

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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SECRETARY OF STATE
CORPORATIONS DIV
2011 DEC 21 PM 2:08

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 Family Doctors Group, PC
(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 medical

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 \$0.01 Par Value
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:
301 Promenade Street
(Street Address, not P.O. Box)
Providence, RI 02908 and the name of its initial registered agent at
such address is Cynthia J. Warren
(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.

FILED

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BY [Signature] 159144 2:08

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:

See attached Exhibit A.

Multiple horizontal lines for additional provisions.

8. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Cynthia J. Warren	301 Promenade Street, Providence, RI 02908

9. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing these Articles

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: December 21, 2011

Cynthia J. Warren

Signature of each Incorporator

FAMILY DOCTORS GROUP, PC
PROFESSIONAL SERVICE CORPORATION
ARTICLES OF INCORPORATION

Exhibit A

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:

1. Action by the shareholders pursuant to Rhode Island General Laws Section 7-1.2-707 is hereby authorized.
2. In addition to any qualification required by applicable law, shares of the Corporation's stock may only be held by persons employed by the Corporation, its successors and assigns. Upon termination of a shareholder's employment by the Corporation, he or she shall sell, and the Corporation shall buy, any shares of the Corporation's stock held by such individual for the amount the shareholder originally paid for such shares, unless there is an agreement among the shareholders specifying a different purchase price, in which case the agreement among the shareholders shall control.
3. No shareholder of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the shareholder's duty as a shareholder; provided that the foregoing shall not eliminate or limit the liability of a shareholder: (i) for any breach of the shareholder's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.2-811; or (iv) for any transaction from which the shareholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.2-807).



560 Davis Street, 2nd Floor • San Francisco, California 94111
 (415) 397-9700 • (800) 652-1051 • Facsimile (415) 395-8752 • www.norcalmutual.com

CERTIFICATE OF INSURANCE

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 policy listed below.

Certificate Holder Secretary of State 100 North Main Street Providence, Rhode Island 02904		Name and Address of Insured Family Doctors Group, PC. 1445 Wampanoag Trail, Unit 205 East Providence, Rhode Island 02914													
Current Medical Specialty: Organization		The above Insured is: <input type="checkbox"/> Named Insured <input checked="" type="checkbox"/> Insured <input type="checkbox"/> Locum Tenens													
Policy Number	Insured's Effective Date	Insured's Expiration Date	Insured's Retroactive Date												
611180	01/01/2012	01/01/2013	12/16/2011												
Coverage and Limits of Liability and Reimbursement Provided <input checked="" type="checkbox"/> Shared Limits of Liability and Reimbursement <input type="checkbox"/> Separate Limits of Liability and Reimbursement															
<input checked="" type="checkbox"/> COVERAGE A: Professional Liability Insurance – Claims Made <input checked="" type="checkbox"/> COVERAGE B: Limited Professional Office Premises Liability Insurance – Claims Made If both Coverage A and Coverage B are checked, they share in the Limits of Liability specified below. <table border="0" style="width:100%"> <tr> <td colspan="2">LIMITS OF LIABILITY:</td> <td colspan="2">DEDUCTIBLE:</td> </tr> <tr> <td>\$1,000,000</td> <td>Each Claim</td> <td>\$ NIL</td> <td>Each Claim</td> </tr> <tr> <td>\$3,000,000</td> <td>Aggregate Limit per Policy Period</td> <td>\$ NIL</td> <td>Aggregate per Policy Period</td> </tr> </table>				LIMITS OF LIABILITY:		DEDUCTIBLE:		\$1,000,000	Each Claim	\$ NIL	Each Claim	\$3,000,000	Aggregate Limit per Policy Period	\$ NIL	Aggregate per Policy Period
LIMITS OF LIABILITY:		DEDUCTIBLE:													
\$1,000,000	Each Claim	\$ NIL	Each Claim												
\$3,000,000	Aggregate Limit per Policy Period	\$ NIL	Aggregate per Policy Period												
<input checked="" type="checkbox"/> COVERAGE C: Physicians Administrative Defense Reimbursement Coverage – Claims Made <table border="0" style="width:100%"> <tr> <td>\$30,000</td> <td>Each Administrative Proceeding or Employment-Related Civil Action</td> </tr> <tr> <td>\$30,000</td> <td>Aggregate Limit per Policy Period</td> </tr> </table>				\$30,000	Each Administrative Proceeding or Employment-Related Civil Action	\$30,000	Aggregate Limit per Policy Period								
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This is certify that the policy of insurance listed above has been issued to the insured named above for the period indicated subject to payment of all billed premiums by the due date specified and all terms, conditions, and exclusions of the policy. It is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage, declination of issuance, or cancellation before the expiration date. Failure by the insured to provide such notice shall impose no obligation or liability of any kind upon NORCAL, its agents, or representatives.															
By: NORCAL Mutual Insurance Company		Issue Date: 12/19/2011													
 James Sunseri President		 David R. Holley, M.D. Secretary													