

**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 LUNG DISEASES AND RESPIRATORY  
CARE, 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 general practice of medicine 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 guaranters 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.

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

- (a) *If only one class:* Total number of shares ..... 400 non par  
(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:

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

No stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the bylaws of the corporation.

SEVENTH. The address of the initial registered office of the corporation is  
1441 Park Avenue, Cranston, Rhode Island 02920-6698 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Steven J. Ferdinandi, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 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
Tilak K. Verma, M.D.	21 Woodcrest Drive, Cumberland, RI

NINTH. The name and address of each incorporator is:

Name	Address
Steven J. Ferdinandi	15 Argyle Street, Cranston, RI

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

STATE OF RHODE ISLAND } In the City } of Cranston  
COUNTY OF Providence } ~~Town~~ }

in said county this 6th day of May, A.D. 1983  
then personally appeared before me Steven J. Ferdinandi

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.

*Patricia L. DiNes*  
Notary Public

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MAY 11 1983

*rec*

**ACORD**

# 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 POLICIES LISTED BELOW.

NAME AND ADDRESS OF AGENCY

FRANK B. HALL & CO. OF RI, INC.  
606 Fleet National Bank Bldg.  
Providence, RI 02903

COMPANIES AFFORDING COVERAGES

COMPANY LETTER **A** Medical Malpractice Joint

COMPANY LETTER **B** Underwriting Assoc. of RI

NAME AND ADDRESS OF INSURED

TILAK KIRAN VERMA, M.D.  
43 Smithfield Road  
North Smithfield, RI 02895

COMPANY LETTER **C**

COMPANY LETTER **D**

COMPANY LETTER **E**

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.

COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	POLICY EXPIRATION DATE	Limits of Liability in Thousands (000)		
					EACH OCCURRENCE	AGGREGATE
	<b>GENERAL LIABILITY</b> <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES OPERATIONS <input type="checkbox"/> EXPLOSION AND COLLAPSE HAZARD <input type="checkbox"/> UNDERGROUND HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS HAZARD <input type="checkbox"/> CONTRACTUAL INSURANCE <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> PERSONAL INJURY			BODILY INJURY PROPERTY DAMAGE BODILY INJURY AND PROPERTY DAMAGE COMBINED PERSONAL INJURY	\$ \$ \$ \$	\$ \$ \$ \$
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> OWNED <input type="checkbox"/> HIRED <input type="checkbox"/> NON-OWNED			BODILY INJURY (EACH PERSON) BODILY INJURY (EACH ACCIDENT) PROPERTY DAMAGE BODILY INJURY AND PROPERTY DAMAGE COMBINED	\$ \$ \$ \$	
	<b>EXCESS LIABILITY</b> <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM			BODILY INJURY AND PROPERTY DAMAGE COMBINED	\$	\$
	<b>WORKERS' COMPENSATION and EMPLOYERS' LIABILITY</b>			STATUTORY	\$	EACH ACCIDENT
<b>A</b>	<b>MEDICAL MALPRACTICE</b>	JUA 12551	7/31/83	\$1,000,000 per occurrence \$3,000,000 aggregate		

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES

**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

Secretary of State,  
The State of Rhode Island &  
Providence Plantations

DATE ISSUED: May 4, 1983

*[Signature]*  
AUTHORIZED REPRESENTATIVE  
FOR FRANK B. HALL & CO. OF RI, INC.