



**State of Rhode Island and Providence Plantations
Department of State - Business Services Division**

148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2016 AUG 11 AM 9:30

**Article of Incorporation
Professional Service Corporation**
Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of a professional service corporation under RIGL 7-5.1 and 7-1.2, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:		
Brookside Medical Associates, P.C.		
Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
2. The profession to be practiced through the professional service corporation is:		
medicine, primary care office		
3. The total number of shares which the corporation has the authority to issue is: (Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)		
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
8,000	Common	0.01
If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2. State any provisions here (optional): Check this box to indicate an attachment. <input type="checkbox"/>		
4. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Stephen Zubiago, Esq.		
Street Address (NOT a P.O. Box) Nixon Peabody LLP, One Citizens Plaza, Ste. 500		
City/Town Providence	State RHODE ISLAND	Zip Code 02903

FILED
AUG 11 2016
By 281064
A.A. 9:30 A.M.

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with RIGL <u>7-1.2</u> .		
6. Additional provisions, if any, not inconsistent with RIGL <u>7-1.2</u> which the incorporators elect to have set forth in these Articles of Incorporation:		
See Exhibit A attached hereto.		
Check this box to indicate an attachment. <input checked="" type="checkbox"/>		
7. The name and address of each incorporator is:		
Name Stephen Zubiago, Esq.		Address Nixon Peabody LLP, One Citizens Plaza, Ste. 500
City/Town Providence	State RI	Zip Code 02903
Name		Address
City/Town	State	Zip Code
Name		Address
City/Town	State	Zip Code
8. Date when these Articles of Incorporation will be effective: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Date received (Upon filing)		
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____		
<i>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.</i>		
Signature of Incorporator 		Date 8/10/16
Signature of Incorporator		Date
Signature of Incorporator		Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

EXHIBIT A

To Articles of Incorporation of
Brookside Medical Associates, P.C.

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of Rhode Island Business Corporation Act, Sec. 7-1.2-811 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by the Rhode Island Business Corporation Act, Sec. 7-1.2-807 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adopting of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
08/09/2016

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER RIMS Insurance Brokerage Corporation 405 Promenade Street, Ste. B Providence, Rhode Island 02908	CONTACT NAME: Robert A. Anderson, Jr. PHONE (A/C, No. Ext): 401-272-1050 E-MAIL ADDRESS: randerson@rimsibc.com FAX (A/C, No.):
	INSURER(S) AFFORDING COVERAGE INSURER A: Coverys INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:
INSURED Brookside Medical Associates 106 Nate Whipple Highway Cumberland, Rhode Island 02864	

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDC SUBR INSD WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:					EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COM/PROP AGG \$ \$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS					COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	<input type="checkbox"/> Y <input type="checkbox"/> N <input type="checkbox"/> N/A				PER STATUTE OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Professional Liability		TBD	10/01/2016	10/01/2017	\$1 mil. each. med. incident \$3 mil. aggregate

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Medical Specialty: Partnership/Corporation

Retroactive Date: 10/01/2016

CERTIFICATE HOLDER Rhode Island Secretary of State Corporations Division 148 W. River Street Providence, Rhode Island 02904	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE
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