

Filing Fee: \$35.00

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**State of Rhode Island and Providence
Plantations**

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

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

1. The name of the corporation is MAP Development Corporation.
2. The period of its duration is perpetual.
3. The specific purpose or purposes for which the corporation is organized are:

(a) 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.

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

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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.

4. 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:

(a) The corporation is empowered:

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

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

(iii) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory 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 or project rental assistance under Section 811. Such Regulatory Agreement and other instruments and undertaking 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.

(iv) 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 THIRD(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.

(b) The number of directors of the corporation shall be at least seven (7) but no more than seventeen (17) individuals.

(c) The directors shall serve without compensation.

(d) The directors of the corporation shall, at all times, be limited to individuals who are either members of MAP-ALCOHOL & DRUG REHABILITATION PROGRAMS, INC. (sponsoring organization) or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the corporation ceases to be a member of MAP-ALCOHOL & DRUG REHABILITATION PROGRAMS, INC. or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the corporation.

(e) The officers of the corporation, as provided by the By-laws of the corporation, shall be elected by the directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors 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.

(f) The annual meeting shall be held on the 15th day of January of each year.

(g) 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.

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

(i) A director of the corporation shall 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 an improper personal benefit. If the Rhode Island Non-Profit 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 Non-Profit 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.

5. The address of the initial registered office of the corporation is One Park Row, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is Casby Harrison III.

The principal office of the corporation will be located at 66 Burnett Street, Providence, RI 02907.

6. The number of directors constituting the initial Board of Directors of the corporation is 17, and the names, addresses and term for which each of the initial directors will serve are:

Name	Address	Length of Term
Alton Wiley, Jr.	127 Dorrance Street Providence, RI 02903	until 12/31/2003
Thelma M. Sowell	Urban League of RI 246 Praire Avenue Providence, RI 02903	until 12/31/2003
John F. Cardoza	Bell Funeral Home 671 Broad Street Providence, RI 02907	until 12/31/2003
Ronald W. Allen	328 Bucklin Street Providence, RI 02907	until 12/31/2003
Hugh D. Currie	Citizens Bank 63 Westminster Street Providence, RI 02903	until 12/31/2003
Ernie Myers	P.O. Box 8212 Cranston, RI 02920	until 12/31/2003
Tom Connor	58 Sixth Street East Providence, RI 02914	until 12/31/2003
Tammy Lederer	RI Division of Human Resource 593 Eddy Street Providence, RI 02903	until 12/31/2003
John F. Gordon	RI Housing & Mortgage Finance Corporation 60 Eddy Street Providence, RI 02903	until 12/31/2003

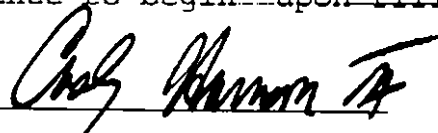
Name	Address	Length of Term
Patricia Mathews	36 Village Green N. East Providence, RI 02914	until 12/31/2003
Vera Wilson	48 Firglade Avenue Providence, RI 02906	until 12/31/2003
Luis Ridgeway	21 Evergreen Drive East Providence, RI 02914	until 12/31/2003
Abe Williams	Veterans Community Care Center Elmwood Avenue Providence, RI 02907	until 12/31/2003
Scott A. Lutes	127 Dorrance Street Providence, RI 02903	until 12/31/2003
Cindy Notarianni	575 Dyer Avenue Cranston, RI 02920	until 12/31/2003
Anwar Muhammed	1600 Division Road West Warwick, RI 02893	until 12/31/2003
William Rose	575 Dyer Avenue MAP Alcohol & Drug Rehabilitation Programs, Inc. 66 Burnett Street Providence, RI 02907	until 12/31/2003

7. The name and address of each incorporator is:

Name	Address
Casby Harrison, III	One Park Row, Providence, RI 02903

8. Date when corporate existence to begin upon filing.

Dated December 1, 1997



 Casby Harrison, III