



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

Fee: \$35.00

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

**Non-Profit Corporation  
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is Brown Dermatology, Inc.

**ARTICLE II**

The period of its duration is  Perpetual  \_\_\_\_\_

**ARTICLE III**

The specific purpose or purposes for which the corporation is organized are:

(a) To promote health by providing clinical and medical care to patients as the faculty group practice organization for the Department of Dermatology at The Warren Alpert Medical School at Brown University (Alpert Medical School); to operate the clinical and patient care services of the faculty group practice organization for the benefit and support of the teaching, research, clinical, and patient care missions of the Department of Dermatology at the Alpert Medical School and hospitals within the State of Rhode Island that are affiliated with the Alpert Medical School; to engage in research, education of medical students at the Alpert Medical School, and education of medical school graduates in postgraduate training programs at hospitals within the State of Rhode Island that are affiliated with the Alpert Medical School; and to provide administrative services to the Department of Dermatology at the Alpert Medical School and to dermatology departments at hospitals within the State of Rhode Island that are affiliated with the Alpert Medical School.

(b) To carry on and perform all such works and, further, to carry on charitable, educational, and scientific purposes consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and Chapter 7-6 of the General Laws of Rhode Island to the extent that such activities operate for the benefit of, perform the functions of, carry out the purposes of, or to the support the mission and purposes of the Corporation.

(c) No more than an insubstantial part of the activities of the Corporation shall be in furtherance of nonexempt purposes.

(d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(e) Any other provisions herein notwithstanding, the Corporation will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall not have the power to do anything or take any action which would cause it to cease to qualify as a non-profit corporation under State law or as an organization exempt under sections 501(c)(3) of the

Internal Revenue Code. 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; or to a corresponding section of any future federal tax code and (ii) to the General Laws of Rhode Island shall be deemed to refer to the General Laws of 1956, as now in force or hereafter amended, or to a corresponding provision of any future compilation of General Laws.

#### ARTICLE IV

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:

1. THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET INCOME OR PROFIT OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.

2. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO THE WARREN ALPERT MEDICAL SCHOOL AT BROWN UNIVERSITY OR ITS SUCCESSOR (ALPERT MEDICAL SCHOOL), OR ONE OR MORE EDUCATIONAL, SCIENTIFIC, OR CHARITABLE ORGANIZATIONS THEN EXEMPT UNDER SECTION 501(C)(3) OF THE CODE THAT PERFORM THE FUNCTIONS OF, CARRY OUT THE PURPOSES OF, OR SUPPORT THE MISSION AND PURPOSES OF, ALPERT MEDICAL SCHOOL.

3. NO DIRECTOR OR OFFICER SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR OR OFFICER NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER THAT THE LIABILITY OF A DIRECTOR OR OFFICER, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, SHALL NOT BE LIMITED OR ELIMINATED (I) FOR ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND GENERAL LAWS ARE AMENDED AFTER THE ADOPTION OF THIS SECTION TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS OR OFFICERS, THEN THE LIABILITY OF EACH DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY RHODE ISLAND GENERAL LAWS, AS SO AMENDED.

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; AND (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW

IN FORCE OR HEREAFTER AMENDED.

**ARTICLE V**

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

No. and Street: PARTRIDGE SNOW & HAHN LLP  
40 WESTMINSTER ST SUITE 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is KIMBERLY I. MCCARTHY, ESQ.

**ARTICLE VI**

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	ABRAR QURESHI, MD, MPH	593 EDDY STREET PROVIDENCE, RI 02903 USA
DIRECTOR	DAVID FARRELL, MD	593 EDDY STREET PROVIDENCE, RI 02903 USA
DIRECTOR	JACK ELIAS, MD	593 EDDY STREET PROVIDENCE, RI 02903 USA
DIRECTOR	LESLIE ROBINSON-BOSTOM, MD	593 EDDY STREET PROVIDENCE, RI 02903 USA

**ARTICLE VII**

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	KIMBERLY I. MCCARTHY, ESQ.	40 WESTMINSTER STREET, SUITE 1100 PROVIDENCE, RI 02903 USA

**ARTICLE VIII**

Date when corporate existence is to begin 06/08/2016

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 8 Day of June, 2016 at 3:41:39 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 § 7-6.*

**Enter signature(s) below.**

KIMBERLY I. MCCARTHY, ESQ.

Revised 09/07

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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*

