

Filing Fee \$10.00

87899

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

Wentworth Corporation

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 Wentworth Corporation

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

(Insert Amendment)

Article Fourth is amended in its entirety as set forth on the attached Exhibit A.

Article Sixth is amended in its entirety as set forth on the attached Exhibit A.

96 JUN 10 6 01 AM  
RECEIVED  
SECRETARY OF STATE  
PROVIDENCE, RHODE ISLAND

FILED

JUN 10 1996

By CC#63  
162550

THIRD: The amendment was adopted in the following manner:

(Note 1)

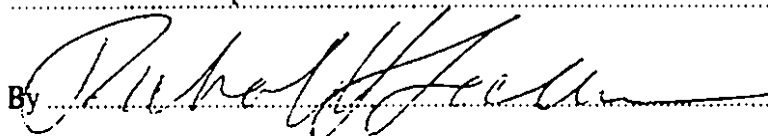
The amendment was adopted at a meeting of the Board of Directors held on May 1996, and received the vote of a majority of the Directors in office and by the Member entitled to vote in respect thereto.

Dated June 10, , 1996

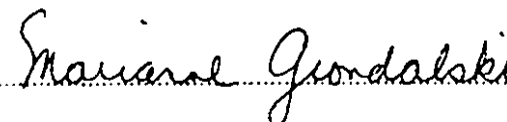
Wentworth Corporation

(Note 2)

By

 (Note 3)

Its President

and  (Note 3)

Its 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.

EXHIBIT A

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
WENTWORTH CORPORATION

FOURTH:

The Corporation is empowered:

(a) 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 Housing Act, as amended.

(b) 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.

(c) 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 202 or 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.

(d) 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 II(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.

SIXTH:

The number of directors of the Corporation shall be 13. The original directors and the term for which each will serve, are set below.

Name	Address	Term
Muriel Varieur	65 Farm Street Woonsocket, RI 02895	3 Years or Less
Lloyd J. Robertson, Jr.	50 Scott Drive Riverside, RI 02915	3 Years or Less
Marianne Grondalski	5 Samuel Stephens Drive Lincoln, RI 02865	3 Years or Less
James E. Burdick	Dept. Of Human Services 1514 Atwood Avenue Johnston, RI 02919	3 Years or Less
Steven Hirsch	Fessel, Goldman & Hirsch 100 Jefferson Boulevard Warwick, RI 02888	3 Years or Less
Jeffrey Mason	RIHMFC 60 Eddy Street Providence, RI 02903	3 Years or Less
Thomas L. Ross	Memorial Hospital of RI 111 Brewster Street Pawtucket, RI 02860	3 Years or Less
Richard LeClerc	Community Counseling Center 160 Beechwood Avenue Pawtucket, RI 02860	3 Years or Less
Christian L. Stephens	Northern Rhode Island Community Mental Health Center, Inc. P.O. Box 1700 Woonsocket, RI 02895	3 Years or Less
Roland Boucher	273 Great Road No. Smithfield, RI 02896	3 Years or Less

Catherine Demeo	17 Breezy Knoll Road Greenville, RI 02828	3 Years or Less
Jack Silver	Mental Health Services, Inc. 1516 Atwood Avenue Johnston, RI 02919	3 Years or Less
Patricia Kelly	Mental Health Services, Inc. 1516 Atwood Avenue Johnston, RI 02919	3 Years or Less,

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of Mental Health Services, Inc., or nonmembers who have the approval of the Board of Directors of Mental Health Services. In the event that a director of the Corporation ceases to be a member of Mental Health Services, Inc. or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

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 secretary and treasurer may be one and the same person.

The annual meeting shall be held in May or June of each year.

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 pursuant to Article Third hereof.

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

**WENTWORTH CORPORATION**  
**DBA GATEWAY REALTY CORPORATIONS**

**BOARD OF DIRECTORS**

<b>Muriel Varieur, <u>Chair</u></b> 65 Farm Street Woonsocket, RI 02895 (H) 767-2193 (W) 568-5403	<b>1997</b> (*)	<b>James Burdick</b> Dept. of Human Services 1514 Atwood Avenue Johnston, RI 02919 (H) 738-2735 (W) 861-6180	<b>1997</b> *
<b>Lloyd J. Robertson, <u>Vice Chair</u></b> 50 Scott Drive Riverside, RI 02915 (H) 437-1472 (W) 278-8289	<b>1999</b> (1)	<b>Steven Hirsch, Esq.</b> Fessel, Goldman & Hirsch 100 Jefferson Boulevard Warwick, RI 02888 (H) 944-1420 (W) 463-9800	<b>1999</b> (1)
<b>Kenneth L. Muehlberg, <u>Treasurer</u></b> 90 Dexter Road No. Scituate, RI 02857 (H) 647-7142 (W) same as above	<b>1998</b> *	<b>Jeffrey Mason</b> RIHMFC 44 Washington Street Providence, RI 02903 (H) 508-636-8836 (W) 457-1264	<b>1998</b> (1)
<b>Marianne Grondalski, <u>Secretary</u></b> 5 Samuel Stephens Drive Lincoln, RI 02865 (H) 333-4579 (W) 457-4675	<b>1998</b> (1)	<b>Thomas L. Ross</b> Memorial Hospital of RI 111 Brewster Street Pawtucket, RI 02860 (H) 508-761-9096 (W) 729-2146	<b>1997</b> *
<b>Rhonda Mitchell</b> 1409 Manville Road Woonsocket, RI 02895 (H) 766-1768 (W) 767-8000	<b>1999</b> (1)		

\* = serving unexpired term

**Richard Leclerc**  
**(President) (Not a Board member)**

Revised 7/96