

Filing Fee \$35.00

**State of Rhode Island and Providence Plantations**  
**NON-PROFIT CORPORATION**

73023

**ORIGINAL ARTICLES OF INCORPORATION**

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:

FIRST: The name of the corporation is NHCC Medical Associates, Inc.

SECOND: The period of its duration (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are: to support, encourage and coordinate the development of comprehensive, integrated health care-related services for the advancement and well-being of the community, through the employment of physicians and other health care practitioners and through all other relevant means in furtherance of the purposes of Newport Health Care Corporation.

This Corporation is organized exclusively for charitable, scientific and educational purposes as a non-business, not-for-profit corporation, and its activities shall be conducted without regard to race, creed, color, sex, and national origin, for the aforesaid purposes in such a manner that no part of its net earnings or profits will inure to the benefit of, or be distributable to, any member, Trustee, officer or other individual, except organizations which qualify for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; provided that \*

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for

the distribution of assets on dissolution or final liquidation, are:

(Note 1)

1. The sole member of said Corporation shall be Newport Health Care Corporation, a Rhode Island charitable, non-business, not-for-profit corporation. The rights, powers, authority, and procedures of the sole member shall be as set forth from time to time in the By-laws of said Corporation.
2. No substantial part of the activities of said Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and said Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
3. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation for such charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws as the sole member of the Corporation shall determine.
4. Notwithstanding any other provisions of these Articles of Association, said Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation which qualifies for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

\*Revenue Code; provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

FIFTH: The address of the initial registered office of the corporation is 11 Friendship Street  
Newport, RI, 02840 (add Zip Code),

and the name of its initial registered agent at such address is: James E. Onorato

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is five (5),  
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
MaryJo Carr	47 Long Wharf Mall Newport, RI
Peter Capodilupo	130 Bellevue Ave. Newport, RI
Janis Gailitis, M.D.	69 Catherine Street Newport, RI
Robert J. Healey	Newport Hospital Newport, RI
Edwin G. Singsen, MD	35 Powel Avenue Newport, RI

SEVENTH: The name and address of each incorporator is:

Name	Address
William R. Harvey	47 Long Wharf Mall Newport, RI
MaryJo Carr	47 Long Wharf Mall Newport, RI

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): July 1, 1993

Dated June 25, 19 93

Rec'd & Filed

JUN 25 1993  
CCA 100599

*William R. Harvey*  
*MaryJo Carr*

Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

June 24, 1993

R.I. Secretary of State  
Corporate Division  
100 North Main Street  
Providence, Rhode Island 02903

Re: NHCC Medical Associates, Inc.

Dear Secretary of State:

Please be advised that I am the Chairman of the Board of Directors of the NHCC Health Ventures, Inc. and have been apprised of the formation of a new not-for-profit corporation to be organized under the name of NHCC Medical Associates, Inc. In my capacity as Chairman of the Board of Directors of NHCC and on behalf of that organization I hereby consent to the use of the name NHCC Medical Associates, Inc. by this new organization.

Respectfully Submitted,

A handwritten signature in cursive script, reading "Leland R. Merrill".

Leland R. Merrill, Chairman  
Board of Directors