



**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 GPS Medical, 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	\$0.0100	10,000.00

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:

THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS: TEN THOUSAND (10,000), CONSISTING OF TWO (2) CLASSES, DIVIDED AND DESIGNATED AS FOLLOWS: FIVE THOUSAND (5,000) SHARES OF CLASS A VOTING COMMON STOCK, \$0.01 PAR VALUE, AND FIVE THOUSAND (5,000) SHARES OF CLASS B NON-VOTING COMMON STOCK, \$0.01 PAR VALUE.

THE DESIGNATIONS AND THE POWERS, PREFERENCES AND RIGHTS, AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS THEREOF ARE AS FOLLOWS:

I. EXCEPT AS OTHERWISE REQUIRED BY LAW, VOTING RIGHTS FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF CLASS A VOTING COMMON STOCK, AND THE HOLDERS OF CLASS B NON-VOTING COMMON STOCK SHALL NOT BE ENTITLED TO VOTE. EACH HOLDER OF SHARES OF CLASS A VOTING COMMON STOCK SHALL HAVE ONE (1) VOTE PER SHARE OF CLASS A VOTING COMMON STOCK.

II CLASS A VOTING COMMON STOCK AND CLASS B NON-VOTING COMMON STOCK SHALL HAVE THE SAME TERMS, RIGHTS, PREFERENCES AND LIMITATIONS EXCEPT AS PROVIDED IN PARAGRAPH (I) ABOVE AS TO VOTING RIGHTS.

ARTICLE III

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

No. and Street: CAMERON & MITTLEMAN LLP
301 PROMENADE STREET

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is CYNTHIA J. WARREN, 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:

(A) 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 6 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 TO 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 R.I.G.L. SECTION 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 R.I.G.L. SECTION 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 6 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 6 NOR THE ADOPTION OF ANY PROVISION OF THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE 6 SHALL ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE 6 IN RESPECT OF ANY MATTER OCCURRING, OR ANY CAUSE OF ACTION, SUIT OR CLAIM THAT, BUT FOR THIS ARTICLE 6, WOULD OCCUR OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION.

(B) THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION (AN "INDEMNIFIED PERSON"), FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

IN ADDITION TO THE AUTHORITY CONFERRED UPON THE DIRECTORS OF THE CORPORATION BY THE FOREGOING PARAGRAPH, THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH INDEMNIFIED PERSON, FOR THE PURPOSE OF INDEMNIFYING SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

(I) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE, PAY, ON BEHALF OF AN INDEMNIFIED PERSON ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED PERSON (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS) BY REASON OF ANY COVERED ACT OF THE INDEMNIFIED PERSON.

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

(1) "DIRECTORS" MEANS ANY OR ALL OF THE DIRECTORS OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS.

(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON 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;

(3) "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 OR BONDS NECESSARY TO PURSUE AN APPEAL OF AN ADVERSE JUDGMENT; AND

(4) "COVERED ACT" MEANS ANY ACT OR OMISSION OF AN INDEMNIFIED PERSON IN THE INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE CORPORATION AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE CORPORATION AS A MEMBER OF THE GOVERNING BODY, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, INCLUDING, BUT NOT LIMITED TO CORPORATIONS WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE OR EMPLOYEE BENEFIT PLAN.

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

(IV) ANY BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO AN INDEMNIFIED PERSON PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE ALLEGED COMMISSION BY SUCH INDEMNIFIED PERSON OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH INDEMNIFIED PERSON 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 INDEMNIFIED PERSON.

(V) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT INDEMNIFY AN INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH

ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED PERSON WHICH THE CORPORATION HAS DETERMINED TO HAVE RESULTED FROM: (1) ANY BREACH OF THE INDEMNIFIED PERSON'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) ACTION CONTRAVENING SECTION 811 OF THE ACT; OR (4) A TRANSACTION (OTHER THAN A TRANSACTION APPROVED IN ACCORDANCE WITH SECTION 807 OF THE ACT) FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

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	EILEEN K. TOBIN, CORPORATE PARALEGAL	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE , RI 02908 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 13 Day of April, 2017 at 9:56:54 AM 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.*

EILEEN K. TOBIN, CORPORATE PARALEGAL

Form No. 100
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:

April 13, 2017 09:55 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

