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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**FILED**

**FEB 23 2005**

By Kmc  
C 58136

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

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SECRET  
CORPORATIONS DIVISION  
STATE OF RHODE ISLAND

The undersigned acting as incorporator(s) of a corporation under Chapter 71.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is HOLISTIC HEALTH RHODE ISLAND, LTD

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in the practice of acupuncture medicine and other related matters including  
consultation and education; and to engage in any lawful purpose whatsoever in connection  
with the foregoing or which is calculated directly or indirectly to promote the interest  
of the corporation; and to carry on and conduct any other lawful purpose for which a  
corporation may be formed under Chapter 71.1 of the R.I.G.L., 1956, as amended.

4. 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 the par value of such shares or a statement that all of such shares are to be without par value.):

Common no par

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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Shareholders preemptive rights shall be governed by Section 71.1/24 of the Rhode Island  
General Laws, 1956, as amended.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See exhibit "A" attached

7. The address of the initial registered office of the corporation is

(Street Address, not P.O. Box)

Warwick

, RI

02886

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Alfred Ferruolo, Jr.

(Name of Agent)

8. 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

| <u>Title</u>   | <u>Name</u>             | <u>Address</u>                        |
|----------------|-------------------------|---------------------------------------|
| President      | JEWEL SOMMERVILLE BLUME | 443 Camp Ave., N. Kingstown, RI 02852 |
| Vice President | JEWEL SOMMERVILLE BLUME | 443 Camp Ave., N. Kingstown, RI 02852 |
| Secretary      | JEWEL SOMMERVILLE BLUME | 443 Camp Ave., N. Kingstown, RI 02852 |
| Treasurer      | JEWEL SOMMERVILLE BLUME | 443 Camp Ave., N. Kingstown, RI 02852 |

9. The name and address of each incorporator is:

| <u>Name</u>                 | <u>Address</u>                           |
|-----------------------------|--|
| <u>Alfred Ferruolo, Jr.</u> | <u>3010 Post Road, Warwick, RI 02886</u> |

10. Date when corporate existence is to begin

Immediately

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: February 22, 2005

Alfred Ferruolo, Jr.

Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Kent

In Warwick, on this 22nd day of February, 2005, personally appeared before me Alfred Ferruolo, Jr.

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.

Notary Public

My Commission Expires:

CAROL A. AUGUSTY

4/7/05

## **EXHIBIT "A"**

No Stockholder shall transfer any of his common stock without par value except by will or intestancy without first offering the same to the corporation at the lowest price at which he is willing to sell the same, said offer to be in writing and to include a statement of the names and addresses of the transferee to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation at its principal place of business. The corporation through its stockholders shall have fifteen (15) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken by them prior to said fifteen (15) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or no action shall be taken by them prior to the expiration of said fifteen (15) days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said fifteen (15) days, but not otherwise thereafter without again complying with the provision of the paragraph herein. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of the paragraph herein. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its stockholders may waive the foregoing provisions with respect to any particular transfer.

# ALLIED PROFESSIONALS INSURANCE COMPANY,

A Risk Retention Group, Inc.



## Declarations to Claims-made Professional Liability Policy

|   |  |
|---|--|
| Named Insured/Certificate Holder:           | Jewel Sommerville Blume, D.Ac.   |
| Certificate No:                             | APIA-409427  |
| Master Policy Held By:                      | American Acupuncture Council   |
| Policy No:                                  | APIC-AAC-1001 - Preferred  |
| Policy Issued In:                           | CA   |
| Claims Reporting Basis:                     | Claims-made  |
| Professional Services:                      | Acupuncture and Oriental Medicine  |
| Exclusions:                                 | As stated in Section V of Endorsement to Policy  |
| Limitations:                                | Disposable Needles Only  |
| Territory:                                  | United States - The Named Insured must maintain professional licensing as required by each state in which the Named Insured practices for coverage to apply in that state. |
| Individual Deductible per claim:            | None   |
| Endorsement(s):                             | Acupuncture (APIC-AAC-1001)  |
| Limits of Liability:                        | \$1,000,000.00 Each Claim / \$3,000,000.00 Aggregate   |
| Total Annual Cost Basis:                    | \$ 975.00 (Premium - \$701.25; Policy Fee - \$123.75; Membership Fee - \$150.00)   |
| Premium Based On:                           | Annual Reporting Period  |
| Payment Term / Plan Type:                   | Annually / ADL-4   |
| Lapse Dates:                                | None   |
| Retroactive Date:                           | 12/23/02   |
| Policy Period:                              | From: 1/1/05 To: 1/1/06  |
| Please direct all inquiries to your broker: | Phone:   |

(All dates are at 12:01 a.m. at address of Named Insured. Unless renewed, coverage ends on the Expiration Date.)

**General:** This Declarations Page identifies the person(s) named herein as a named insured under the terms and conditions of a policy issued to the members of the American Acupuncture Council. The terms and conditions of the policy apply to all members who hold a certificate of insurance. The terms and conditions of this certificate apply only to the person(s) named herein and the insurer.

**Coverage:** Coverage is afforded to person(s) named herein as Named Insureds according to the terms and conditions of the policy to which this certificate refers. No other rights or conditions, except as specifically stated herein are granted or inferred. When your Claims Reporting Basis is "Claims Made" the Policy affords defense and damage coverage only for claims made against the Named Insured 1) arising from the performance of Professional services rendered during the subsequent to the Retroactive Date and 2) made against the Named Insured and reported to the Company during the Policy Period. Please review the policy carefully and discuss any questions regarding coverage with the insurance broker at (800) 838-0383.

**Extended Coverage:** If your Claims Reporting Basis is "Claims Made" and the Policy is terminated either by you or the Company you may apply for Extended Coverage so that you can submit claims after your policy period ends for incidents that occurred during your policy period. An application for Extended Coverage must be received within 30 days of termination of your policy, unless otherwise modified by any applicable State Mandatory Endorsement attached hereto.

**Notice:** Report in writing within 48 hours any & all claims against you and any & all incidents that you believe may result in a claim against you, even if groundless, to American Acupuncture Council, 1851 E. First Street, Suite 1160, Santa Ana, CA 92705.

**Notice:** This policy is issued by your risk retention group. Your risk retention group may not be subject to all of the insurance laws and regulations of your State. State insurance insolvency guaranty funds are not available for your risk retention group.

Countersigned by: \_\_\_\_\_

*Philip Stump*

Authorized Representative

# ALLIED PROFESSIONALS INSURANCE COMPANY,

A Risk Retention Group, Inc.



## Endorsement To Claims-Made Professional Liability Policy (Premises Liability)

Named Insured/Certificate Holder: Jewel Sommerville Blume, D.Ac.  
Certificate No: APIA-409427  
Address: 5853 Post Road, Ste. 103B  
East Greenwich, RI 02818  
Limits of Liability: \$1,000,000 Each Claim / \$3,000,000 Aggregate  
Payable: Annually  
Effective Period: From: 1/1/2005 To: 1/1/2006

(Dates are at 12:01 a.m. at address of Named Insured as stated herein. Endorsements and any applications therefore are part of the Professional Liability Policy ("The Policy") and are subject to the limits of liability, exclusions, conditions and other terms of the Policy.)

Countersigned by:

Philip Stump  
Authorized Representative