## 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 JOHN M. CARROLL, D.M.D., INC.

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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 general practice of dentistry including all professional services incidental thereto and for all other lawful purposes for which professional service corporations may be organized under the laws of the State of Rhode Island.

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.
- (1) 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,

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

(a) If only one class: Total number of shares 2,000

(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.)

Without par value.

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

(State (A) the number of the 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:

SEVENTH. The address of the initial 15 Messenger Drive, Warwick, RI 02888	al registered office of the corporation is (add Zip Code)
and the name of its initial registered agent a David R. Ursillo, Esq.	t such address is:
EIGHTH. The number of directors concorporation is one (1) and the so serve as directors until the first annual mediate elected and shall qualify are:	stituting the initial board of directors of the names and addresses of the persons who are eting of shareholders or until their successors the General Laws, 1956, as amended, state the name(s)
and address(es) of the officers of the corporation.)  Name	Address
John M. Carroll	2212 Post Rd., Warwick, RI 02886
	A. M. 1994 M. M. A
NINTH. The name and address of each	n incorporator is:
Name	Address
John M. Carroll	2212 Post Rd., Warwick, RI 02886
TENTH. Date when corporate existence of these articles of incorporation):	re to begin (not more than 30 days after filing
Upon filing.	
· Dated Hare 25 , 19	
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commission (	expires:	( ) N	
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day of Ap

then personally appeared before me John M. Carroll

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

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STATE OF RHODE ISLAND

Kent

COUNTY OF

in said county this

their free act and deed.

Certificate of insurance
This certificate is a standard as a matter of information only and confers not rights upon the certificate holder. THIS CERTIFICATE, DOES NOT AMEND EXTENDS OF ALTER THE COVERAGE AFFORDED BY THE POLICIES LISTED BELOW NAME AND ADDRESS OF AGENCY COMPANIES AFFORDING COVERAGES Starkweather & Shepley, Inc. COMPANY A Federal .155 South Main Street ▼Providence, RI 02903 COMPANY B NAME AND ADDRESS OF INSURED COMPANY John M. Carroll, D.M.D., Inc. 2181 Post Road COMPANY D 02886 Warwick, RI This is to certify that policies of insurance listed below have been issued to the insured named above and are in force at this time. 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 of Liability in Thousands (000) POLICY EXPIRATION DATE POLICY NUMBER TYPE OF INSURANCE EACH OCCURRENCE **AGGREGATE** GENERAL LIABILITY \$ BODILY INJURY COMPREHENSIVE FORM PROPERTY DAMAGE PREMISES-OPERATIONS EXPLOSION AND COLLAPSE HAZARD UNDERGROUND HAZARD PRODUCTS/COMPLETED OPERATIONS HAZARD BODILY INJURY AND PROPERTY DAMAGE CONTRACTUAL INSURANCE BROAD FORM PROPERTY DAMAGE COMBINED INDEPENDENT CONTRACTORS PERSONAL INJURY PERSONAL INJURY BODILY INJURY (EACH PERSON) AUTOMOBILE LIABILITY COMPREHENSIVE FORM BODILY INJURY (EACH ACCIDENT) - OWNED PROPERTY DAMAGE HIRED BODILY INJURY AND J NON-OWNED PROPERTY DAMAGE COMBINED EXCESS LIABILITY BODILY INJURY AND UMBRELLA FORM PROPERTY DAMAGE OTHER THAN UMBRELLA COMBINED FORM WORKERS' COMPENSATION STATUTORY **EMPLOYERS' LIABILITY** OTHER 3501-50-50 4-16-84 Professional \$1,000,000 each claim. Liability \$1,000,000.aggregate DESCRIPTION OF OPERATIONS A COATIONS AVEHICLES. This is to certify that we have a policy for Professional Liability covering the insured with limits of not less than \$100,000. This policy to expire 4-16-84. Employees of the named insured to be covered under the above policy for limits of not less than \$100,000 each claim. John M. Carroll, D.M.D. Cancellation: Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to mail 10 days written notice to the below named certificate holder, but failure to mail such notice shall impose no obligation or liability of any kind upon the company. NAME AND ADDRESS OF CERTIFICATE HOLDER April 20, 1983 DATE ISSUED:\_\_\_ Secretary of the State of R.I. Stankweather & Shepley, Inc. flushe Leerner 3 State House Providence, RI AUTHORIZED REPRESENTATIVE

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