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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

FILED

NOV 05 2004

By KMC

C49277

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

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 Jewish Seniors Assisted Living Support Corporation
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 operate exclusively for charitable, educational and/or religious purposes by
disbursing funds to assist in subsidizing Jewish applicants for, and Jewish
residents of, the Phyllis Siperstein Tamarisk Assisted Living Residence operated
by Tamarisk, Inc. who demonstrate financial need.
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:
See Exhibit A attached hereto and incorporated by reference.

5. The address of the initial registered office of the corporation is Ten Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Robert P. Landau
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is five
(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>
<u>Herb Meister</u>	<u>108 America Bldg., Goat Island South, Newport, RI 02840</u>
<u>Irving Weinrich</u>	<u>205 Cleveland St., Pawtucket, RI 02860</u>
<u>Susan Vederman</u>	<u>337 Cowesett Ave., Apt. 204, West Warwick, RI 02893</u>
<u>Susan Bazar</u>	<u>43 Cindyann Dr., East Greenwich, RI 02818</u>
<u>Martin Dittelman</u>	<u>93 Crestwood Rd., Cranston, RI 02920</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Robert P. Landau</u>	<u>Ten Weybosset St., Providence, RI 02903</u>
<u>Martin M. Temkin</u>	<u>Ten Weybosset St., Providence, RI 02903</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

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.

Date: 11/5/04

Robert P. Landau
Robert P. Landau
Martin M. Temkin
Martin M. Temkin

Signature of each Incorporator

Exhibit A

All corporate actions, powers and purposes, as carried out, shall be consistent with the provisions of Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and with Title 7, Chapter 6 of the General Laws of Rhode Island, as amended. The corporation shall have the right to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest, re-invest the principal and/or income therefrom or distribute the same for the purposes of the corporation set forth in Article 3 above.

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 distributions in furtherance of its exempt purposes.

It is intended that the corporation shall have the status of a corporation which is exempt from federal income taxation under § 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under § 501(c)(3) of the Code. No activity of the corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The affirmative vote of at least (4) of the elected Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the corporation;
- (ii) Merger or consolidation of the corporation with any other nonprofit corporation or corporation incorporated under the laws of this or any other state;
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or bylaws of the corporation or adoption of new Articles of Incorporation or bylaws;
- (iv) Pledge, mortgage, lease, sale, exchange, alienation, transfer or other disposition of any real property of the corporation;
- (v) Pledge, mortgage, lease, sale, exchange, alienation, transfer or other disposition of all or substantially all of the property and assets of the corporation;
- (vi) Distribution of assets as authorized in this Article 4 of the Articles of Incorporation upon dissolution of the Corporation; or
- (vii) Adoption of policies and criteria to determine which residents of Tamarisk, Inc. will be eligible for subsidies; the confidential disclosures required; the level of support that a resident is awarded; the total amounts of funds available for

distribution from time to time; the allocation of available funds among new and existing residents and similar matters.

The notice of the meeting at which any such actions are to be considered shall set forth the subject of the actions to be approved.

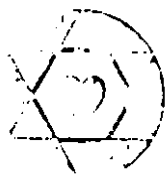
Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, shall be distributed, transferred and paid over to Jewish Seniors Agency of Rhode Island if it is then an organization described under Section 501(c)(3) of the Code, or to such other qualified organization which, in the view of the Directors or a court of competent jurisdiction, most closely approximates the purposes of the corporation set forth in Article 3 above, including, as the highest priority, assisting in subsidizing Jewish seniors in Rhode Island living in assisted living facilities who demonstrate financial need.

A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

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Jewish Seniors Agency
of Rhode Island

229 Waterman Street
Providence, RI 02906
Phone 401 351 4750
Fax 401 421 5905
jewishseniors@aol.com



November 1, 2004

Rhode Island Secretary of State
100 North Main Street
Providence, RI 02903-1335

RE: Jewish Seniors Assisted Living Supporting Foundation

Dear Madam or Sir:

This letter documents the consent of the Jewish Seniors Agency of Rhode Island to the incorporation of a new corporate entity to be known as the Jewish Seniors Assisted Living Support Corporation.

Sincerely,

Patricia R. Cohen, President