



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Business Corporation
Articles of Amendment

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Foot & Ankle Institute of New England, Inc.

If the entity's name is changing, state the new name: Foot & Ankle Institute of New England, Inc.

ARTICLE II

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 2/11/2015, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:

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

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	800.00

If the corporate duration is changing, so state: Perpetual

If the corporate purpose is changing, so state:

PODIATRY

If there are any other provisions to be amended, so state:

(A) PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF CORPORATION. SUCH PROVISIONS AS ARE CONTAINED IN THE BY-LAWS FOR THE CORPORATION AS ON FILE WITH THE REGISTERED AGENT OF THE CORPORATION ("BY-LAWS") AND SUCH PROVISIONS, IF ANY, AS MAY BE SET-FORTH IN THAT CERTAIN STOCK REDEMPTION AGREEMENT DATED SEPTEMBER 24, 2014 (AS RESTATED AND AS OTHERWISE FROM TIME TO TIME HEREAFTER MAY BE AMENDED, REPLACED OR SUPERCEDED) TO WHICH THE CORPORATION IS A PARTY ("STOCK REDEMPTION AGREEMENT").

(B) BOARD OF DIRECTORS. THERE SHALL BE A BOARD OF DIRECTORS CONSISTING OF AT LEAST ONE (1) DIRECTOR AND NO MORE THAN FIVE (5) DIRECTORS, REGARDLESS

OF

THE NUMBER OF SHAREHOLDERS. THE DIRECTORS SHALL BE ELECTED BY THE SHAREHOLDERS

IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE BY-LAWS, THE STOCK REDEMPTION AGREEMENT AND CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND.

1956, AS AMENDED, AND MAY BE REMOVED BY THE SHAREHOLDERS, WITH OR WITHOUT

CAUSE, IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE BY-LAWS, THE STOCK

REDEMPTION AGREEMENT AND SAID CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE

ISLAND. THE DIRECTORS SHALL HAVE GENERAL CONTROL AND MANAGEMENT OF ALL THE

BUSINESS AND PROPERTY OF THE CORPORATION IN ACCORDANCE WITH THE APPLICABLE

PROVISIONS OF THE BY-LAWS AND SAID CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE

ISLAND. ALL DIRECTORS SHALL BE AUTHORIZED TO PRACTICE AS A PODIATRIST AND SHALL

BE ACTIVELY EMPLOYED BY THE CORPORATION IN THAT PRACTICE.

THE DIRECTORS OF THE CORPORATION ARE:

DIRECTOR: ROBERT E. GALLUCCI, D.P.M.

DIRECTOR: STEPHEN J. ROGERS, D.P.M.

DIRECTOR: JOHN SABOURIN, D. P. M.

(C) OFFICERS. THE OFFICERS OF THE CORPORATION ARE:

PRESIDENT: ROBERT E. GALLUCCI, D.P.M.

VICE PRESIDENT: STEPHEN J. ROGERS, D.P.M.

SECRETARY: JOHN SABOURIN, D.P.M.

TREASURER: ROBERT E. GALLUCI, D.P.M.

ALL OFFICERS SHALL BE AUTHORIZED TO PRACTICE AS A PODIATRIST AND SHALL BE ACTIVELY EMPLOYED BY THE CORPORATION IN THAT PRACTICE.

(D) NO PERSONAL LIABILITY. TO THE FULLEST EXTENT ALLOWABLE BY LAW, NO DIRECTOR SHALL HAVE ANY PERSONAL LIABILITY FOR BREACH OF DUTY IN CONNECTION

WITH THE EXERCISE OR NON-EXERCISE OF THE POWERS AND DISCRETIONS VESTED IN THE BOARD OF DIRECTORS.

(E) ISSUANCE OF COMMON SHARES. EXCEPT AS MAY OTHERWISE BE PROVIDED IN THE

BY-LAWS OR THE STOCK REDEMPTION AGREEMENT, COMMON SHARES ONLY MAY BE ISSUED

WITH THE PRIOR UNANIMOUS WRITTEN CONSENT OF ALL OF THE SHAREHOLDERS AND FOR

SUCH CONSIDERATION AS IS DETERMINED FROM TIME TO TIME BY THE SHAREHOLDERS.

SHAREHOLDERS MAY ONLY BE INDIVIDUALS AUTHORIZED TO PRACTICE AS A

PODIATRIST AND
SHALL BE ACTIVELY EMPLOYED BY THE CORPORATION IN THAT PRACTICE.

(F) TRANSFER OF COMMON SHARES. EXCEPT AS MAY OTHERWISE BE PROVIDED IN
THE
BY-LAWS OR THE STOCK REDEMPTION AGREEMENT, NO TRANSFER OF COMMON
SHARES OF THE
CORPORATION SHALL BE VALID UNLESS THE TRANSFER IS APPROVED OF BY ALL OF
THE
SHAREHOLDERS.

(G) PRE-EMPTIVE RIGHTS. THE CORPORATION HEREBY RESERVES THE RIGHT TO
ADOPT
APPLICABLE PRE-EMPTIVE RIGHTS PERTAINING TO ITS COMMON SHARES BY MEANS
OF THE
BY-LAWS OR THE STOCK REDEMPTION AGREEMENT, AND THE SHAREHOLDERS
SHALL HAVE SUCH
PRE-EMPTIVE RIGHTS, IF ANY, AS MAY BE SET-FORTH IN THE BY-LAWS OR THE
STOCK
REDEMPTION AGREEMENT.

(H) NO ANNUAL MEETING REQUIRED. EXCEPT AS MAY OTHERWISE BE REQUIRED BY
LAW
OR BY THE PROVISIONS OF THE BY-LAWS OR THE STOCK REDEMPTION AGREEMENT,
THE
CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF THE SHAREHOLDERS.

ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

ARTICLE IV

These Articles of Amendment 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.

Later Effective Date:

Signed this 3 Day of March, 2015 at 4:43:40 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

ROBERT E. GALLUCCI, D.P.M., PRESIDENT

Form No. 101
Revised 09/07



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

