



State of Rhode Island and Providence Plantations
 Department of State - Business Services Division

SECRETARY OF STATE
 CORPORATION DIVISION
 2019 MAY 23 AM 11:27

Articles of Dissolution
 DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-54, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. Entity ID Number: 000083158	2. The name of the corporation is: WellOne Foundation
3. A resolution to dissolve the corporation was adopted in the following manner. CHECK ONE BOX ONLY	
<input type="checkbox"/> The resolution to dissolve the corporation was adopted at a meeting of members held on _____, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.	
<input checked="" type="checkbox"/> The resolution to dissolve the corporation was adopted by a consent in writing on <u>November 26, 2018</u> , signed by all members entitled to vote with respect thereto.	
<input type="checkbox"/> The resolution to dissolve the corporation 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 with respect thereto.	
4. Has the corporation adopted a plan of distribution? Yes <input checked="" type="checkbox"/> or No <input type="checkbox"/> If yes please attach the plan and check the box to indicate the attachment. <input checked="" type="checkbox"/>	
5. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of RIGL 7-6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.	
<i>Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print the Name of President <input checked="" type="checkbox"/> or Vice President <input type="checkbox"/>	Date
Peter Bancroft	5/21/2019
Signature of President or Vice President 	
Type or Print the Name of the Secretary <input checked="" type="checkbox"/> or Assistant Secretary <input type="checkbox"/>	Date
Sarah Nottage	5/21/19
Signature of Secretary or Assistant Secretary 	

TWO SIGNATURES ARE REQUIRED

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED
 MAY 23 2019
 BY pyt/p

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

A.A. 11:27 A.M.

WellOne Foundation
F/K/A
Northwest Foundation

Consent by Sole Member

The Undersigned being the sole member of **WellOne Foundation, formerly the Northwest Foundation** do hereby (i) pursuant to the Rhode Island Non-Profit Corporation Act (the "Act"), waive any required notice of member' meeting and (ii) in accordance with Section 7-6-104 of the Act, consent to the following actions being taken without a meeting, all of which action is required or permitted to be taken at a members' meeting:

RESOLVED: That recommendation of the Directors that the Corporation be dissolved is hereby approved.

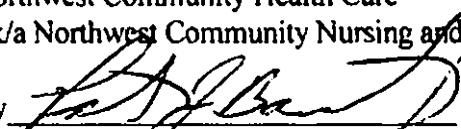
RESOLVED: That the dissolution of the Corporation its assets shall be distributed to Northwest Community Health Service formerly Northwest Community Nursing & Health Service an organization described in Section 510(d)(3) of the Internal Revenue Code as provided in the Corporation's Articles.

RESOLVED: That the proper officers of the Corporation be and they hereby are authorized and directed to take such additional actions in the name and on behalf of the Corporation as they or anyone of them deem necessary or appropriate to carry out the purposes of the foregoing votes.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 26th day of November, 2018.

Northwest Community Health Care
f/k/a Northwest Community Nursing and Health Service

By



Peter J. Bancroft, President

Hereunto duly authorized

WellOne Foundation
E/K/A
Northwest Foundation

Consent by Directors

The Undersigned being the all of the directors of WellOne Foundation, formerly the Northwest Foundation do hereby (i) pursuant to the Rhode Island Non-Profit Corporation Act (the "Act"), waive any required notice of directors' meeting and (ii) in accordance with Section 7-6-104 of the Act, consent to the following actions being taken without a meeting, all of which action is required or permitted to be taken at a directors' meeting:

RESOLVED: That the Directors recommend to the sole member that the Corporation be dissolved.

RESOLVED: That question of the dissolution be submitted to a vote at a meeting of members.

RESOLVED: That upon the approval of the sole member the President and the Secretary and each of them acting singly are hereby authorized and directed to effect the dissolution of the Corporation.

RESOLVED: That the dissolution of the Corporation its assets shall be distributed to Northwest Community Health Service formerly Northwest Community Nursing & Health Service an organization described in Section 510(d)(3) of the Internal Revenue Code as provided in the Corporation's Articles.

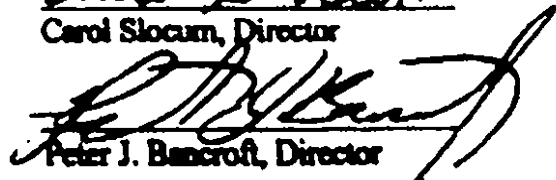
RESOLVED: That the proper officers of the Corporation be and they hereby are authorized and directed to take such additional actions in the name and on behalf of the Corporation as they or anyone of them deem necessary or appropriate to carry out the purposes of the foregoing vote.

This instrument may be executed in any number of counterparts each to be deemed a copy of this instrument and all counterparts shall constitute one and the same instrument.

Executed this Consent as of the 13th day of



Carol Slocum, Director



Peter J. Bancroft, Director

WellOne Foundation
F/K/A
Northwest Foundation

Consent by Directors

The Undersigned being the all of the directors of **WellOne Foundation, formerly the Northwest Foundation** do hereby (i) pursuant to the Rhode Island Non-Profit Corporation Act (the "Act"), waive any required notice of directors' meeting and (ii) in accordance with Section 7-6-104 of the Act, consent to the following actions being taken without a meeting, all of which action is required or permitted to be taken at a directors' meeting:

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RESOLVED: That the proper officers of the Corporation be and they hereby are authorized and directed to take such additional actions in the name and on behalf of the Corporation as they or anyone of them deem necessary or appropriate to carry out the purposes of the foregoing votes.

RESOLVED: that this instrument may be signed in any number of counterparts each to be deemed an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 13th day of November 2018.

Crystal Leddy, Director

Sarah Nottage

Sarah Nottage, Director

Paul Duffy, Director

Carol Slocum

Carol Slocum, Director

Peter J. Bancroft

Peter J. Bancroft, Director



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

May 23, 2019 11:27 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

