



**State of Rhode Island
Office of the Secretary of State**

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Hope Compassion Center, Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

TO PROVIDE HEALTH SERVICES AND PATIENT EDUCATION RELATED TO PAIN MANAGEMENT AND WELLNESS PURSUANT TO AND IN COMPLIANCE WITH § 28-28.6 OF THE RHODE ISLAND GENERAL LAWS, AND TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF ANY AND ALL OF THE FORGOING PURPOSES, IN SUBJECT TO THE LIMITATIONS HEREINAFTER CONTAINED, TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT CORPORATION MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREFORE.

ARTICLE IV

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:

EXHIBIT B

4. PROVISIONS (IF ANY) FOR THE REGULATION OF INTERNAL AFFAIRS OF THE CORPORATION, INCLUDING PROVISIONS FOR THE DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION, ARE:

(A) A DIRECTOR OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS 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 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 WILL 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, PARAGRAPH BY THE CORPORATION WILL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(B) THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE 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 RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE 3 HEREOF.

(C) THE CORPORATION SHALL ACT LAWFULLY IN ACCORDANCE WITH 7-6-8 OF THE GENERAL LAWS, 1956, AS AMENDED, PERTAINING TO LIMITATIONS ON POWERS OF CORPORATIONS WHICH ARE ALSO PRIVATE FOUNDATIONS AS DEFINED IN 509(A) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) TO THE EXTENT APPLICABLE.

(D) UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS (AS THAT TERM IS DEFINED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT) OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 50L(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW), AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT 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.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 22 FRONTAGE ROAD

City or Town: WESTERLY

State: RI

The name of its initial registered agent at such address is AFFILIATED OFFICES OF NICHOLSON & ASSOCIATES, LLC

ARTICLE VI

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:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, County
DIRECTOR	HAROLD T. PANCIERA III	21 EAST WOODY HILL ROAD WESTERLY, RI 02891 USA
DIRECTOR	JOHN J TASSONI JR	600 PUTNAM PIKE, SUITE 10B SMITHFIELD, RI 02828 USA
DIRECTOR	EDWARD MORRONE	16 PASADENA ROAD WESTERLY, RI 02891 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, County
INCORPORATOR	RICHARD W NICHOLSON ESQ	9 THURBER BLVD, SUITE D SMITHFIELD, RI 02917 USA

ARTICLE VIII

Date when corporate existence is to begin 12/03/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 3 Day of December, 2020 at 1:48:16 PM by the incorporator(s). *This electronic signature of the individual individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

RICHARD W. NICHOLSON, ESQ.

Form No. 200
Revised 09/07