



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

Fee: \$230.00

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

**Business Corporation
Articles of Incorporation**

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

ARTICLE I

The name of the corporation is Twilight Anesthesia Providers USA, Inc.

☒ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(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>
CWP	\$1.0000	100.00

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:

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 21 GARDEN CITY DRIVE
City or Town: CRANSTON State: RI Zip: 02920

The name of its initial registered agent at such address is JOHN V. MCGREEN

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

ARTICLES OF INCORPORATION

EXHIBIT A

"ARTICLE 7:

A. ELIMINATION OF STOCKHOLDERS' LIABILITY

1. A STOCKHOLDER OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE STOCKHOLDER'S DUTY INsofar AS THE STOCKHOLDER EXERCISES THE POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS AS PERMITTED BY SECTION 51 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE STOCKHOLDER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF SECTION 43 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED, OR (IV) LIABILITY OF ANY TRANSACTION FROM WHICH THE STOCKHOLDER DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SAID TRANSACTION IS PERMITTED BY SECTION 37.1 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED). IF THE RHODE ISLAND BUSINESS CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A STOCKHOLDER OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND BUSINESS CORPORATION ACT. ANY REPEAL OR MODIFICATION OF THIS ARTICLE 7 BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A STOCKHOLDER OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

2. INDEMNIFICATION

A. BY LAW AND STOCKHOLDER AND OFFICER INDEMNITY AGREEMENTS: STATUTORY PROVISIONS. THE STOCKHOLDERS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH STOCKHOLDER AND OFFICER FOR THE PURPOSE OF INDEMNIFYING HIM OR HER IN THE MANNER AND TO THE EXTENT PERMITTED BY SECTION 4.1 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED.

B. BY LAW AND STOCKHOLDER AND OFFICER INDEMNITY AGREEMENTS: OTHER PROVISIONS. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE STOCKHOLDERS OF THE CORPORATION BY PARAGRAPH 2.A. HEREOF, THE STOCKHOLDERS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH STOCKHOLDER AND OFFICER, FOR THE PURPOSE OF INDEMNIFYING SUCH STOCKHOLDER OR OFFICER IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

(I) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE 7,

PAY, ON BEHALF OF A STOCKHOLDER OR OFFICER ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE STOCKHOLDER OR OFFICER (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER STOCKHOLDERS OR OFFICERS) BY REASON OF ANY COVERED ACT OF THE STOCKHOLDER OR OFFICER.

(II) FOR THE PURPOSES OF THIS ARTICLE 7, WHEN USED HEREIN

(1) "LOSS" MEANS ANY AMOUNT WHICH A STOCKHOLDER OR OFFICER IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENTS, FINES, PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

(2) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES; AND

(3) "COVERED ACT" MEANS ANY ACT OR OMISSION OF A STOCKHOLDER OR OFFICER IN THE STOCKHOLDER'S OR OFFICER'S CAPACITY AS A STOCKHOLDER OR OFFICER OF THE CORPORATION.

(III) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED STOCKHOLDER OR OFFICER, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED STOCKHOLDER OR OFFICER OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT STOCKHOLDER OR OFFICER, WHERE THE STOCKHOLDER OR OFFICER WAS A STOCKHOLDER OR OFFICER AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(IV) ANY BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO A STOCKHOLDER OR OFFICER PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH STOCKHOLDER OR OFFICER AND BASED ON THE ALLEGED COMMISSION BY SUCH STOCKHOLDER OR OFFICER OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH STOCKHOLDER OR OFFICER TO REPAY THE SAME TO THE CORPORATION IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH STOCKHOLDER OR OFFICER.

(V) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT INDEMNIFY A STOCKHOLDER OR OFFICER FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST A STOCKHOLDER OR OFFICER: (1) FOR ANY BREACH OF THE STOCKHOLDER'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) FOR IMPROPER PERSONAL BENEFIT (UNLESS THE TRANSACTION IS PERMITTED BY SECTION 37.1 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED).

(VI) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY CONTAIN

SUCH OTHER TERMS AND CONDITIONS AS THE STOCKHOLDERS, IN THEIR SOLE DISCRETION, DETERMINE TO BE CONSISTENT WITH THE PROVISIONS OF THE ARTICLE.

C. ACTION BY LESS THAN ALL OF THE SHAREHOLDERS WITHOUT A MEETING.

EXCEPT FOR ACTIONS PURSUANT TO SECTIONS 67, 70.1 OR 72 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS BY SAID ACT OR THESE ARTICLES OF INCORPORATION OR THE CORPORATION'S BYLAWS, MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL THE SHAREHOLDERS ENTITLED TO VOTE THEREON, IF THE SHAREHOLDERS WHO SO CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON ARE PRESENT. PROMPT NOTICE OF SUCH ACTION SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON THE ACTION IF SUCH MEETING WERE HELD.

