

**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 Ear, Nose, Throat, Head & Neck  
Specialist 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 carry on the practice of medicine and surgery  
in the area of the ear nose throat head & neck and  
to provide any other related medical service.

To carry on any other transactions in connection  
with or incidental to the foregoing, in furtherance  
of these purposes and to have all powers conferred by  
the laws of the State of Rhode Island in furtherance  
of these purposes and objectives.

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, 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 or 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 1000

(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.)

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:

None

SEVENTH. The address of the initial registered office of the corporation is  
150 Lloyd Avenue, Providence, Rhode Island 02906 (add Zip Code)  
and the name of its initial registered agent at such address is:  
William M. Wexler, M.D.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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)

| <i>Name</i>                        | <i>Address</i>                      |
|------------------------------------|-------------------------------------|
| William M. Wexler, M.D., President | 150 Lloyd Avenue, Providence, R. I. |

NINTH. The name and address of each incorporator is:

| <i>Name</i>             | <i>Address</i>                      |
|-------------------------|-------------------------------------|
| WILLIAM M. Wexler, M.D. | 150 Lloyd Avenue, Providence, R. I. |

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

March 1, 1989

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

in said county this 1st day of March, A.D. 1989.

then personally appeared before me

William M. Wexler, M.D.

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.

Louis M. D'Antuono

*[Signature]*  
Notary Public

T 9460

RECEIVED  
SECRETARY OF STATE  
MAR 1 1 58 PM '89  
CORRESPONDENCE

# **CERTIFICATE OF INSURANCE**

ISSUE DATE (MM/DD/YY)

03/01/89

**PRODUCER**

RIMS INSURANCE BROKERAGE CORPORATION  
PO BOX 2225, 1155 NEWPORT AVENUE  
PAWTUCKET, RI 02861

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 BELOW.

**COMPANIES AFFORDING COVERAGE**

COMPANY LETTER **A** MEDICAL MALPRACTICE JOINT UNDERWRITING ASSOCIATION OF RHODE ISLAND

COMPANY LETTER **B**

COMPANY LETTER **C**

COMPANY LETTER **D**

COMPANY LETTER **E**

**INSURED**

EAR, NOSE, THROAT, HEAD & NECK SPECIALIST, INC. AND/OR WILLIAM M. WEXLER, MD - INDIVIDUALLY  
150 LLOYD AVENUE  
PROVIDENCE, RI 02906

**COVERAGES**

THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. 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.

| CO LTP | TYPE OF INSURANCE  | POLICY NUMBER | POLICY EFFECTIVE DATE (MM/DD/YY) | POLICY EXPIRATION DATE (MM/DD/YY) | ALL LIMITS IN THOUSANDS          |    |
|--------|--|---------------|----------------------------------|-----------------------------------|----------------------------------|----|
|        | GENERAL LIABILITY<br><input type="checkbox"/> COMMERCIAL GENERAL LIABILITY<br><input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCURRENCE<br><input type="checkbox"/> OWNERS & CONTRACTORS PROTECTIVE   |               |                                  |                                   | GENERAL AGGREGATE                | \$ |
|        |  |               |                                  |                                   | PRODUCTS/COMMODITIES AGGREGATE   | \$ |
|        |  |               |                                  |                                   | PERSONAL & ADVERTISING INJURY    | \$ |
|        |  |               |                                  |                                   | EACH OCCURRENCE                  | \$ |
|        |  |               |                                  |                                   | FIRE DAMAGE (ANY ONE TIME)       | \$ |
|        |  |               |                                  |                                   | MEDICAL EXPENSE (ANY ONE PERSON) | \$ |
|        | AUTOMOBILE LIABILITY<br><input type="checkbox"/> ANY AUTO<br><input type="checkbox"/> ALL OWNED AUTOS<br><input type="checkbox"/> SCHEDULED AUTOS<br><input type="checkbox"/> HIRED AUTOS<br><input type="checkbox"/> NON-OWNED AUTOS<br><input type="checkbox"/> GARAGE LIABILITY |               |                                  |                                   | COL                              | \$ |
|        |  |               |                                  |                                   | BODILY INJURY PER PERSON         | \$ |
|        |  |               |                                  |                                   | BODILY INJURY PER ACCIDENT       | \$ |
|        |  |               |                                  |                                   | PROPERTY DAMAGE                  | \$ |
|        | EXCESS LIABILITY<br><input type="checkbox"/> OTHER THAN UMBRELLA FORM  |               |                                  |                                   | EACH OCCURRENCE                  | \$ |
|        |  |               |                                  |                                   | AGGREGATE                        | \$ |
|        | WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY   |               |                                  |                                   | STATUTORY                        | \$ |
|        |  |               |                                  |                                   | EACH ACCIDENT                    | \$ |
|        |  |               |                                  |                                   | PER POLICY (LIMIT)               | \$ |
|        |  |               |                                  |                                   | PER EMPLOYEE                     | \$ |
| A      | OTHER PROFESSIONAL LIABILITY   | JUN 19919     | Date of Corporate Approval       |                                   |                                  |    |

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/RESTRICTIONS/SPECIAL ITEMS This is to certify that policies in the name of the above Insured will be issued for professional liability covering the Insured with limits of not less than 100,000 per claim and cover, in accordance with the policy terms, employees of the Named Insured with limits of not less than 100,000 per claim. Member of the Corporation: William M. Wexler, MD

**CERTIFICATE HOLDER**

SECRETARY OF THE STATE OF RHODE ISLAND  
STATE HOUSE  
PROVIDENCE, RI 02903

**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 CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

*Shirley R. Lytle*