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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Diagnostic Imaging Foundation

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:
See Attachment I

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
See Attachment II

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SECRETARY OF STATE
CORPORATIONS DIVISION

5. The address of the initial registered office of the corporation is 20 Catamore Boulevard
(Street Address, not P O Box)
East Providence, RI 02914, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Rhode Island Medical Imaging, Inc.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Four
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>See Attachment III</u>	

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>See Attachment IV</u>	

8. Date when corporate existence is to begin June 28, 2005 upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: July 28, 2005

Rhode Island Medical Imaging, Inc.
By: [Signature]
Richard B. Noto, President

Signature of each Incorporator

ATTACHMENT I

The corporation is organized and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and within the meaning of the General Laws of Rhode Island Title 7, Chapter 6, as amended. In furtherance of the foregoing, the corporation may engage in the following activities:

- (1) raising funds in support of scientific research and education in radiology, and more specifically, diagnostic imaging; and
- (2) such other lawful activities as may be engaged in by a public charity organized under the General Laws of Rhode Island Title 7, Chapter 6, which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ATTACHMENT II

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the power of the corporation, or of its directors or officers, are as follows:

A. The corporation may be a partner, either general or limited, in any enterprise which it would have power to conduct by itself.

B. The corporation shall have the powers to solicit and receive contributions from any source and to hold, in trust or otherwise, funds received by gift or bequest.

C. Meetings of the directors may be held anywhere in the United States.

D. Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, religious or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable or scientific purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Internal Revenue Code, and all purposes and powers herein shall be interpreted and exercised consistently with such intention. The corporation may (subject to the foregoing sentence) exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed, including the foregoing powers and all powers conferred from time to time by the laws of Rhode Island upon corporations organized under or subject to Chapter 6 of the General Laws of Rhode Island, provided that:

- (i) No part of the income, net profits or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or officers, or other persons, except organizations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of its corporate purposes; and
- (ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code) and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

F. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of these Articles of Organization or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

G. Except as may be otherwise required or permitted by law, the corporation may at any time authorize its dissolution pursuant to Section 7-6-50 of Chapter 6 of the General Laws of Rhode Island. In the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable or scientific institutions or organizations (i) that are created and organized for nonprofit purposes similar to those of the corporation, (ii) that qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, and (iii) contributions to which are deductible under Section 170(c) of the Internal Revenue Code, as designated by a majority of the total number of the directors of the corporation, in such proportions and in such manner as may be determined in such vote; provided that the corporation's property may be applied to charitable, scientific or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the property may direct.

H. No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that this provision is applicable so long as the director discharged his or her duties as a director, including his or her duties as a member of a committee: (i) in good faith; (ii) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances; and (iii) in a manner he or she reasonably believes to be in the best interests of the corporation. In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if presented or prepared by (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (iii) a committee of the board of directors of which he or she is not a member if the director reasonably believes the committee merits confidence. If Chapter 6 of the General Laws of Rhode Island is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by Chapter 6 of the General Laws of Rhode Island, as so amended from time to time.

ATTACHMENT III

DIRECTORS

NAME	ADDRESS
Eli Y. Adashi, M.D.	Brown University School of Medicine Box G-A1 Providence, RI 02912
Joseph F. Amaral, M.D.	593 Eddy Street Providence, RI 02903
John J. Cronan, M.D.	Brown University School of Medicine Department of Diagnostic Imaging Box G-RIH Providence, RI 02912
Richard Noto, M.D.	20 Catanore Boulevard East Providence, RI 02914

**ATTACHMENT IV
INCORPORATOR**

NAME	ADDRESS
Rhode Island Medical Imaging, Inc.	20 Catamore Boulevard East Providence, RI 02914