D. CUMULATIVE VOTING FOR DIRECTORS. IN THE EVENT THAT THE BYLAWS OF THE CORPORATION CREATE A BOARD OF DIRECTORS THEN, AT EACH ELECTION OF DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE AT SUCH ELECTION SHALL HAVE THE RIGHT TO VOTE, IN PERSON OR BY PROXY, THE NUMBER OF SHARES OWNED BY HIM FOR AS MANY PERSONS AS THERE ARE DIRECTORS TO BE ELECTED AND FOR WHOSE ELECTION HE HAS A RIGHT TO VOTE, OR TO CUMULATE HIS VOTES BY GIVING ONE (1) CANDIDATE AS MANY VOTES AS THE NUMBER OF SUCH DIRECTORS MULTIPLIED BY THE NUMBER OF HIS SHARES SHALL EQUAL, OR BY DISTRIBUTING SUCH VOTES ON THE SAME PRINCIPLE AMONG ANY NUMBER OF SUCH CANDIDATES; UNLESS THERE SHALL BE AN ENFORCEABLE AGREEMENT, BINDING UPON ALL STOCKHOLDERS, TO WHICH THE CORPORATION IS A PARTY, PROVIDING FOR ANOTHER MANNER OF ELECTING DIRECTORS.

B. ELIMINATION OF DIRECTOR'S LIABILITY (INDEMNIFICATION SHOULD BOARD OF DIRECTORS BE CREATED BY STOCKHOLDERS OF THE CORPORATION.):

1.. A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDER'S FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF SECTION 43 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED, OR (IV) LIABILITY FOR ANY TRANSACTIONS FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SAID TRANSACTION IS PERMITTED BY SECTION 37.1 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED). IF THE RHODE ISLAND BUSINESS CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATION ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE

ISLAND BUSINESS CORPORATION ACT. ANY REPEAL OR MODIFICATION OF THIS ARTICLE 7 BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

2. INDEMNIFICATION

A. BYLAW AND DIRECTOR AND OFFICER INDEMNITY AGREEMENTS: STATUTORY PROVISIONS. THE BOARD OF DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR AND OFFICER FOR THE PURPOSE OF INDEMNIFYING HIM OR HER IN THE MANNER AND TO THE EXTENT PERMITTED BY SECTION 4.1 OF THE RHODE ISLAND BUSINESS CORPORATION ACT.

B. BYLAW AND DIRECTOR AND OFFICER INDEMNITY AGREEMENTS: OTHER PROVISIONS. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE BOARD OF DIRECTORS OF THE CORPORATION BY PARAGRAPH 2.A. HEREOF, THE BOARD OF DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR AND OFFICER, FOR THE PURPOSE OF INDEMNIFYING SUCH DIRECTOR OR OFFICER IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

(I) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE 7 (A), PAY, ON BEHALF OF A DIRECTOR OR OFFICER ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE DIRECTOR OR OFFICER (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER DIRECTORS OR OFFICERS) BY REASON OF ANY COVERED ACT OF THE DIRECTOR OR OFFICER.

(II) FOR THE PURPOSES OF THIS ARTICLE 7 (B), WHEN USED HEREIN

(1) "LOSS" MEANS ANY AMOUNT WHICH A DIRECTOR OR OFFICER IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENTS, FINES, PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

(2) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES; AND

(3) "COVERED ACT" MEANS ANY ACT OR OMISSION OF A DIRECTOR OR OFFICER IN THE DIRECTOR'S OF OFFICER'S CAPACITY AS A DIRECTOR OR OFFICER OF THE CORPORATION.

(III) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED DIRECTOR OR OFFICER, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED DIRECTOR OR OFFICER OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT DIRECTOR OF OFFICER, WHERE THE DIRECTOR OR OFFICER WAS A DIRECTOR OR OFFICER AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(IV) ANY BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE

FOR THE ADVANCEMENT OF EXPENSES TO A DIRECTOR OR OFFICER PRIOR TO THE FINAL DISPOSITION OR ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM INVOLVING SUCH DIRECTOR OR OFFICER AND BASED ON THE ALLEGED COMMISSION BY SUCH DIRECTOR OR OFFICER OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH DIRECTOR OR OFFICER TO REPAY THE SAME TO THE CORPORATION IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH DIRECTOR OR OFFICER.

(V) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT INDEMNIFY A DIRECTOR OR OFFICER FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST A DIRECTOR OR OFFICER: (1) FOR ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) FOR IMPROPER PERSONAL BENEFIT (UNLESS THE TRANSACTION IS PERMITTED BY SECTION 37.1 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS AMENDED).

(VI) THE BY LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY CONTAIN SUCH OTHER TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINES TO BE CONSISTENT WITH THE PROVISIONS OF THIS ARTICLE.”

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	JOHN V MCGREEN	21 GARDEN CITY DRIVE CRANSTON, RI 02920 USA

ARTICLE VII

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.

Later Effective Date:

Signed this 14 Day of April, 2015 at 3:14:25 PM by the incorporator(s). *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.*

JOHN V MCGREEN

© 2007 - 2015 State of Rhode Island and Providence Plantations
All Rights Reserved



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:

Nellie M. Gorbea
Secretary of State

