

State of Rhode Island and Providence Plantations

BUSINESS CORPORATION
(PROFESSIONAL SERVICE CORPORATION)

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1^{and 7-5.1} of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is GAETAN CHARBONNEAU, D.M.D., LTD.

(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:

GENERAL DENTISTRY

The corporation shall have power: (See §7-1.1-4^{and 7-5.1-3} 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 officers 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 on 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 . 800 shares of \$1.00 par value each
(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.)

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 24 Salt Pond Rd, Wakefield, Rhode Island 02879 (add Zip Code) and the name of its initial registered agent at such address is: Patrick L. McKinney, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is None 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.)

Name	Address
Gaetan D. Charbonneau President	24 Salt Pond Road Wakefield, Rhode Island 02879
Gaetan D. Charbonneau Secretary/Treasurer	Same

NINTH. The name and address of each incorporator is:

Name	Address
Patrick L. McKinney, Esquire	24 Salt Pond Road, Suite B-1 Wakefield, Rhode Island 02879

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

October 1, 1986

Dated ~~September 29th~~ 29th, 19 86


PATRICK L. MCKINNEY, INCORPORATOR

STATE OF RHODE ISLAND } In the ~~City~~ Town } of South Kingstown
COUNTY OF WASHINGTON }

in said county this 29th day of September, A.D. 19 86

then personally appeared before me PATRICK L. MCKINNEY

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.

Mark Spangler
Notary Public

MARK S. SPANGLER
Notary Public
State of Rhode Island
My Commission Expires June 30, 1991

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81530

SEP 30 1986
VF

CPT1 110.00
CHK 110.00
10/01/86 PAID 0243A001

STATE OF INSURANCE

SET TAB STOPS AT ARROWS
ISSUE DATE (MM/DD/YY)
9/30/86

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.

ATHER & SHEPLEY, INC.
SOUTH MAIN STREET
PROVIDENCE, RI 02903

INSURED

GAETAN CHARBONNEAU, DMD, PC
24 SALT POND ROAD
WAKEFIELD, RI 02879

COMPANIES AFFORDING COVERAGE	
COMPANY LETTER A	CNA/NATIONAL FIRE
COMPANY LETTER B	
COMPANY LETTER C	
COMPANY LETTER D	
COMPANY LETTER E	

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 LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIABILITY LIMITS IN THOUSANDS	
					EACH OCCURRENCE	AGGREGATE
	GENERAL LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES/OPERATIONS <input type="checkbox"/> UNDERGROUND EXPLOSION & COLLAPSE HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS <input type="checkbox"/> CONTRACTUAL <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> PERSONAL INJURY				BODY INJURY \$ \$	
	<input type="checkbox"/> PROPERTY DAMAGE <input type="checkbox"/> BI & PD COMBINED <input type="checkbox"/> PERSONAL INJURY				\$ \$ \$ \$	
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS (PRIV PASS) <input type="checkbox"/> ALL OWNED AUTOS (OTHER THAN PRIV PASS) <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY				BODY INJURY (PER PERSON) \$	
	<input type="checkbox"/> BODY INJURY (PER ACCIDENT) <input type="checkbox"/> PROPERTY DAMAGE <input type="checkbox"/> BI & PD COMBINED				\$ \$ \$	
	EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM				BI & PD COMBINED	\$ \$
	WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY				STATUTORY \$ (EACH ACCIDENT) \$ (DISEASE-POLICY LIMIT) \$ (DISEASE-EACH EMPLOYEE)	
A	OTHER PROFESSIONAL LIABILITY	7300-86-04	2/26/86	2/26/87	\$1,000,000 EA. CLAIM \$1,000,000 AGGREGATE	

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS **THIS IS TO CERTIFY THAT WE HAVE A POLICY FOR PROFESSIONAL LIABILITY COVERING THE INSURED WITH LIMITS OF NOT LESS THAN \$100,000 THIS POLICY TO EXPIRE 2/26/87. EMPLOYEES OF THE INSURED TO BE COVERED UNDER THE**

CERTIFICATE HOLDER

SECRETARY OF THE STATE OF R.I.
STATE HOUSE
PROVIDENCE, RI

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 OR ITS REPRESENTATIVES.

GAETAN CHARBONNEAU, DMD, PC
 AUTHORIZED REPRESENTATIVE
(Signature)