

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

ID Number: 113857



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  
(To Be Filed In Duplicate Original)

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
AUG 7 3 53 PM '99

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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 The Quinlan Companies I, Inc.
2. It is incorporated under the laws of Massachusetts
3. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is August 3, 1999 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 c/o Katz & Rudnick, P.C., 73 Tremont Street, Boston, MA 02108
6. The address of its proposed registered office in Rhode Island is 30 Rolfe Square  
(Street Address, not P.O. Box)  
Cranston, RI 02910 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Daniel E. Chalka, Esquire  
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
All aspects of business related to the storage of business and medical records, and any  
business or other activity which may lawfully be carried on by a corporation.
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Thomas C. Quinlan</u>	<u>125 Ernest Street, Providence, RI 02905</u>
Director	<u>Donald Katz</u>	<u>73 Tremont Street, Boston, MA 02108</u>
President	<u>Thomas C. Quinlan</u>	<u>125 Ernest Street, Providence, RI 02905</u>
Vice President	<u>Nicole Quinlan</u>	<u>125 Ernest Street, Providence, RI 02905</u>
Treasurer	<u>Thomas C. Quinlan</u>	<u>125 Ernest Street, Providence, RI 02905</u>
Secretary	<u>Nicole Quinlan</u>	<u>125 Ernest Street, Providence, RI 02905</u>

FILED  
AUG 7 2000  
BY [Signature]  
245953

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>
10,000	common		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 par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is  
\$ 300,000.00
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is  
\$ 300,000.00
- (c) 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, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is  
\$ 2,700,000.00
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2,700,000.00
- (c) 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 is 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: \_\_\_\_\_

The Quinlan Companies, Inc.

Print Exact Name of Corporation Making Application

By

☐ President or ☒ Vice President (check one)

By

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 4th day of August, 2000, personally appeared before me Nicole Quinlan who, being by me first duly sworn, declared that he/she is the Vice President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public Debra E. Clark  
My Commission Expires: 6-22-01

The Thomas C. Quinlan Companies, Inc.  
125 Ernest Street  
Providence, Rhode Island 02905

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To Whom It May Concern:

The Thomas C. Quinlan Companies, Inc. hereby gives permission and consent to The Quinlan Companies I, Inc. to carry on or conduct business in the State of Rhode Island under the business name The Quinlan Companies I, Inc.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lissa Quinlan', with a long horizontal flourish extending to the right.

Lissa Quinlan  
President

8/4/24

MAR-24-1999 13:02

KATZ & RUDNICK, PC

617 973 1520 P.03/07

3/19/99

March 19, 1999

Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

Dear Sir/Madam:

Dean A. Quinlan, individually and Northeast Medical Archives, Inc. hereby gives permission and consents to Thomas C. Quinlan and The Thomas C. Quinlan Companies, Inc. utilizing the name "The Quinlan Companies" in the State of Rhode Island to carry on or conduct or transact business in the State of Rhode Island under the business name The Quinlan Companies.

Very truly yours,

  
Dean A. Quinlan

NORTHEAST MEDICAL ARCHIVES, INC.

By:   
Dean A. Quinlan, President

Providence operation pursuant to the MOU. I will not require Dean or the Companies to transfer customers, accounts or additional assets to Tom. Rather, I have awarded an amount of money to Tom which I believe will fully compensate him for the disparity in value between the Northern and Southern operations.

- 3) In exchange for Tom's stock in the Companies, and Tom's resignation as an officer and director of the Companies, Dean shall pay to Tom the sum of \$240,000, payable in twelve equal monthly installments of \$20,000 commencing on February 1, 1999. Payments shall be made on or before the first of each month. In the event any payment is not received by Tom by the tenth of the month, the entire remaining balance of the award shall be immediately due and payable. Interest on any overdue payment shall accrue at the rate of 12% per annum. This amount is in full settlement of Tom's interests in the Companies.
- 4) Tom shall be free to continue to use the name "The Quinlan Companies" and Dean may continue to use the pre-existing corporate names.
- 5) Nothing contained herein shall be construed as prohibiting the parties from competing for customers in the future.
- 6) The accounts receivables and payables of customers (including credit memos or, in Quinlan parlance, "negative accounts receivable") shall remain with the party now serving those customers, with the exception that the parties shall share equal responsibility for the 151 Foundry Street and the ATQ Trust obligations. Each party shall indemnify and hold harmless the other from any liability, cost, or expense associated with obligations to customers now being serviced by them.
- 7) The transfer of assets and liabilities to Tom, The Quinlan Companies or Tom's nominee shall be accomplished, to the extent possible, as a tax free transaction.

COMMONWEALTH OF MASSACHUSETTS

ESSEX, SS.

SUPERIOR COURT DEPT.  
OF THE TRIAL COURT  
DOCKET NO. 98-1124D

THOMAS C. QUINLAN, NORTHEAST  
MEDICAL ARCHIVES, INC.,  
SAFETYLOID RECLAIMING, INC.,  
QUINLAN EQUIPMENT, CO. INC.,  
PLAINTIFF

v.

DEAN A. QUINLAN,  
DEFENDANTS

JUDGMENT

This action came on for hearing before the Court Whitehead J.,  
presiding, and upon a Motion to Confirm Arbitration Award and For Judgment to be entered  
thereon,

It is Ordered and Adjudged.

That the parties comply with the Award made by David Lee Evans, Esquire an  
Arbitrator acting pursuant to the rules and regulations and under the auspices of the American  
Arbitration Association. A copy of said Award is attached hereto marked Exhibit "A"  
incorporated herein and shall be entered upon the docket as a Judgment of this Court.

A TRUE COPY, ATTEST

Ann M. McLarty  
DEPUTY ASST. CLERK

Dean  
AC  
DC  
JB

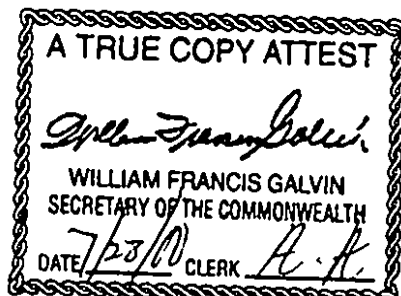
668940

7410  
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 3rd day of August 19 99.

Effective date: \_\_\_\_\_



*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

99 AUG -3 PM 3:25  
SECRETARY OF  
THE COMMONWEALTH

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Donald H. Kate, Esquire

73 Tremont Street, 7th Floor

Boston, MA 02108

Telephone (617) 973-1500