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81388



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

PLEASE TAKE NOTICE
that the corporation must be in good standing prior to filing

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

HOSPICE OF NURSING PLACEMENT, INC.

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Hospice of Nursing Placement, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

See Attached (1 page)

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SECRETARY OF STATE
CORPORATIONS DIV.

SEP 14 11 07 AM '95

FILED

SEP 14 1995

By KPH30-118010

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted at a meeting of the Board of Directors held on August 30, 1995, and received the vote of the majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated August 31, 1995

HOSPICE OF NURSING PLACEMENT, INC.

(Note 2)

By Jeffrey Brier

(Note 3)

Its President or Vice President

and Michael A. Bigney

(Note 3)

Its Assistant Secretary

NOTES:

- 1. Insert whichever of the following statements is applicable:
(a) "The amendment was adopted at a meeting of members held on ... at which a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
(b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
(c) "The amendment was adopted at a meeting of the Board of Directors held on ... and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

RE: HOSPICE OF NURSING PLACEMENT, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.