



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

Fee: \$35.00

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 Rhode Island Academic Health Care System, Inc.

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

THE CORPORATION IS FORMED AND ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY SUBSEQUENT UNITED STATES TAX LAWS (HEREINAFTER REFERRED TO AS THE "CODE"). IN CARRYING OUT THE PURPOSES STATED IN THIS ARTICLE III, THE CORPORATION IS ORGANIZED AND SHALL OPERATE EXCLUSIVELY FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, OR TO CARRY OUT THE PURPOSES OF THE FOLLOWING HEALTH CARE ORGANIZATIONS, EACH BEING A SECTION 501(C)(3) ORGANIZATION RECOGNIZED AS A PUBLICLY SUPPORTED TAX-EXEMPT ORGANIZATION UNDER SECTION 509(A)(1) OR SECTION 509(A)(2) OF THE CODE: WOMEN & INFANTS HOSPITAL OF RHODE ISLAND, BUTLER HOSPITAL, KENT MEMORIAL HOSPITAL, THE PROVIDENCE CENTER, INC., TPC SOCIAL VENTURES, INC., GRANDVIEW REALTY CORPORATION, GRANDVIEW SECOND CORPORATION, NASHUA STREET CORPORATION, WILSON STREET APARTMENTS, INC., KENT COUNTY NURSE ASSOCIATION D/B/A VNA OF CARE NEW ENGLAND, HEALTHTOUCH, INC., BLACKSTONE HEALTH INC., RHODE ISLAND HOSPITAL, THE MIRIAM HOSPITAL, EMMA PENDLETON BRADLEY HOSPITAL, NEWPORT HOSPITAL, LIFESPAN PHYSICIAN GROUP, INC., NHCC MEDICAL ASSOCIATES, INC., LIFESPAN FOUNDATION, RHODE ISLAND HOSPITAL FOUNDATION, THE MIRIAM HOSPITAL FOUNDATION, BRADLEY HOSPITAL FOUNDATION, NEWPORT HEALTH CARE CORPORATION, GATEWAY HEALTHCARE, INC., ALTERNATIVE LIVING CONCEPTS, INC., BAYBERRY COURTS, CAPITAL CITY COMMUNITY CENTERS, INC., FAMILIES REACHING INTO EACH NEW DAY, JM

APARTMENTS, L.J.R. CORPORATION, LIFESPAN SCHOOL SOLUTIONS, INC., MILL RIVER COMMUNITY HOUSING CORPORATION, OBED APARTMENTS, INC., PATHWAYS, INC., SHORE COURTS, INC., THE AUTISM PROJECT, TLR REALTY, WENTWORTH CORPORATION, AND WESTERLY COURTS, INC. (THE "SUPPORTED ORGANIZATIONS"). WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, AND CONSISTENT WITH SECTION 501(C)(3) AND SECTION 509(A)(3) OF THE CODE, THE SPECIFIC PURPOSES OF THE CORPORATION WILL INCLUDE THE FOLLOWING: (A) PROVIDE OR ARRANGE TO PROVIDE HEALTH CARE SERVICES TO THE PUBLIC; (B) ENGAGE IN SUCH OTHER ACTIVITIES AS MAY BE NECESSARY OR DESIRABLE TO SUPPORT OR BENEFIT THE DELIVERY OF HEALTH CARE SERVICES TO THE PUBLIC, INCLUDING BUT NOT LIMITED TO MEDICAL EDUCATION, CLINICAL RESEARCH, AND THE OPERATION OF AN INTEGRATED ACADEMIC HEALTH SYSTEM; (C) POSSESS ALL THE POWERS AUTHORIZED TO NONPROFIT CORPORATIONS UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT (THE "ACT"), WHICH, DO NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, REPRESENT ANY ACTIVITIES OR POWERS THAT ARE NOT IN FURTHERANCE OF THE TAX-EXEMPT PURPOSES OF THE CORPORATION; AND (D) DO ANY AND ALL OTHER ACTS, THINGS, BUSINESS, OR BUSINESSES IN ANY MATTER CONNECTED WITH OR NECESSARY, INCIDENTAL, CONVENIENT OR AUXILIARY TO ANY OF THE PURPOSES SET FORTH ABOVE DIRECTLY OR INDIRECTLY TO PROMOTE THE CHARITABLE PURPOSES OF THE CORPORATION.

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:

A. NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY MEMBER, OFFICER OR DIRECTOR OF THE CORPORATION OR ANY INDIVIDUAL. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE; AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO) ANY CANDIDATE FOR PUBLIC OFFICE. UPON THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREFOR, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISPOSED OF PURSUANT TO THE ACT BY DISTRIBUTION TO THE SUPPORTED ORGANIZATIONS, PROVIDED THAT THEY ARE THEN RECOGNIZED AS CHARITABLE ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE CODE. IF, AT THE TIME OF THE DISSOLUTION OR WINDING UP OF THIS CORPORATION, THE SUPPORTED ORGANIZATIONS ARE NOT ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE CODE, THEN UPON THE DISSOLUTION OR WINDING UP OF THIS CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED TO AN ORGANIZATION WHICH IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES AND WHICH AT SUCH TIME HAS ESTABLISHED ITS TAX-EXEMPT STATUS

UNDER SECTION 501(C)(3) OF THE CODE.

B. 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 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 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.

ARTICLE V

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

No. and Street: 167 POINT STREET
SUITE 7A
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is C T CORPORATION SYSTEM

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 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, Country
DIRECTOR	CHARLES R REPUCCI	45 WILLARD AVENUE PROVIDENCE, RI 02905 USA
DIRECTOR	JAMES E FANALE MD	45 WILLARD AVENUE PROVIDENCE, RI 02905 USA
DIRECTOR	LAWRENCE A AUBIN SR.	167 POINT STREET PROVIDENCE, RI 02903 USA
DIRECTOR	TIMOTHY J BABINEAU MD	167 POINT STREET PROVIDENCE, RI 02903 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, Country
INCORPORATOR	PAUL J ADLER ESQ	167 POINT STREET PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 02/25/2021

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 25 Day of February, 2021 at 2:53:29 PM by the incorporator(s). *This electronic signature of the individual or 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.

PAUL J. ADLER, ESQ.

Form No. 200
Revised 09/07

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