State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents. That we Charles P. Williamson, of Providence, Rhode Island; James P. Kelly, of Barrington, Rhode Island; and E. Colby Cameron, of Warwick, Rhode Island

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapters 7-1 to 7-5.1 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of

EAST GREENWICH DENTAL ASSOCIATES, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of rendering professional services by persons authorized to practice dentistry in the State of Rhode Island pursuant to and in accordance with Sections 7-5.1 through 7-5.1-11 of the General Laws of Rhode Island, as amended.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

(a) to have perpetual succession in its corporate name, ~~unless a period for its duration is indicated in its articles of association or charter~~;

(b) to sue and be sued in its corporate name;

(c) to have and use a common seal, and alter the same at pleasure;

(d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

(f) to make contracts, incur liabilities and borrow money;

(g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;

(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee, ~~if authorized so to do by its charter or articles of association~~, any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government;

(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in East Greenwich, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Forty Thousand ($40,000--) dollars as follows, viz: Common stock in the amount of Forty Thousand ($40,000---) dollars to be divided into Forty Thousand (40,000--) shares of the par value of One Dollar ($1.00-----) dollars each; and Preferred stock in the amount of ---------- ($ -----) dollars, to be divided into ------ (----) shares, of the par value of ---------- ($ -----) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be ( ) shares as follows, viz:— ( ) shares of Common stock, without par value; and ( ) shares of Preferred stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

Shares of stock may be issued by the Board of Directors from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the Board of Directors.

SIXTH. ~~(It is not perpetual)~~ The period of duration of said corporation shall ~~terminate~~ be perpetual.

(Further provisions not inconsistent with law)

SEVENTH In the event that a separate agreement has not been executed between the corporation and each of its stockholders concerning the transfer or sale of its stock, the corporation shall have the right, in case of sale of any stock by any holder thereof, to purchase such stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; no sale of any stock to any eligible person other than the corporation shall be valid unless the offer to sell such stock at the lowest price at which the holder hereof is willing to sell shall have first been received in writing by ~~EIGHTH~~ the corporation. The corporation shall have ten (10) days in which to accept or reject the offer.

In the event the corporation and such stockholder cannot agree on a price for said stock by the 10th day after receipt by the corporation of such stockholder's offer, then upon application by either party, the matter shall be resolved as provided in Section 7-5.1-5 of the Rhode Island General Laws of 1956 (as amended), in determining fair market value of the shares.

~~NINTH~~ EIGHTH:

In accordance with Section 7-5.1-8 of the Rhode Island General Laws of 1956 (as amended) a certificate of insurance has been filed in the office of the Secretary of State with the original and duplicate Articles of Association.

In Testimony Whereof. We have hereunto set our hands and stated our residences this 24th day of September, A. D. 19 69

NAME	RESIDENCE (No. Street, City or Town)
Charles P. Williamson (Charles P. Williamson)	130 Prospect Street Providence, Rhode Island
James P. Kelly (James P. Kelly)	23 Bluff Road Barrington, Rhode Island
E. Colby Cameron (E. Colby Cameron)	125 Carlton Avenue Warwick, Rhode Island

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

in said county this 24th day of September, A. D. 19 69 then personally appeared before me Charles P. Williamson, James P. Kelly and E. Colby Cameron

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.

Paul F. Greene
Notary Public

My Commission Expires June 30, 1971

1077 X

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

EAST GREENWICH DENTAL
ASSOCIATES, INC.

SEP 24-69 SEC-OF STATE 1:179 CD*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
SEP 24 1969 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Providence September 24 1969

No 41252

I Hereby Certify That East Greenwich Dental Associates, Inc.

has paid into the State Treasury a fee of Eighty Dollars for Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond J. Dougherty
General Treasurer.

CERTIFICATE OF INSURANCE

THE HARTFORD INSURANCE GROUP
HARTFORD CONNECTICUT

Co. Code
1 Hartford [illegible] Insurance Company
5 Hartford Accident and Indemnity Company
3 Citizens Insurance Company of New Jersey
6 New York Under[illegible]ers Insurance Company
7 Twin City Fire Insurance Company

This is to certify that the company designated herein by Co. Code has issued to the named insured the policies enumerated below.

Co. Code: 5

Named Insured and Address

East Greenwich Dental Associates, Inc.,
Dr. Herbert J. Underhill & Dr. Gordon M. Morgan
4575 Post Road, Warwick, Rhode Island

The policies indicated herein apply with respect to the hazards and for the coverages and limits of liability indicated by specific entry herein, subject to all the terms of such policies.

Hazards	Policy Number	Effective Date	Expiration Date	Coverages and Limits of Liability: Bodily Injury Liability — each person	Bodily Injury Liability — *each occurrence	Property Damage Liability — *each occurrence	Property Damage Liability — aggregate
General Liability							
Premises-Operations-Elevators				$,000	$,000	$,000	$,000
Independent Contractors				$,000	$,000	$,000	$,000
Completed Operations; Products				$,000	$,000	$,000	$,000
				Aggregate:	$,000	XXXX	XXXX
Contractual (as described below) Dentists' Professional Liability	02PLP411894	3-26-69	3-26-70	$,000 $100,000.each claim $300,000.aggregate	$,000	$,000	$,000
Automobile Liability							
Owned Automobiles				$,000	$,000	$,000	XXXX
Hired Automobiles				$,000	$,000	$,000	XXXX
Non-Owned Automobiles				$,000	$,000	$,000	XXXX
Workmen's Compensation and Employers' Liability				Compensation — Statutory			
				Employers' Liability — $,000			
Umbrella Liability				$,000,000			

*If with respect to **Automobile Liability** the Policy Number entered above includes the symbol GB, AZ, MVP, MAG or PGB, the word "occurrence" is amended to read "accident".

Location and description of operations, automobiles, contracts, etc. (For contracts, indicate type of agreement, party and date.)

If policy is canceled, written notice will be given to:

Secretary of State
State of Rhode Island
State House
Providence, Rhode Island

Babcock & Hallwell, Inc., Wakefield, R.

Date Sept. 22,1969

By Richard A. Soderberg
President
Authorized Representative

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