

Filing Fee: \$150.00

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109903



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-1.1 and 7-5.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Wickford Internists, Inc.

~~(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)~~

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

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

The provision of professional medical services.

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

(a) *If only one class:* Total number of shares 4,000 (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.):

\$.01 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

None

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit A

7. The address of the initial registered office of the corporation is 56 Exchange Terrace

(Street Address, not P.O. Box)

Providence, RI 2903 and the name of its initial registered agent at such address is

(City/Town)

(Zip Code)

Don E. Wineberg, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is three (3) 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title

Name

Address

Director

Robert A. Capalbo, M.D.

320 Phillips Street, Suite 201, Wickford, RI 02852

Director

Robert V. Hance, M.D.

320 Phillips Street, Suite 201, Wickford, RI 02852

Director

Mark Damien Kelley, M.D.

320 Phillips Street, Suite 201, Wickford, RI 02852

9. The name and address of each incorporator is:

Name

Address

Don E. Wineberg

56 Exchange Terrace, Providence, RI 02903

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 23, 1999

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

DEC 23 1953

235774

In Providence, on this 23rd day of December, 1999, personally appeared before me

Don E. Wineberg _____ 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.

Signature of each Incorporator

Notary Public

My Commission Expires: 3 / 17 / 03

WICKFORD INTERNISTS, INC.

ARTICLES OF INCORPORATION

Exhibit A

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

1. Action by the Shareholders pursuant to Rhode Island General Laws Section 7-1.1-30.3(b) is hereby authorized.
2. In addition to any qualification required by applicable law, shares of the Corporation's stock may only be held by persons employed by the Corporation, its successors and assigns. Upon termination of a shareholder's employment by the Corporation, he or she shall sell, and the Corporation shall buy, any shares of the Corporation's stock held by such individual for the amount set forth in any agreement among the shareholders or, in the absence of such agreement, for the amount the shareholder originally paid for such shares
3. No Director of the Corporation shall be personally liable to the Corporation or its director for monetary damages for breach of the Director's duty as a Director; provided that the foregoing 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 Directors; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which the Director derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1).

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(415) 397-9700
(800) 652-1051
(907) 563-3414 (in Alaska)

CERTIFICATE OF INSURANCE

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy below.

Name and Address of Insured

ROBERT A. CAPALBO MD
320 PHILLIPS STREET
SUITE 201
WICKFORD RI 02852

Original
604852

Insurance afforded by this policy is CLAIMS-MADE Professional Liability Insurance

Policy Number	Limits of Liability	Annual Policy Period As of 12:01 a.m. local time
604547	1,000,000 each claim 3,000,000 aggregate 0 deductible	Effective Date: 01/01/00 Expiration Date: 01/01/01 Retro Date: 07/01/94

Current Medical Specialty: 9014 INTERNAL MEDICINE-NO SURGERY

Certificate Holder

This is to certify that the policy of insurance listed above has been issued to the insured named above for the policy period indicated. The insurance afforded by the policy described herein is subject to all the terms, exclusions and conditions of such policy. Should the above policy be canceled before the expiration date, NORCAL will endeavor to mail 10 days written notice to the certificate holder named above, but failure to provide such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives. The policy provides that it is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage or termination or cancellation of the policy.

By: **NORCAL Mutual Insurance Company**

Date: 11/06/99

David R. Holley M.D.
DAVID R. HOLLEY, M.D.
Secretary



(415) 397-9700
(800) 652-1051
(907) 563-3414 (in Alaska)

CERTIFICATE OF INSURANCE

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy below.

Name and Address of Insured

ROBERT V. HANCE MD
320 PHILLIPS STREET, STE 201
WICKFORD RI 02852

Original
604852

Insurance afforded by this policy is CLAIMS-MADE Professional Liability Insurance

Policy Number	Limits of Liability	Annual Policy Period As of 12:01 a.m. local time
614472	1,000,000 each claim 3,000,000 aggregate 0 deductible	Effective Date: 07/13/99 Expiration Date: 01/01/00 Retro Date: 07/13/99

Current Medical Specialty: 9014 INTERNAL MEDICINE-NO SURGERY

Certificate Holder

This is to certify that the policy of insurance listed above has been issued to the insured named above for the policy period indicated. The insurance afforded by the policy described herein is subject to all the terms, exclusions and conditions of such policy. Should the above policy be canceled before the expiration date, NORCAL will endeavor to mail 10 days written notice to the certificate holder named above, but failure to provide such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives. The policy provides that it is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage or termination or cancellation of the policy.

By: NORCAL Mutual Insurance Company

Date: 07/15/99

David R. Holley M.D.
DAVID R. HOLLEY, M.D.
Secretary

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy below.

Name and Address of Insured

MARK DAMIEN KELLEY MD
320 PHILLIPS STREET
SUITE 201
WICKFORD RI 02852

Original
604852

Insurance afforded by this policy is CLAIMS-MADE Professional Liability Insurance

Policy Number	Limits of Liability	Annual Policy Period As of 12:01 a.m. local time
608336	1,000,000 each claim 3,000,000 aggregate 0 deductible	Effective Date: 01/01/99 Expiration Date: 01/01/00 Renew Date: 03/15/96

Current Medical Specialty: 9014 INTERNAL MEDICINE-NO SURGERY

Certificate Holder

This is to certify that the policy of insurance listed above has been issued to the insured named above for the policy period indicated. The insurance afforded by the policy described herein is subject to all the terms, exclusions and conditions of such policy. Should the above policy be canceled before the expiration date, NORCAL will endeavor to mail 10 days written notice to the certificate holder named above, but failure to provide such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives. The policy provides that it is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage or termination or cancellation of the policy.

By: NORCAL Mutual Insurance Company

Date: 10/17/98

David R. Holley M.D.
DAVID R. HOLLEY, M.D.
Secretary