



**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 ANCHOR MEMORY CLINIC 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>
CNP	\$0.0000	1,000.00

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: 650 GEO. WASHINGTON HWY. SUITE 200

City or Town: LINCOLN

State: RI

Zip: 02865

The name of its initial registered agent at such address is JOSEPH RAHEB, ESQ.

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:

NO STOCKHOLDER SHALL SELL ANY STOCK OF THE CORPORATION HELD BY THE STOCKHOLDER WITHOUT FIRST GIVING WRITTEN NOTICE TO THE CORPORATION OF STOCKHOLDER'S INTENTION TO SELL THE SAME AND GIVING THE CORPORATION

THE RIGHT TO PURCHASE SAID STOCK AT THE LOWEST PRICE AT WHICH THE STOCKHOLDER IS WILLING TO SELL, BEFORE THE SAME SHALL BE SOLD TO ANY OTHER PARTY. THE CORPORATION SHALL HAVE THIRTY (30) DAYS FROM THE RECEIPT OF SAID OFFER, WITHIN WHICH TO EXERCISE THE RIGHT TO PURCHASE SAID STOCK SO OFFERED TO IT. IF SAID OFFER IS NOT ACCEPTED WITHIN SAID TIME, OR IF THE CORPORATION, THROUGH ITS BOARD OF DIRECTORS, WAIVES THE RIGHT OF PREEMPTION, THE STOCKHOLDER SHALL BE AT LIBERTY TO SELL SAID STOCK FOR NOT LESS THAN THE PRICE SET FORTH IN THE NOTICE. IF THE CORPORATION HAS NO BOARD OF DIRECTORS, A MAJORITY OF THE OFFICERS OF THE CORPORATION MAY WAIVE THE RIGHT OF PREEMPTION. IN THE EVENT THE SELLING STOCKHOLDER IS AN OFFICER, HE/SHE MAY NOT PARTICIPATE IN THE VOTE TO WAIVE THE RIGHT OF PREEMPTION UNLESS HE/SHE IS THE ONLY OFFICER.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	JOSEPH RAHEB ESQ.	650 GEO. WASHINGTON HWY., SUITE 200 LINCOLN, RI 02865 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 6 Day of April, 2016 at 1:22:06 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.*

JOSEPH RAHEB ESQ.

Form No. 100
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

