

3667

Filing Fee \$35.00

State of Rhode Island and Providence Plantations  
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:

FIRST: The name of the corporation is Fogarty Health Systems, Inc.

SECOND: The period of its duration (if perpetual, so state) perpetual

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

Including, but not limited to: (See attached pages a-c)

FOURTH: 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:

(Note 1)

(See attached page d)

12/05/85 PAID 0183A001  
CP50 50.00  
VOID  
CP50 -50.00  
CP35 35.00  
CHK 35.00

DEC 8 1985

*Jm*

FIFTH: The address of the initial registered office of the corporation is.....

Eddie Dowling Highway, North Smithfield, RI 02895 (add Zip Code),

and the name of its initial registered agent at such address is: Joseph J. Roszkowski

1625 Diamond Hill Road, Woonsocket, RI 02895

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 5, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
George A. Beaudet	141 Gaskill Street, Woonsocket, RI 02895
Adolph P. DiSandro, Jr.	36 Woodland Road, Barrington, RI
John C. McAvinn	Box 144, Glendale, RI 02826
Herbert L. Miller	35 Follett Street, Cumberland, RI 02864
Irving I. Zimmerman	45 State Street, Woonsocket, RI 02895

SEVENTH: The name and address of each incorporator is:

Name	Address
<del>George A. Beaudet</del>	<del>141 Gaskill Street, Woonsocket, RI 02895</del>
Adolph P. DiSandro, Jr.	36 Woodland Road, Barrington, RI
John C. McAvinn	Box 144, Glendale, RI 02826
<del>Herbert L. Miller</del>	<del>35 Follett Street, Cumberland, RI 02864</del>
Irving I. Zimmerman	45 State Street, Woonsocket, RI 02895

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing

Dated December 3, 1988

*Adolph DiSandro, Jr.*  
*John C. McAvinn*  
*Irving I. Zimmerman*  
 Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

*The John E. Fogarty Foundation*  
*For The Mentally Retarded*

OFFICERS

MRS. JOHN E. FOGARTY  
Honorary  
FENTON G. KEYES  
Chairman, Emeritus  
JAMES J. SKEFFINGTON  
Chairman  
JOSEPH L. BYRON  
President  
KEVIN K. COLEMAN  
Vice President  
MICHAEL A. GAMMINO, JR.  
Treasurer  
THOMAS J. McANDREW  
Secretary  
FRANK J. WILLIAMS  
Asst. Secretary

PROVIDENCE COLLEGE  
FRIAR STATION - BOX 156  
PROVIDENCE, RHODE ISLAND 02918

February 22, 1984

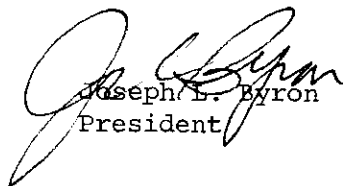
The Honorable Susan L. Farmer  
Secretary of State of Rhode Island  
State House  
Providence, Rhode Island 02903

Dear Secretary of State Farmer:

You are hereby notified and advised that The John E. Fogarty Foundation for the Mentally Retarded hereby grants permission to John E. Fogarty Memorial Hospital to form a new affiliated Rhode Island non-business corporation using the name "Fogarty Health Systems, Inc."

You may rely on this letter as acknowledging that the undersigned has no objection to the formation of the above named non-business corporation and to the establishment of that name.

Very truly yours,

  
Joseph L. Byron  
President

JLB/mg

cc: Mr. James J. Skeffington

(a) To establish, own, develop, sponsor, promote and/or conduct individually or in conjunction with other corporations the following: educational programs, scientific research, housing centers, consulting and management services and other charitable activities devoted to improving and protecting the health and welfare of all persons, and providing access to community resources aimed at promoting life and health. In no instance, however, will the corporation engage in the practice of medicine.

(b) To sponsor, develop and promote and encourage public participation in public services and programs which are charitable, scientific or educational and which address the physical and mental needs of the community at large.

(c) To own or operate facilities or own other assets for public use and the public's health and welfare.

(d) To solicit support for the corporation's activities from the public generally and through a Board of Directors which is broadly representative of the public and the community which the corporation serves.

(e) To promote the interests of any not-for-profit and federally tax-exempt organizations which are affiliated with the corporation, the purposes of which are not inconsistent with those of the corporation.

(f) To own, lease or otherwise deal with all property real and personal, to be used in furtherance of these purposes.

(g) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(h) To other wise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 as set forth herein.

(ii) No substantial part of the activities of the corporation shall be the carrying out 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 any candidate for public office except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Fogarty Health Systems, Inc., in furtherance of its corporate purposes hereby adopts, in accordance and in addition to provisions of General Laws of Rhode Island, Chapter 7-6-7, the powers set forth in the General Laws, to wit:

(a) To purchase, receive, take by grant, gift, devise, bequest, or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(c) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interest issued by others whether engaged in similar or difference business, governmental or other activities.

(d) To make contracts, give, guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge, or encumbrance of, or security interest in, all or any of its property, or any interest therein, wherever situated.

(e) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(f) To do business, carry on its operations and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the United States.

(g) To make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purpose, and in time of war or other national emergency in aid thereof.

(h) To establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

(i) To be an incorporator of other corporations of any type or kind.

(j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with this title or the general laws of Rhode Island.

(k) For all other lawful purposes.

Upon dissolution of the corporation, the members shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing said assets to the John E. Fogarty Memorial Hospital, a Rhode Island Non-Business Corporation, if at the time the John E. Fogarty Memorial Hospital qualifies as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), but if the John E. Fogarty Memorial Hospital does not so qualify, then the members shall dispose of all 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, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the sole member shall determine, any 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 exclusively for such purposes.

The initial members of the corporation shall be those individuals who were incorporators and trustees of John E. Fogarty Memorial Hospital, a Rhode Island non-business corporation as of November 20, 1985. These Articles may be amended from time to time by the affirmative vote of three-quarters of the members present at any meeting duly called for that purpose. The business affairs of the corporation shall be managed by a Board of Directors composed of not fewer than seventeen (17) nor more than twenty-five (25) persons. The Directors shall be elected by the members for such terms of office as shall be specified in the By-laws of the corporation.