

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 103443



# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

## BUSINESS CORPORATION

### APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is TOTAL RENAL CARE, INC.
2. It is incorporated under the laws of California
3. The name which it elects to use in Rhode Island is \_\_\_\_\_

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is May 7, 1979 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_  
21250 Hawthorne Blvd., Ste. 800, Torrance, California 90503-5517
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street  
Providence, RI 02903 and the name of its proposed registered agent in  
(City/Town) (Zip Code)  
Rhode Island at that address is C T Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To provide treatment to end-stage renal disease  
(ERSO) patients

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>See attached list of directors.</u>	
Director	_____	_____
President	<u>See attached list of officers</u>	
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____

**FILED**  
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By 23737

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	common	(No series)	No par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	common	(No series)	No par value

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located .275%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 2.11%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 545,700,000

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 1.5 Million

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 331,000,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 7.0 Million

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 3, 19 98

TOTAL RENAL CARE, INC.

(Exact Corporate Name of Corporation Making Application)

By [Signature]  
☐ President or ☒ Vice President (check one)

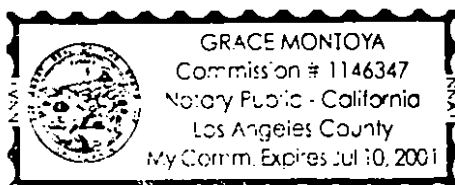
BARRY C. COSGROVE

AND  
By [Signature]  
☐ Secretary or ☒ Assistant Secretary (check one)

John King

STATE OF California  
COUNTY OF Los Angeles

In Torrance, on this 6th day of November, 1998, personally appeared before me BARRY C. COSGROVE, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



[Signature]  
Notary Public GRACE MONTOYA

My Commission Expires: July 10, 2001

ATTACHMENT "A"

## Directors

**Victor M.G. Chaltiel**  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Leonard W. Frie**  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Maris Andersons**  
4115 Cresta Avenue  
Santa Barbara, CA 93110

**Peter T. Grauer**  
277 Park Avenue 19<sup>th</sup> Fl  
New York, NY 10172

**Regina Herzlinger**  
560 Concord Avenue  
Belmont, MA 02178

**Shaul G. Massry, MD**  
1140 Benedict Canyon Dr.  
Beverly Hills, CA 90210

## Officers

**Victor M.G. Chaltiel**  
Chairman, President & Chief Executive Officer  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Leonard W. Frie**  
Executive Vice President, Chief Operations Officer,  
West  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Stan M. Lindenfeld, M.D.**  
Vice President, Quality Management & Chief  
Medical Officer  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Barry C. Cosgrove, Esq.**  
Vice President, General Counsel & Secretary  
21250 Hawthorne Blvd.  
Torrance, CA 90503

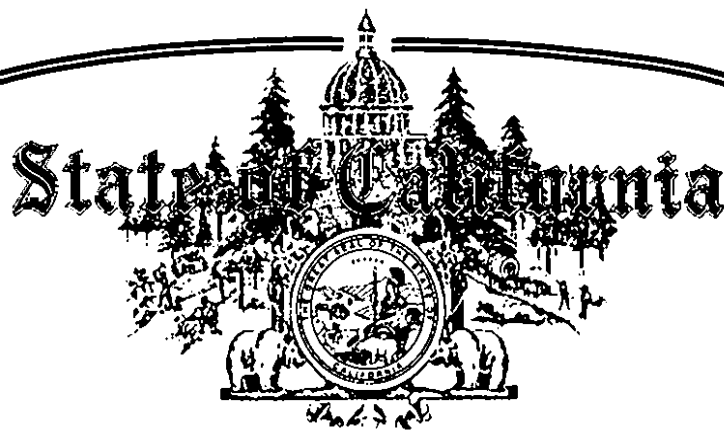
**Barbara Bednar**  
Vice President, Chief Operations Officer, East  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Sidney J. Kernion**  
Corporate Vice President  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Jack M. Silver**  
Vice President, Information Systems  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**Lois A. Mills**  
Corporate Vice President, Operations  
21250 Hawthorne Blvd.  
Torrance, CA 90503

**John E. King**  
Vice President & Chief Financial Officer  
21250 Hawthorne Blvd.  
Torrance, CA 90503



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

NOV 10 1998



*Bill Jones*

Secretary of State