

✓ 45279

State of Rhode Island and Providence Plantations NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST: The name of the corporation is Alternative Living Concepts

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

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

- a) To provide housing and related facilities and services for persons on a non-profit, charitable basis; and
- b) To operate exclusively for charitable and educational purposes.

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)

- a) The sole member is Washington County Community Mental Health Center, Inc.
- b) No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its directors, officers, or other private persons. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(See attached continuation sheet.)

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FIFTH: The address of the initial registered office of the corporation is

1500 Fleet Center, Providence, Rhode Island 02903

(add Zip Code),

and the name of its initial registered agent at such address is: Edmund C. Bennett

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

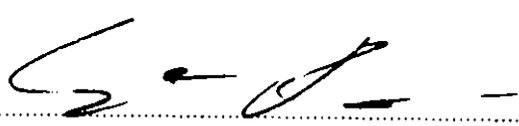
| <i>Name</i> | <i>Address</i> |
|---------------------------|---|
| Edmund C. Bennett | 1500 Fleet Center, Providence, RI 02903 |
| Marta Brändström-Skelding | 1500 Fleet Center, Providence, RI 02903 |
| Laurie C. Wilkins | 1500 Fleet Center, Providence, RI 02903 |
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SEVENTH: The name and address of each incorporator is:

| <i>Name</i> | <i>Address</i> |
|-------------------|---|
| Edmund C. Bennett | 1500 Fleet Center, Providence, RI 02903 |
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EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing.

Dated December 18, 1987



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.

c) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of 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 and educational purposes, other than one created for religious purposes, as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.