

Filing Fee: \$50.00

ID # 000151564



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

2013 AUG 30 PM 3:56
SECRETARY OF STATE
CORPORATIONS DIV

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

Woonsocket Urgent Care, P.C.

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (**check one box only**):

☐ Limited Liability Company

or

☒ Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (**check one box only**):

☐ "Other entity" or

☒ Business Corporation or

☐ Sole Proprietorship or

☐ Partnership (General, Limited, or Limited Liability Partnership) or

☐ Limited Liability Company

- a. The name of the converting entity filing this Certificate of Conversion is:

Woonsocket Urgent Care, P.C.

If the entity's name has been changed, the name under which it was originally organized:

- b. The date on which the converting entity was first created, formed, or otherwise came into being is:

October 28, 2005

- c. The jurisdiction to which the entity is converting is: Massachusetts

- d. The name of the entity following the conversion is: Woonsocket Urgent Care, P.C.

- e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

- f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.

- g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:

c/o DarrowEverett LLP, 197 Portland Street, 4th Floor, Boston, MA 02114, ATTN: Kurt T. Kalberer II, Esq.

- h. The future date or time certain of the conversion is:

FILED

August 30, 2013

AUG 30 2013

BY

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SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

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

Date: 8/7/2013

Print Name of Other Entity

OR

Print Name of Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Partner

Woonsocket Urgent Care, P.C.

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By: [Signature]
Signature of Authorized Person

By: _____
Signature of Sole Proprietor

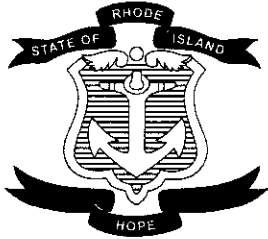
By: _____
Signature of Authorized Person

OR

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person



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STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

ASHLEY PORTAL
DARROW EVERETT LLP
ONE TURKS HEAD PLACE STE 1200
PROVIDENCE, RI 02903

LETTER OF GOOD STANDING

It appears from our records that **WOONSOCKET URGENT CARE, P.C.** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **07/30/2013** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

RE-DOMESTICATION

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb, Chief Revenue Agent
Office Audit and Discovery

80395869:10430859
DLN: 0181539001

FILED

AUG 30 2013

BY _____



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

