

48301
Corp. I.D. #

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is EUDENBACH & RISPOLI, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

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

The professional practice of optometry and to conduct any and all lawful business for which corporations may be incorporated.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

STATE OF RHODE ISLAND } In the City } of Newport
COUNTY OF Newport } ~~Town~~ }
in said county this 26th day of December, A.D. 1991
then personally appeared before me Jeremiah C. Lynch, III

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public

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REC'D & Filed DEC 27 1991
AMT 79361

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares1000 no par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

In the event that any owner of shares of common stock of this corporation shall desire to sell the same, such owner shall first offer the same for sale to the corporation at the lowest price for which such owner is willing to sell the same; provided, however, that this corporation, upon the vote of a majority of the issued and outstanding shares of common stock voting, exclusive of the shares offered for sale, as aforesaid, shall elect to purchase said shares within fifteen (15) days from the date upon which it is notified of said offer, and said price, by said owner of shares in writing; and further said corporation shall notify said owner of shares of its said election within forty-eight (48) hours after said vote is cast, in writing, by registered or certified mail, or hand delivery, addressed to the last and usual place of abode of said owner of shares; and, in the event that this corporation shall not elect to purchase said shares, or shall fail to give notice as aforesaid, said owner of shares may sell the same to any person, or persons, at a price not less than said price for which said shares were offered to the corporation, as aforesaid. The business shall be managed by the shareholders of the corporation rather than by a Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is 112 Bellevue Avenue, Newport, RI 02840 (add Zip Code) and the name of its initial registered agent at such address is: Jeremiah C. Lynch, III

EIGHTH. The number of directors constituting the initial board of directors of the corporation is and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Pres. Peter Eudenbach	416 Gibbs Ave., Newport, RI 02840
Sec. & Alessi Rispoli	28 Malee Terrace, Portsmouth, RI 02871
Treas.	

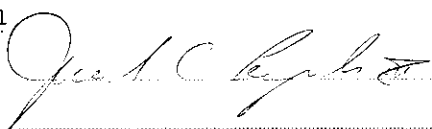
NINTH. The name and address of each incorporator is:

Name	Address
Jeremiah C. Lynch, III	112 Bellevue Avenue, Newport, RI 02840

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

January 1, 1992

Dated December 26, 1991



STATE OF RHODE ISLAND } City
COUNTY OF Newport } In the Town of Newport
in said county this 26th day of December, A.D. 1991
then personally appeared before me Jeremiah C. Lynch, III

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public

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GENERAL ENDORSEMENT

This endorsement effective 02/28/92 forms a part of

Policy Number JUA 21728 Policy Period from 07/16/91 to 07/16/92

Issued To: PETER T. EUDENBACH, O.D. AND ALESSI A. RISPOLI, O.D., INDIVIDUALLY
AND/OR E & R, INC.

By: Medical Malpractice Joint Underwriting Association of Rhode Island.

IT IS HEREBY UNDERSTOOD AND AGREED THAT NAMED INSURED IS AMENDED TO READ
AS FOLLOWS:

PETER T. EUDENBACH, O.D. AND
ALESSI A. RISPOLI, O.D., INDIVIDUALLY AND/OR
EUDENBACH AND RISPOLI, INC.



All other terms and conditions of this policy remain unchanged.

END. #2
03/02/92faf

Michael A. Friday
Authorized Signature

JUA 55 (4/91)

white - insured

canary - broker

pink - home office

goldenrod - underwriting