

Filing Fee: \$35.00

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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 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 Summit Medical Compassion Center, Inc. ☒

2. The period of its duration is (if perpetual, so state) perpetual ☒

3. The specific purpose or purposes for which the corporation is organized are:

**See Exhibit A attached hereto and made a part hereof.**

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

**See Exhibit B attached hereto and made a part hereof.**

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5. The address of the initial registered office of the corporation is 50 Kennedy Plaza, Suite 1500  
(Street Address, not P.O. Box)  
Providence, RI 02903, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is HASLAW, Inc.  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u>                 | <u>Address</u>                                           |
|-----------------------------|----------------------------------------------------------|
| <u>Dr. Frank Maggialomo</u> | <u>581 Pippin Orchard Road, Cranston, RI 02921</u>       |
| <u>Dr. Alan Weitberg</u>    | <u>218 America, Goat Island South, Newport, RI 02840</u> |
| <u>Armand C. Spaziano</u>   | <u>114 Heather Street, Cranston, RI 02920</u>            |
| <u> </u>                    | <u> </u>                                                 |
| <u> </u>                    | <u> </u>                                                 |
| <u> </u>                    | <u> </u>                                                 |

7. The name and address of each incorporator is:

| <u>Name</u>                      | <u>Address</u>                                                   |
|----------------------------------|------------------------------------------------------------------|
| <u>Terence M. Fracassa, Esq.</u> | <u>117 Metro Center Boulevard, Suite 2001, Warwick, RI 02886</u> |
| <u> </u>                         | <u> </u>                                                         |
| <u> </u>                         | <u> </u>                                                         |
| <u> </u>                         | <u> </u>                                                         |
| <u> </u>                         | <u> </u>                                                         |
| <u> </u>                         | <u> </u>                                                         |

8. Date when corporate existence is to begin upon filing of these Articles of Incorporation.  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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: May 14, 2010

   
   
   
 

Terence M. Fracassa  
Signature of each Incorporator

## EXHIBIT A

3. The specific purpose or purposes for which the corporation is organized are:

To provide health services and patient education related to pain management and wellness pursuant to and in compliance with §21-28.6 of the Rhode Island General Laws, and to do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and subject to the limitations hereinafter contained, to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, or the corresponding provisions of any future statute enacted in substitution therefor.

## EXHIBIT B

4. Provisions (if any) for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private 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 set forth in Article 3 hereof.

(c) The Corporation shall act lawfully in accordance with 7-6-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) to the extent applicable.

(d) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Nonprofit Corporation Act) of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of 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 and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of 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 and operated exclusively for such purposes.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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:

A. RALPH MOLLIS

*Secretary of State*

