Adopted 3/6/97

BY-LAWS
OF
RHODE ISLAND HEALTH AND EDUCATIONAL BUILDING CORPORATION

ARTICLE I

Rhode Island Health and Educational Building Corporation Act

These By-Laws, the powers of the corporation and of its directors, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions in regard thereto as are set forth in the "Rhode Island Educational Building Corporation Act," adopted by the General Assembly of the State of Rhode Island as Public Laws, 1967, Chapter 56, as amended, and as such Act may be amended from time to time (hereinafter, as such Act may be amended from time to time by the General Assembly called "the Act").

ARTICLE II

Offices

Section 1. Principal Office

The principal office of the corporation shall be at 400 Westminster Street, Second Floor, Providence, Rhode Island, or at such other place as the Board of Directors may designate.

ARTICLE III

Board of Directors

Section 1. Directors and Their Powers

The Board of Directors shall have and may exercise all the powers of the corporation. The Board of Directors shall be appointed as provided in Section 4 of the Act.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Annual Meetings

An annual meeting of the Board of Directors shall be held within or without the State of Rhode Island, at 5:30 p.m., on the second Thursday in July in each year, if it be not a legal holiday, and if it be a legal holiday, then on the next succeeding day not a legal holiday. At such annual meeting, the Board of Directors shall elect officers of the corporation, shall receive annual reports, and shall transact such other business as may properly be brought before the meeting. If such annual meeting is omitted by oversight or otherwise on the day herein provided therefor, a special meeting may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at such annual meeting. Purposes for which such annual meeting is to be held, additional to those prescribed by law and by these By-Laws, may be specified by the vote of the Board of Directors.

Section 2. Regular Meetings

In addition to the annual meeting, regular meetings may be held at such times as the Board of Directors shall, from time to time, determine.

Section 3. Special Meetings

Special meetings of the Board of Directors, within or without the State of Rhode Island, shall be called by the Chairman or the Vice-Chairman and shall be called, and notice thereof given, as hereinafter provided, by the Secretary, or by such other officer or person as the Board of Directors may name, upon the written request of any two (2) or more members of the Board of Directors. Such request and the notice of the meeting called pursuant thereto shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings

Notice of the annual meeting, or any regular meeting other than the annual meting, and of each special meeting of the Board of Directors stating the date, time, place, and purpose thereof, shall be given by the Secretary to each member in person or by telephone, or sent by mail or telegram, postage and charges prepaid, addressed to him/her at his/her last known residence or place of business. Such notice, if given by mail or telegram, shall be deposited in the mail or dispatched by telegram at least two (2) days prior to the date of the meeting or, if given personally or by telephone, shall be given at least one (1) day prior to such date.

Section 5. Quorum at Meetings

Subject to the Act, at all meetings of the Board of Directors, three (3) members shall constitute a quorum for the transaction of business and the affirmative vote of the majority of the members present and entitled to vote, except that the affirmative vote of three (3) members shall necessary for the election of the Officers of the Corporation and to amend the By-Laws of the Corporation, shall be the act of the Board of Directors.

ARTICLE V

Waiver of Notice

Notice of the time, place, and purpose of any meeting of the Board of Directors may be waived in writing by any member, either before or after such meetings and attendance in person at any meeting of the Board of Directors shall be equivalent to having waived notice thereof.

ARTICLE VI

Committee

The Board of Directors may, from time to time, appoint from its members committees consisting of such number and to have such powers, not inconsistent herewith or with law, as the Board of Directors shall determine.

ARTICLE VII

Officers

Section 1. Election of Officers

The officers of the corporation shall be a Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer and such other officers as the Board of Directors may, from time to time, in its discretion, appoint or elect. The officers shall be elected by the Board of Directors at its annual meeting and shall hold their respective offices during the pleasure of the Board of Directors and, unless sooner removed by the Board of Directors, until the next annual meeting of the Board of Directors and until their successors are chosen and qualified. The Chairman and the Vice-Chairman shall be members of the Board of Directors, but other officers need not be members of the Board of Directors. The Board of Directors may, by an affirmative vote of three (3) of its members, with or without cause, remove from office any officer and appoint his/her successor, subject to any provision to the contrary in the Act.

Section 2. Chairman and Vice-Chairman

The Chairman shall preside at all meetings of the Board of Directors and shall have general supervision and direction of the business and affairs of the Corporation. The Vice-Chairman shall, in the absence, disability, or failure to act of the Chairman, exercise the powers and perform the duties of the Chairman.

