

Filing and License Fee: \$230.00 minimum

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

RECEIVED  
CORPORATIONS DIV  
STATE  
2009 APR 28 PM 12:00

**PROFESSIONAL SERVICE CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Emergency Physician Associates of New England, P.C.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The profession to be practiced through the professional service corporation is Physician services and other lawful services

3. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 1,000

or

(b) If more than one class: Total number of shares of each class \_\_\_\_\_

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

4. The address of the initial registered office of the corporation is 222 Jefferson Boulevard, Suite 200  
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its initial registered agent  
(City/Town) (Zip Code)

at such address is Corporation Service Company  
(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

2009 JUL -3 AM 11:30  
RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV

FILED  
JUL 03 2009  
By DS 11:30  
093839

7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

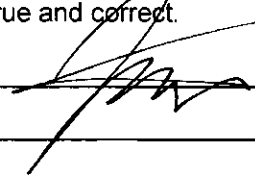
8. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
John R. Stair	1900 Winston Road, Suite 300, Knoxville, TN 37919

9. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: April 20, 2009

  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Signature of each Incorporator

<b>CERTIFICATE OF LIABILITY INSURANCE</b>	ISSUE DATE 07/02/09
---	---------------------

PRODUCER Alliant Insurance Services Houston LLC 5847 San Felipe, Suite 2750 Houston, Texas 77057 832-485-4000	THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.  <div style="text-align: center;"><b>COMPANIES AFFORDING COVERAGE</b></div>
---	---

INSURED EMERGENCY PHYSICIAN ASSOCIATES OF NEW ENGLAND, PC 222 JEFFERSON BLVD., SUITE 200 WARWICK, RI 02888	<table border="1" style="width:100%; border-collapse: collapse;"> <tr><td>INSURER A:</td><td>Lexington Insurance Company</td></tr> <tr><td>INSURER B:</td><td></td></tr> <tr><td>INSURER C:</td><td></td></tr> <tr><td>INSURER D:</td><td></td></tr> <tr><td>INSURER E:</td><td></td></tr> </table>	INSURER A:	Lexington Insurance Company	INSURER B:		INSURER C:		INSURER D:		INSURER E:	
INSURER A:	Lexington Insurance Company										
INSURER B:											
INSURER C:											
INSURER D:											
INSURER E:											

**COVERAGES**

THIS IS TO CERTIFY THAT THE POLICIES LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

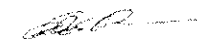
CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS			
	<b>GENERAL LIABILITY</b>				GENERAL AGGREGATE	\$		
	<input type="checkbox"/> COMMERCIAL GENERAL LIABILITY				PRODUCTS-COMP/OP AGG	\$		
	<input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR				PERSONAL & ADV. INJURY	\$		
	<b>GENERAL AGGREGATE LIMIT APPLIES PER</b>				EACH OCCURRENCE	\$		
	<input type="checkbox"/> POLICY				<input type="checkbox"/> PROJECT	<input type="checkbox"/> LOC	FIRE DAMAGE (Any one fire)	\$
							MED EXPENSE (Any one person)	\$
	<b>AUTOMOBILE LIABILITY</b>				COMBINED SINGLE LIMIT	\$		
	<input type="checkbox"/> ANY AUTO				(Each accident)			
	<input type="checkbox"/> ALL OWNED AUTOS				BODILY INJURY	\$		
	<input type="checkbox"/> SCHEDULED AUTOS				(Per person)			
	<input type="checkbox"/> HIRED AUTOS				BODILY INJURY	\$		
	<input type="checkbox"/> NON-OWNED AUTOS				(Per accident)			
	<input type="checkbox"/> GARAGE LIABILITY				PROPERTY DAMAGE	\$		
	<input type="checkbox"/> OTHER							
	<b>EXCESS LIABILITY</b>				EACH OCCURRENCE	\$		
	<input type="checkbox"/> UMBRELLA FORM				AGGREGATE	\$		
	<input type="checkbox"/> OTHER THAN UMBRELLA FORM							
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>				STATUTORY LIMITS			
A	MEDICAL PROFESSIONAL LIABILITY (Claims Made Coverage)	679-6243	6/1/2009	6/1/2010	EACH ACCIDENT	\$		
					DISEASE-POLICY LIMIT	\$		
					DISEASE EACH EMPLOYEE	\$		
					*INCIDENT	\$ 1,000,000		
					*AGGREGATE	\$ 3,000,000		
					*TOTAL POLICY AGGREGATE	\$ 50,000,000		

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS:

The policy(ies) provides coverage for all medical professionals employed or contracted by the above insured only for medical professional services provided for or on behalf of the insured.

**Covered person: James Flowers, MD**

The limits shown above are inclusive of the applicable policy self insured retention.

<b>CERTIFICATE HOLDER</b>  State of Rhode Island and Providence Plantations Office of the Secretary of State 148 W. River Street Providence, RI 02904-2615	<b>CANCELLATION</b>  SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.   AUTHORIZED REPRESENTATIVE
---	--

## **IMPORTANT**

If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

## **DISCLAIMER**

The Certificate of Insurance on the reverse side of this form does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder, nor does it affirmatively or negatively amend, extend or alter the coverage afforded by the policies listed thereon.