

Filing and License Fee: \$230.00 minimum

ID Number: 161530



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**FILED**

FEB 02 2007

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*215244*

RECORDED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2007 FEB -2 AM 10:51

**PROFESSIONAL SERVICE CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Yestermorrow, P.C.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The profession to be practiced through the professional service corporation is medicine.

3. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 10,000 (\$0.01 Par Value)

or

(b) If more than one class: Total number of shares of each class \_\_\_\_\_

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

4. The address of the initial registered office of the corporation is 72 Pine Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent

at such address is Henry R. Kates

(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See EXHIBIT A attached hereto.

8. The name and address of each incorporator is:

Name

Address

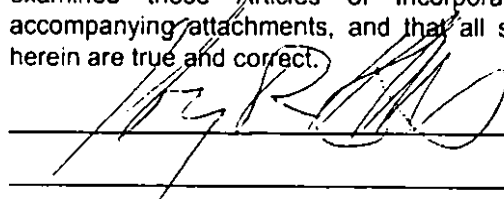
Henry R. Kates

72 Pine Street, Providence, RI 02903

9. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing upon filing.

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: February 2, 2007



Signature of each Incorporator

**Articles of Incorporation  
Yestermorrow, P.C.**

**EXHIBIT A**

7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

1. No director of the Corporation shall be personally liable to the Corporation or to the shareholders of the Corporation for monetary damages for breach of such director's duty as a director; provided that the liability of a director shall not be limited or eliminated for:
  - (i) Any breach of the director's duty of loyalty to the Corporation or its shareholders;
  - (ii) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
  - (iii) Liability imposed pursuant to the provisions of R.I. Gen. Laws Section 7-1.2-811; or
  - (iv) Any transaction from which the director derived an improper personal benefit (unless the transaction is permitted by R.I. Gen. Laws Section 7-1.2-807).
2. Directors and officers of the Corporation shall be entitled to indemnification from the Corporation to the fullest extent permissible under the Rhode Island Business Corporation Act, as the same may be amended from time to time. For purposes of Paragraphs 1 above or this Paragraph 2, the term "director" shall be defined to include any individual or individuals undertaking to exercise responsibility for managerial acts on behalf of the Corporation authorized under R.I. Gen Laws Section 7-1.2-1701(a).
3. The Corporation shall not be required to hold an annual meeting of shareholders unless one or more shareholders delivers written notice to the Corporation requesting a meeting at least thirty (30) days before the meeting date stated or fixed in accordance with the By-Laws of the Corporation.
4. Except for actions pursuant to R.I. Gen. Laws Sections 7-1.2-1002 or 7-1.2-1102, any action required or permitted to be taken at a meeting of shareholders under the Rhode Island Business Corporation Act, the Articles of Incorporation or By-laws of the Corporation may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote on the action if shareholders who consent would be entitled to cast at least the minimum number of votes that would be required to take the action at a

**Articles of Incorporation  
Yestermorrow, P.C.**

*(Continuation of Exhibit A)*

meeting at which all shareholders entitled to vote on the action are present and voting in person and by proxy.

5. The shareholders of the corporation shall not be entitled to a preemptive right to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the common stock of the corporation bear to the outstanding common stock, or otherwise, any shares of the same class of the corporation, any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation.
6. Application has been made to obtain insurance against any liability imposed by law upon the corporation or its employees arising out of the performance of professional services.

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560 Davis Street, 2nd Floor • San Francisco, California 94111  
 (415) 397-4780 • (800) 652-1051 • Fax (415) 398-8752 • www.norcalmutual.com

### 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 policy listed below.

<b>Certificate Holder</b> Rhode Island Secretary of State 100 North Main Street Providence, Rhode Island 02818		<b>Name and Address of Insured</b> Yestermorrow, PC 1050 Main Street East Greenwich, Rhode Island 02818									
<b>Current Medical Specialty:</b> Solo Corporation		<b>The above insured is:</b> <input checked="" type="checkbox"/> Named Insured <input type="checkbox"/> Insured <input type="checkbox"/> Locum Tenens									
<b>Policy Number</b>	<b>Insured's Effective Date</b>	<b>Insured's Expiration Date</b>	<b>Insured's Retroactive Date</b>								
705889	01/01/07	01/01/08	09/07/05								
<b>Coverage and Limits of Liability and Reimbursement Provided</b> <input checked="" type="checkbox"/> Shared Limits of Liability and Reimbursement <input type="checkbox"/> Separate Limits of Liability and Reimbursement											
<input checked="" type="checkbox"/> <b>COVERAGE A:</b> Professional Liability Insurance - Claims Made <input checked="" type="checkbox"/> <b>COVERAGE B:</b> Limited Professional Office Premises Liability Insurance - Claims Made If both Coverage A and Coverage B are checked, they share in the Limits of Liability specified below. <b>LIMITS OF LIABILITY:</b> <table border="0"> <tr> <td>\$1,000,000</td> <td>Each Claim</td> <td>\$ NIL</td> <td>Each Claim</td> </tr> <tr> <td>\$3,000,000</td> <td>Aggregate Limit per Policy Period</td> <td>\$ NIL</td> <td>Aggregate per Policy Period</td> </tr> </table>				\$1,000,000	Each Claim	\$ NIL	Each Claim	\$3,000,000	Aggregate Limit per Policy Period	\$ NIL	Aggregate per Policy Period
\$1,000,000	Each Claim	\$ NIL	Each Claim								
\$3,000,000	Aggregate Limit per Policy Period	\$ NIL	Aggregate per Policy Period								
<input checked="" type="checkbox"/> <b>COVERAGE C:</b> Physicians Administrative Defense Reimbursement Coverage - Claims Made <table border="0"> <tr> <td>\$30,000</td> <td>Each Administrative Proceeding or Employment-Related Civil Action</td> </tr> <tr> <td>\$30,000</td> <td>Aggregate Limit per Policy Period</td> </tr> </table>				\$30,000	Each Administrative Proceeding or Employment-Related Civil Action	\$30,000	Aggregate Limit per Policy Period				
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\$30,000	Aggregate Limit per Policy Period										
This is to certify that the policy of insurance listed above has been issued to the insured named above for the period indicated subject to payment of all billed premiums by the due date specified and all terms, conditions, and exclusions of the policy. It is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage, declaration of insurance, or cancellation before the expiration date. Failure by the insured to provide such notice shall impose no obligation or liability of any kind upon NORCAL, its agents, or representatives.											
By: NORCAL Mutual Insurance Company		Issue Date: 1/25/07									
 James Sunseri President		 David R. Holley, M.D. Secretary									