



**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 Interventional and Functional Pain Center, 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> |
|----------------|---------------------|--|
| CNP | \$0.0000 | 1,000.00 |

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:

1. RESTRICTIONS ON TRANSFER:

NO SHARES OF STOCK IN THE CORPORATION WILL BE TRANSFERRED WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS OF THE CORPORATION EITHER BY A RESOLUTION OF THE BOARD OF DIRECTORS PASSED AT A BOARD OF DIRECTORS MEETING OR BY AND INSTRUMENT OF INSTRUMENTS IN WRITING SIGNED BY ALL OF THE BOARD OF DIRECTORS.

2. PREEMPTIVE RIGHTS:

THE SHAREHOLDERS OF THE CORPORATION HAVE THE PREEMPTIVE RIGHT TO PURCHASE ANY ISSUE OF STOCK IN PROPORTION TO THEIR CURRENT EQUITY PERCENTAGE. A SHAREHOLDER MAY WAIVE ANY PREEMPTIVE RIGHT.

3. AMEND OR REPEAL BYLAWS:

BYLAWS MAY BE ADOPTED, AMENDED, OR REPEALED EITHER BY APPROVAL OF THE OUTSTANDING SHARES OR BY THE APPROVAL OF THE BOARD OF DIRECTORS. IN ADOPTING, AMENDING OR REPEALING A BYLAW THE SHAREHOLDERS MAY EXPRESSLY PROVIDE THAT THE BOARD OF DIRECTOR MAY NOT ADOPT, AMEND OR REPEAL THE BYLAW. THE POWER OF THE BOARD OF DIRECTORS IS SUBORDINATE TO THE POWER OF THE SHAREHOLDERS TO ADOPT, AMEND, OR REPEAL BYLAWS.

4. CUMULATIVE VOTING:

IN AN ELECTION OF DIRECTORS, EACH SHAREHOLDER'S NUMBER OF VOTES WILL BE CALCULATED BY MULTIPLYING THE NUMBER OF VOTING SHARES THEY ARE ENTITLED TO CAST BY THE NUMBER OF DIRECTORS BEING ELECTED. THE SHAREHOLDERS MAY CAST THEIR TOTAL VOTES FOR A SINGLE DIRECTOR OR MAY DISTRIBUTE THEM AMONG TWO OR MORE DIRECTORS, AS THE SHAREHOLDERS SEES FIT.

5. FISCAL YEAR END:

THE FISCAL YEAR END OF THE CORPORATION IS 31 DAY OF DECEMBER.

6. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS:

THE BOARD OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS OF THE CORPORATION WILL BE INDEMNIFIED AND HELD HARMLESS BY THE CORPORATION AND ITS SHAREHOLDERS FROM AND AGAINST ANY AND ALL CLAIM OF ANY NATURE, WHATSOEVER, ARISING OUT OF THE INDIVIDUAL'S PARTICIPATION IN THE AFFAIRS OF THE CORPORATION. THE BOARD OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS OF THE CORPORATION WILL NOT BE ENTITLED TO INDEMNIFICATION UNDER THIS SECTION FOR LIABILITY ARISING OUT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT OF THE INDIVIDUAL OR THE BREACH BY THE INDIVIDUAL OF ANY PROVISIONS OF THIS AGREEMENT.

7. LIMITATION OF LIABILITY:

THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR ANY MISTAKE OR ERROR IN JUDGMENT OR FOR ANY ACT OR ADMISSION BELIEVED IN GOOD FAITH TO BE WITH IS THE SCOPE OF AUTHORITY CONFERRED OR IMPLIED BY THE ARTICLES OF INCORPORATION OR BY THE CORPORATION. THE BOARD OF DIRECTORS AND OFFICERS WILL BE LIABLE FOR ANY EXPENSES OR DAMAGES INCURRED BY THE CORPORATION OR ITS SHAREHOLDERS RESULTING FROM ANY AND ALL ACTS OR OMISSIONS INVOLVING FRAUD OR INTENTIONAL WRONGDOING.

ARTICLE III

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

No. and Street: 55 OSPREY DR
City or Town: EAST GREENWICH State: RI Zip: 02818

The name of its initial registered agent at such address is JUAN CARLOS MIRT

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:

TO ENGAGE IN THE PRACTICE OF MEDICINE
TITLE: 7-5.1-2

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 | JUAN CARLOS MIRT | 1150 RESERVOIR AVENUE SUITE 303 CRANSTON, RI 02920 USA |
| INCORPORATOR | BLANKI CHERUBINI MD | 1150 RESERVOIR AVENUE SUITE 303 CRANSTON, RI 02920 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 7 Day of September, 2018 at 11:02:19 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.*

JUAN CARLOS MIRT
BLANKI CHERUBINI MD

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:

September 07, 2018 11:01 AM

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

