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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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NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

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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 **Community Physician Partners, 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:

(A) to serve as a corporate vehicle to enable providers of health care services affiliated with Lifespan, a Rhode Island health care system, to participate in contractual arrangements, including but not limited to, capitation, fee-for-service, indemnity plans, global risk sharing or other risk sharing arrangements, and/or joint ventures with health maintenance organizations, preferred provider groups, managed care plans, indemnity plans, federal, state and local entities, and/or other third party payors to make health care services available to individuals residing in communities served by such providers;

See attached continuation sheet.

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 attached continuation sheet.

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Form No. 200
Revised: 12/05

5. The address of the initial registered office of the corporation is:

593 Eddy Street, APC-424
(Street Address, not P.O. Box)

Providence (City/Town), RI 02903 (Zip Code) and the name of its initial registered agent at such address is Karen Rosene-Montella, MD (Name of Agent).

6. The number of directors constituting the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

Name	*Address*
Pam Harrop, M.D.	1180 Hope Street, Bristol, RI 02809
Diane Sidlecki, M.D.	1 Hoppin Street, Providence, RI 02903
James Ross, MD	1180 Hope Street, Bristol, RI 02809
Karen Rosene-Montella, MD	593 Eddy Street, APC-424, Providence RI 02903
See attached continuation sheet.	

7. The name and address of each incorporator is:

Name	*Address*
Karen Rosene-Montella, MD	593 Eddy Street, APC-424, Providence RI 02903

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 30th 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: 4-9-14

Karen Rosene-Montella

Signature of each Incorporator

3. Continued

(B) to promote, encourage, stimulate, advance, and expand the availability of health care services offered in Rhode Island;

(C) to perform all other activities permitted of corporation organized under Section 7-6 of the General Laws of Rhode Island, as now written or hereafter amended; and

(D) to perform all other activities permitted by organizations which qualify for exemption from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code") and contributions to which are deductible under §170(2), §2055(a)(2) and §2522(a)(2) of the Internal Revenue Code, including the making of distributions for charitable, religious, educational and scientific purposes to organizations which are exempt from Federal income tax.

In accomplishing the foregoing corporate purposes, the Corporation shall not engage in any activity that would constitute the practice of medicine as regulated by the Rhode Island Board of Medical Licensure and Discipline.

4.

(A) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated in an unlimited amount.

(B) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

(C) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(D) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bond and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(E) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein wherever situated.

(F) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(G) The Corporation may make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof, provided that, as long as the Corporation is entitled to exemption from Federal income tax under Section 501(e) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals.

(H) The Corporation may pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its trustees, officers and employees, and for any or all of the trustees, officers, and employees of any corporation, fifty (50%) percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.

(I) The Corporation may be an incorporator of other corporations of any type or kind.

(J) The Corporation may be a partner in any business enterprise which it could have power to conduct by itself.

(K) The Corporation may exercise all powers necessary or convenient to affect any and all of the purposes for which the Corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Section 7-6 of the General Laws of Rhode Island, or any other chapter of the General Laws of Rhode Island, and provided, further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from Federal income tax which the Corporation may receive under §501(c) of the Internal Revenue Code.

(L) The Corporation shall not carry on any activity or exercise any of the above-noted powers not permitted to be carried on (i) by a Corporation exempt from Federal income tax under §501(c) of the Internal Revenue Code of 1986, as amended, or (ii) by a Corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

(M) The Corporation is organized exclusively for charitable, scientific, educational and religious purposes as a nonprofit Corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its assets and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any director or officer of the corporation or any private individual or be appropriated for any purpose other than the purposes of the Corporation as herein set forth, and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of §501(h) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; it is intended that the Corporation shall be entitled to exemption from Federal income tax under §501(c) of the Internal Revenue Code and shall not be a private foundation under §509(a) of the Internal Revenue Code.

(N) Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be disposed of to Lifespan Corporation or to such other charitable organizations otherwise affiliated or associated with Lifespan Corporation as the Corporation shall designate, provided Lifespan Corporation or such other entities are then exempt from Federal income tax by virtue of being entities qualified for exemption under §501(c)(3) of the Internal Revenue Code, or if not in existence or not then exempt from Federal income tax, by a court of, competent jurisdiction, provided that such organization or organizations are then qualified for exemption from Federal income tax under §501(c)(3) of the Internal Revenue Code.

(O) In the event that the Corporation is a private foundation as that term is defined in §509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the bylaws of the corporation, the following provisions shall apply:

(i) the Trustees shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code; and

(ii) the Trustees shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under §4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code.

(P) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of Rhode Island, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of Rhode Island shall be deemed to refer to similar or successor provisions hereafter adopted.

6.

Marc Proto	167 Point Street Coro East, Suite 2B, Room 229, Providence, RI 02903

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:

April 15, 2014 2:40 PM

A. RALPH MOLLIS

Secretary of State