch

S. M. White & Son, Inc.
Conduit Street
Lincoln, RI 02865

John J. Partridge

180 South Main Street
Providence, RI 02903

Edna Poulin

Director of Labor
810 Manton Avenue
Providence, RI 02916

Virginia Roberts

50 Agawam Park Road
Rumford, RI 02916

Michael A. Tamburro

President
Pawtucket Red Sox
McCoy Stadium
P.O. Box 2365
Pawtucket, RI 02861

Kenneth W. Washburn

Union Wadding Co.
25 Goff Avenue
Pawtucket, RI 02860

Raymond Wynne

Manning Heffern Funeral Home
68 Broadway
Pawtucket, RI 02860