

Corp. I.D. # _____

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 William B. Chan, D.M.D., 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:

To operate a pedodontist business and any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1.

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.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state.

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

(a) *If only one class:* Total number of shares ... 1,000

(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.)

Common Stock - all shares to be without par value

(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:

The preemptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are denied to the stockholders.

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

SIXTH (a) Action by the Stockholders pursuant to Rhode Island General Laws (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder: (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is 2300 Hospital Trust Tower, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Adler Pollock & Sheehan Incorporated

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- 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
None yet elected	

NINTH. The name and address of each incorporator is:

Name	Address
Catherine A. Ribar	Adler Pollock & Sheehan Incorporated 2300 Hospital Trust Tower Providence, RI 02903

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

Immediately upon filing

Dated May 11, 1990

Catherine A. Ribar

Catherine A. Ribar

1963

60-118

RECEIVED
SECRETARY OF STATE
MAY 11 3 54 PM '90

ROY & FRANK
MAY 11 1990
395047


Dennis C. DeLongis
Notary Public

each and all known to 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.



For All the Commitments You Make®

CNA Insurance Companies
CNA Plaza, Chicago, IL 60685

**CERTIFICATE OF
INSURANCE**

Name and address of party to whom this certificate is issued

Policy No. 04742836

SECRETARY OF THE STATE OF
RHODE ISLAND
100 NORTH MAIN STREET
PROVIDENCE, R.I.

XX Continental Casualty Company

—National Fire Insurance Company of Hartford, CT

Name & Address Insured

Name & Address Producer

WILLIAM B. CHAN, DMD INC.
2359 MENDON ROAD
CUMBERLAND, R.I. 02864

STARKWEATHER & SHEPLEY, INC.
P.O. BOX 549
PROVIDENCE, R.I. 02901-0549

This is to certify that the Company indicated by X has issued to the Named Insured insurance affording such coverages as are indicated by the Coverage column subject to the terms, conditions, and exclusions of the policy(ies) and that such insurance is in force as of (date)

Policy Period: 8/1/89 - 8/1/90

Limit of Liability Coverage

Dentist's Professional Liability Insurance

\$1,000,000
3,000,000

each claim.
in the aggregate

Prior Acts Date 8/1/87

Medical Payments

\$1,000
\$10,000

each person
each accident

General Liability Insurance

\$1,000,000

each occurrence

Products & Completed Operations Liability Aggregate

1,000,000

\$250,000

Fire & Water Legal Liability, Each Occurrence

\$1,000,000

Non-Owned or Hired Automobile, Each Occurrence

The Dentist's Professional Liability Insurance is written on a claims - made basis.

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 8/1/90

THIS CERTIFICATE OF INSURANCE NEITHER AFFIRMATIVELY NOR NEGATIVELY AMENDS, EXTENDS OR ALTERS THE COVERAGE AFFORDED BY ANY POLICY DESCRIBED HEREIN.

If the policy(ies) is cancelled or changed in such manner as to affect this certificate, the Company will mail to the party to whom this certificate is issued at the address shown above, 10 days notice of any such change or cancellation.

This certificate shall not be valid unless signed by an authorized representative of the Company.

G-89545-B
(ED 12/86)

STARKWEATHER & SHEPLEY, INC.

Galeen Dmysty...
Authorized Representative