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**State of Rhode Island and Providence
Plantations**

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

NON-PROFIT CORPORATION

RESTATED ARTICLES OF INCORPORATION
(To Be Filed in Duplicate Original)

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 the Articles of Incorporation, as amended, in a single instrument:

1. The name of the corporation is LaCasa Development Corporation.
2. The period of its duration is perpetual.
3. The specific purpose or purposes which the corporation is authorized to pursue are:

(a) This corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the corporation shall have the power to provide elderly persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and

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distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of 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 or in opposition to 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

4. Any other provisions, not inconsistent with law, which are presently set forth in the Articles of Incorporation as theretofore amended are as follows:

(a) The corporation is empowered:

(i) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(ii) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property.

(iii) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development.

(iv) Upon the dissolution of the corporation, all of the remaining assets of the corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article THIRD(a) hereof, other than for religious purposes, all of the foregoing within the meaning of

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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, which are organized and operated exclusively for such purposes.

(b) The directors shall serve without compensation.

(c) The directors of the corporation shall, at all times, be limited to individuals who have the approval of the Board of Directors of Women's Development Corporation. Members of the Board of Directors of Women's Development Corporation may be members of the corporation.

(d) The officers of the corporation, as provided by the By-laws of the corporation, shall be elected by the directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

(e) The annual meeting shall be held during the month of June in each year.

(f) By-Laws of the corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development.

(g) So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development or any Use Agreement between said Secretary and the corporation remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

The address of the initial registered office of the corporation is 861 A Broad Street, Providence, RI 02907 and the name of its initial registered agent at such address is Alma Felix Green.

The principal office of the corporation will be located at 861 A Broad Street, Providence, RI 02907, or at such other place as may be specified pursuant to the bylaws of the corporation.

The number of directors constituting the initial Board of Directors of the corporation is 7, and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Alma Felix Green	861 A Broad Street Providence, RI 02907
Susan Aitcheson	861 A Broad Street Providence, RI 02907
Linda Sullivan	861 A Broad Street Providence, RI 02907
Marilyn Sylvestre	861 A Broad Street Providence, RI 02907
James Cornelison	861 A Broad Street Providence, RI 02907
Sue Barker	861 A Broad Street Providence, RI 02907
Anthony Piccirillo	861 A Broad Street Providence, RI 02907

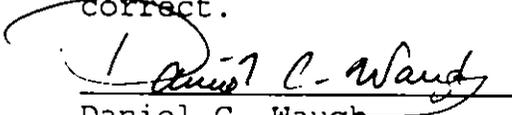
The name and address of the incorporator is:

<i>Name</i>	<i>Address</i>
Daniel C. Waugh	10 Weybosset Street, Providence, RI 02903

5. These Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

Dated February 23, 2001

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


Daniel C. Waugh,
Incorporator