

**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 Silk Physical Therapy Center, 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 engage in the practice of physical therapy and to render any and all professional services and carry on any activity or business that a Professional Service Corporation incorporated under Chapter 7-5.1 of the Rhode Island General Laws and authorized to engage in the practice of physical therapy may lawfully transact.

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 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 . . . 1,000

(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.)

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.)

Each shareholder shall be a physical therapist duly licensed by the State of Rhode Island and an employee of this Corporation. Any shareholder who subsequently becomes ineligible to hold stock under this Article shall transfer his stock as required by the Rhode Island Professional Service Corporation Law.

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:

Every Officer and Director of the Corporation shall be a physical therapist duly licensed by the State of Rhode Island, and an employee of the Corporation.

SEVENTH. The address of the initial registered office of the corporation is WINOGRAD, SHINE & ZACKS, P.C., 123 DYER STREET, PROVIDENCE, (add Zip Code) RHODE ISLAND 02903 and the name of its initial registered agent at such address is: CARY J. COEN

EIGHTH. The number of directors constituting the initial board of directors of the corporation is ONE 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
Alan Silk	167 Gano Street, Providence, RI

NINTH. The name and address of each incorporator is:

Name	Address
Alan Silk	167 Gano Street, Providence, RI

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

December 2, 1991

Dated November 25, 19 91

Alan Silk

STATE OF RHODE ISLAND } In the City } of Providence  
COUNTY OF Providence } Town }  
in said county this 25<sup>th</sup> day of November, A.D. 1991  
then personally appeared before me Alan Silk

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.

*Elizabeth M. T...*  
Notary Public

ELIZABETH M. TOLZ, NOTARY PUBLIC  
STATE OF RHODE ISLAND AND  
PROVIDENCE PLANTATIONS  
MY COMMISSION EXPIRES: 6/17/93

Rec'd & Filed NOV 26 1991  
5534 69250

RECEIVED  
NOTARY PUBLIC  
Nov 26 9 38 AM '91



Transamerica Insurance Company  
P.O. Box 6300, Woodland Hills, CA 91365

Professional / Supplemental / Non-Owned  
Automobile Liability Insurance  
Policy / Certificate Declarations

Policy/Certificate No.

30534942

NAMED INSURED AND ADDRESS

Previous Policy/Certificate No.

30534942

ALAN N. SILK  
SILK P. T. CENTER  
107 GAND STREET  
PROVIDENCE RI 02906

A106142

AGENT/  
BROKER MAGINNIS & ASSOCIATES  
AND 332 S MICHIGAN AVE  
ADDRESS CHICAGO IL 60604

AFFILIATION: PT PHYSICAL THERAPY  
PROFESSIONAL  
OCCUPATION: RPT/LPT - SELF-EMPLOYED

POLICY/CERTIFICATE TERM: From 01/11/91 to 01/11/92 12:01 a.m. Standard Time at the address of the  
named insured stated herein.

Insurance is afforded for only those coverages where limits of liability and premiums are indicated.

COVERAGES	LIMITS OF LIABILITY	PREMIUM
Coverage A - Professional Liability Individual Coverage	\$ 1,000,000 each incident \$ 3,000,000 aggregate	\$
Association, Partnership or Corporation Coverage	\$ 1,000,000 each incident \$ 3,000,000 aggregate	\$ INCLUDED
Coverage B - Supplemental Liability	\$ 1,000,000 each occurrence and aggregate	\$ INCLUDED
Non-Owned Automobile Liability	\$ NOT INCLUDED each occurrence and aggregate	\$

TOTAL PREMIUM \$

ENDORSEMENTS ATTACHED  
TO THIS POLICY/CERTIFICATE:

AMERICAN HEALTH CARE PROFESSIONS PURCHASING GROUP ASSOCIATIONS

This Certificate is evidence of insurance provided to the Named Insured/Certificate Holder under the Master Policy issued to the purchasing group referenced in these Declarations. In the event of any conflict between the terms and conditions of this Certificate and the Master Policy in which the Master Policy Provisions would comparatively inure to the benefit of the Certificate Holder, including any provisions mandated by state insurance statute or regulatory authority, the Terms and Conditions of the Master Policy prevail and supersede any limitations under the Certificate.

Countersigned JANUARY 11 1991  
DATE

By COUNTERSIGNATURE NOT REQUIRED IN YOUR STATE  
AUTHORIZED SIGNATURE

INSURED