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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is East Bay Realty Corporation II
2. The period of its duration is (if perpetual, so state) perpetual
3. The specific purpose or purposes for which the corporation is organized are:
To build, own, manage and otherwise operate housing for elderly
and/or disabled persons and for the purposes further described
in Article Third on Exhibit A attached hereto and incorporated
into these Articles.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
Regulation of corporate affairs shall be as described in Article
Fourth on Exhibit A attached hereto.

5. The address of the initial registered office of the corporation is 52 Amaral Street
(Street Address, not P.O. Box)
East Providence, RI 02915, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is John P. Digits, Jr.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is seven (7)
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
As listed in Article Sixth on Exhibit A attached hereto.	

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James A. O'Leary	Suite 201
	170 Westminster Street
	Providence, RI 02903

8. Date when corporate existence is to begin Upon filing of these Articles
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: February 28, 2001

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

James A. O'Leary
James A. O'Leary

Signature of each Incorporator

FILED:

MAR 07 2001

John P. Digits, Jr.

EXHIBIT A
to Articles of Incorporation of
East Bay Realty Corporation II

(Continuation of Article THIRD)

- (a) to receive and administer funds for charitable and educational purposes;
- (b) to receive from any person, firm, or corporation property which will constitute the endowment funds of the corporation or which by gift, bequest or otherwise is dedicated to the corporation;
- (c) to own, hold, manage, invest and reinvest all such property received by it;
- (d) to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best to carry out charitable and/or educational purposes and to acquire, own, hold, develop, manage, lease, and invest and reinvest in, real or personal property, tangible or intangible, and to borrow moneys with respect to the acquisition and investment in any such property;
- (e) to directly or indirectly, either alone or in conjunction or cooperation with others, do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized;
- (f) to engage in any lawful activity for which a corporation may be organized under the General Laws of the State of Rhode Island, as now enacted or hereafter amended, subject to those restrictions and limitations set forth in

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Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended from time to time, and/or such other sections of the Code applicable to tax exempt corporations;

- (g) to act as a coordinating body, committee, agency or council for various organizations, groups, clubs and individuals who express a desire to participate in activities, programs, affairs and projects of the Corporation;
- (h) to have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-profit corporations by the General Laws of the State of Rhode Island.
- (i) to provide elderly and/or disabled 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.
- (j) the Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.
- (k) 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 and handicapped 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.

- (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 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.

- (m) The Corporation shall have only one twelve (12) unit housing development and is limited to exist solely in connection with a project assisted under Section 202 of the Housing Act of 1959 as amended and Section 811 of the National Housing Act.

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:

1. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of the Corporation's purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), (and the regulations promulgated thereunder) or under other sections of the Code.

2. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any officer, member, director or individual (except that reasonable compensation may be paid to such persons for services rendered to and for the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no officer, member, or director 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, an organization or organizations which would then qualify under Section 501(c)(3) of the Code (or other sections of the Code) and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this Corporation is constituted.

3. The Corporation may, in furtherance of its purposes, make payments and distributions to other organizations which qualify as exempt organizations under the Code.

4. 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, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5. Members of the Corporation shall have only such right to vote as may be set forth in the By-Laws of the Corporation.

6. This Corporation shall always maintain a racially nondiscriminatory policy toward all persons, including without limitation any students, trainees or other persons participating in this Corporation's programs or activities and shall not discriminate against applicants, students or such other persons on the basis of race, color, religion, sex, national or ethnic origin, creed, age, handicap or sexual orientation.

7. The Corporation is empowered:

(a) to buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvement thereon necessary or incident to the accomplishment of the purposes set forth in II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act..

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

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Housing Regulation 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 and project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertakings 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.

(d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

(e) 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 II(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.

8. Directors elected pursuant to these Articles shall serve without compensation.

9. The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner

therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) 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.

10. 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 pursuant to Article II hereof.

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

SIXTH: Corporate Directors

Anthony T. DaPonte
5 Overhill Road
Warren, RI 02885

Wayne T. Gallagher
48 Tryone Avenue
East Providence, RI 02916

Christine J. Engustian
One Grove Avenue
East Providence, RI 02914

Rev. Steven Hagerman
20 Peach Orchard Drive
Riverside, RI 02915

John A. Savage
126 Thurston Street
Riverside, RI 02915

Heather Harley
24 Manchester Street
Bristol, RI 02809

Cheryl A. Mayer
87 Circuit Drive
Riverside, RI 02915

The directors of this Corporation shall, at all times, be limited to individuals who are either members of the East Bay Mental Health Center or nonmembers who have the approval of the Board of Directors of the sponsoring organization. In the event that a director of the Corporation ceases to be a member of the sponsoring organization, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. The annual meeting shall be held on the third Monday of March of each year.

eastbay/articles

EAST BAY REALTY CORP.

2 Old County Road
Barrington, Rhode Island 02806

February 23, 2001

The Honorable Edward S. Inman
Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903-1335

Secretary of State:

This letter is to advise you that East Bay Realty Corp. has no objection to the use of the name East Bay Realty Corporation II by James O'Leary and others.

Sincerely,

East Bay Realty Corp.

By: 

Its: CEO

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CORPORATIONS DIVISION
STATE OF RHODE ISLAND