



State of Rhode Island
Department of State - Business Services Division

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2023 SEP 29 P 1:00

Restated Articles of Incorporation
DOMESTIC Non-Profit Corporation

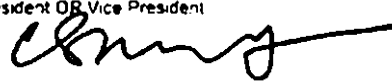
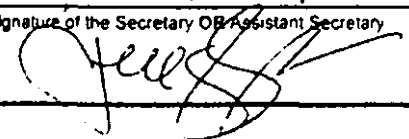
→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-42, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. Entity ID Number: 000027061	2. The name of the corporation is: Fellowship Health Resources, Inc.
3. The Restated Articles of Incorporation and if applicable, designated amendment(s), were adopted in the following manner: CHECK ONE BOX ONLY	
<input checked="" type="checkbox"/> The restated articles and/or amendment(s) were adopted at a meeting of the members held on <u>April 28, 2023</u> , at which meeting 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. <input type="checkbox"/> The restated articles and/or amendment(s) were adopted by a consent in writing on _____ signed by all members entitled to vote with respect thereto. <input type="checkbox"/> The restated articles and/or amendment(s) were 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. Briefly describe the amendment(s), if applicable: Amendment to: 1. Designate The Elwyn Foundation, a Pennsylvania nonprofit corporation, as the sole member (Article 6). Check the box to indicate an attachment <input checked="" type="checkbox"/> Check the box to indicate no amendments <input type="checkbox"/>	

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

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BY 28980

5. The attached Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation, as previously amended. The Restated Articles of Incorporation, together with the designated amendments, if any, supersede the original Articles of Incorporation	
6. Date when these Restated Article of Incorporation will be effective: CHECK ONE BOX ONLY	
<input type="checkbox"/> Date received (Upon filing)	
<input checked="" type="checkbox"/> Later effective date (Date must be no more than 30 days from the date of filing) <u>October 1, 2023</u>	
Under penalty of perjury, we declare and affirm that we have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct	
Type or Print Corporate Name Fellowship Health Resources, Inc.	
Type or Print Name of the President <input checked="" type="checkbox"/> OR Vice President <input type="checkbox"/>	Date
Charles McLister	6-27-23
Signature of President OR Vice President 	
Type or Print Name of the Secretary <input checked="" type="checkbox"/> OR Assistant Secretary <input type="checkbox"/>	Date
Russell J. Sylvia	6/22/23
Signature of the Secretary OR Assistant Secretary 	

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.

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
FELLOWSHIP HEALTH RESOURCES, INC.

ARTICLE 1. The name of the Corporation is Fellowship Health Resources, Inc. (the "Corporation").

ARTICLE 2. The Corporation is incorporated under the Nonprofit Corporation Act of the State of Rhode Island, as amended, for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to:

A. Soliciting funds for the establishment and maintenance of group living environments ("GLEs") for the purpose of assisting individuals recovering from mental illnesses and/or addictions;

B. Exchanging scientific or educational information concerning the functions and operations of GLEs;

C. Encouraging and furnishing scientific information and training of GLE personnel;

D. Developing programs for patient care, for education and for research in areas of interest in the care, recovery and independence of persons living with mental illnesses and/or addictions;

E. Carrying on, encouraging and aiding in research and benevolent and cooperative activities that support the aforementioned purposes;

F. Assisting state and local governments and communities in providing effective programs in the operation and management of GLEs; and

G. Making distributions and/or utilizing the Corporation's assets for charitable, educational, religious, literary and/or scientific purposes within the meaning of Code Section 501(c)(3).

ARTICLE 3. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. 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.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 4. The term for which the Corporation is to exist is perpetual.

ARTICLE 5. The Corporation is organized upon a nonstock basis.


ARTICLE 6. The Corporation shall have one member: The Elwyn Foundation, a Pennsylvania nonprofit corporation (the "Member").

ARTICLE 7. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to the Member; provided that at such time the Member is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3) (a "Qualifying Organization"). In the event the Member does not exist or is not a Qualifying Organization at such time, the Corporation's board of directors shall distribute all of the assets of the Corporation to one or more Qualifying Organizations, as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director of the Corporation, any officer of the Corporation, any other private person, or any enterprise organized for profit.

ARTICLE 8. The name and post office address of the incorporator of the Corporation is set forth in the Corporation's Articles of Incorporation, filed with State of Rhode Island on May 26, 1977.

IN WITNESS WHEREOF, the President of the Corporation and the Secretary of the Corporation have signed these Amended and Restated Articles of Incorporation this 20th day of June, 2023.

FELLOWSHIP HEALTH RESOURCES, INC.

By: 

President

By: 

Secretary



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
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:

September 29, 2023 01:00 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

