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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(X) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is... Ocean State Center for Independent Living

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

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

See Exhibit A attached hereto and made a part hereof.

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 and made a part hereof.

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

One Old Stone Square, Providence, Rhode Island 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Marilyn Shannon McConaghy, Esq.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is— 3 —, and the names and addresses of the persons who are to serve as the initial directors are:

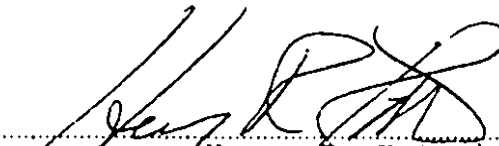
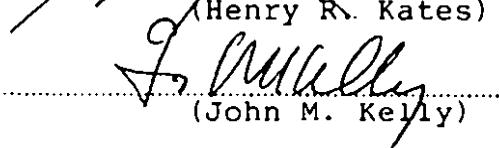
Name	Address
R. Peter Phelan	43 Jefferson Boulevard, Warwick, Rhode Island
Gail Mason	43 Jefferson Boulevard, Warwick, Rhode Island
Michael Del Sesto	43 Jefferson Boulevard, Warwick, Rhode Island

SEVENTH: The name and address of each incorporator is:

Name	Address
Henry R. Kates	One Old Stone Square, Providence, Rhode Island
John M. Kelly	One Old Stone Square, Providence, Rhode Island

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon date of filing of Articles

Dated January 7, 1988


(Henry R. Kates)

(John M. Kelly)

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.

Original Articles of Incorporation
of
Ocean State Center for Independent Living

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

Ocean State Center for Independent Living (the "Corporation") is organized exclusively for charitable and educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under this Section. The Corporation is specifically organized for the purposes of educating, instructing and training persons with multiple disabilities in order to help them acquire daily living skills, vocational development, peer support and advocacy for the purposes of improving and developing each individual's capabilities, thereby encouraging each individual to function independently to the fullest extent possible in his or her home, community and society.

Original Articles of Incorporation
of
Ocean State Center for Independent Living

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provision for the distribution of assets or dissolution or final liquidation are:

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer (except that reasonable compensation may be paid to members, directors, officers and the Corporation's professional staff for services rendered to and for the Corporation). In the event of the Corporation's liquidation, whether voluntary or involuntary, no member, director 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 an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

No director shall be personally liable to the Corporation or to its members for monetary damages for breach of the director's duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or to 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 derived an improper benefit.