Section 3. The Secretary and Assistant Secretary

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in books provided for that purpose. He/She shall give, or cause to be given, notice of all special and regular meetings of the Board of Directors. He/She shall keep in safe custody the seal of the corporation. He/She shall have such powers and perform such duties as are incident to his/her office and shall have such other powers and perform such other duties as may be prescribed by these By-Laws or by the Board of Directors. The Assistant Secretary shall, in the absence, disability, or failure to act of the Secretary, exercise the powers and perform the duties of the Secretary.

Section 4. The Treasurer and Assistant Treasurer

Except as may be otherwise provided by law, by vote of the Board of Directors, by the terms of any indenture securing bonds issued by the corporation, or by the By-Laws, the Treasurer shall have the following duties and powers:

He/She shall have the custody of all moneys, funds, debts, securities, promissory notes, and other valuable papers belonging to or held in trust by the corporation which come into his/her hands, except as hereinafter provided, and shall keep full and accurate accounts of receipts and disbursements made by him/her on account of the corporation in books belonging to the corporation. He/She shall, on behalf of the corporation, endorse for collection all checks, notes, drafts, and other obligations and shall deposit the same and all such moneys as may, from time to time, come into his/her hands to the credit of the corporation in such bank or banks or depository or depositories as may be designated by the Board of Directors. He/She shall, at the discretion of the Board of Directors, give the corporation a bond in such sum and with such surety or sureties as may be satisfactory to the Board of Directors for the faithful discharge of his/her duties and for the restoration to the corporation in case of his/her death, resignation, retirement, or removal from office, of all books, papers, moneys, and property of whatever kind in his /her possession or under his/her control belonging to the corporation. He/She shall make a report annually to the Board of Directors of the income and expenditures and of the condition of the treasury and funds of the corporation up to the end of the fiscal year. He/She shall perform all acts incident to the office of Treasurer and shall have such other powers and perform such duties as may be prescribed by the By-Laws or by the Board of Directors. The Assistant Treasurer shall in the absence, disability, or failure to act of the Treasurer, exercise the powers and perform the duties of the Treasurer.

Section 5. General Powers

Each officer shall, subject to these By-Laws and to the Act, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his/her office, and such duties and powers as the Board of Directors shall, from time to time, designate.

ARTICLE VIII

Execution of Papers

Section 1. Signing of Checks, Notes, Etc.

All acceptances, checks, drafts, promissory notes, and other obligations of the corporation for the payment of money shall be signed by the Chairman, Vice-Chairman, Treasurer or Assistant Treasurer, unless the Board of Directors shall generally or in a particular case otherwise order or provide.

Section 2. Execution and Conveyance and Contracts

All contracts and all mortgages, leases, deeds, transfers, and other conveyances of the real or personal property of the corporation shall be executed by any two (2) of the Chairman, Vice-Chairman, Treasurer, Assistant Treasurer, Secretary, or Assistant Secretary, unless the Board of Directors shall generally or in a particular case otherwise order or provide.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall be from July 1 until June 30 unless otherwise, from time to time, determined by the Board of Directors.

ARTICLE X

Corporate Seal

The seal of the corporation shall, subject to alteration by the Board of Directors, consist of a flat-faced die with the name of the corporation and the words "Incorporated 1966, Rhode Island" cut or engraved thereon. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE XI

Indemnification of Directors and Officers

Any person who at any time serves or shall have served as a Director or Officer of the corporation, whether or not in office at the time, shall be indemnified and reimbursed against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service and against and for any and all expenses necessarily incurred or amounts paid in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such person. Such rights shall not be deemed exclusive of any other rights to which any such Director, Officer, or his/her personal representatives may be entitled under any other by-law or any agreement or vote of Directors or otherwise.

ARTICLE XII

Amendments

These By-Laws may be altered, amended, or repealed by the affirmative vote of three (3) members of the Board of Directors present in person at any annual meeting, at any regular meeting other than the annual meeting, or at any special meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed alteration, amendment, or repeal shall have been contained in the notice of such meeting, and provided further that the proposed

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alteration, amendment, or repeal shall not be inconsistent with any provision of the Act.

ARTICLE XIII

Conduct of Meetings

All meetings, contemplated by these By-Laws, shall be conducted in accordance with Robert's Rules of Order.