



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Coastal Medical Physicians, Inc.

ARTICLE II

The period of its duration is Perpetual _____

ARTICLE III

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

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"). THE CORPORATION IS FURTHER ORGANIZED TO PROVIDE ACCOUNTABLE PATIENT-CENTERED, HIGH QUALITY, EFFICIENT, VALUE-BASED AND INNOVATIVE CARE TO SERVE THE HEALTH CARE NEEDS OF THE COMMUNITIES IN RHODE ISLAND AND ELSEWHERE, INCLUDING THOSE SERVED BY THE HOSPITALS AFFILIATED WITH LIFESPAN CORPORATION ("LIFESPAN"), AND TO PROMOTE AND ADVANCE MEDICAL RESEARCH, EDUCATION AND TRAINING IN MEDICINE, MEDICAL RELATED SCIENCES AND CLINICAL PRACTICE.

IN ELABORATION OF SUCH MISSION, THE CORPORATION IS ESTABLISHED FOR THE BENEFIT OF AND TO SUPPORT THE TEACHING, RESEARCH AND PATIENT CARE MISSIONS OF RHODE ISLAND HOSPITAL ("RIH"), THE MIRIAM HOSPITAL ("TMH"), OTHER LIFESPAN AFFILIATED HOSPITALS, AND THE ALPERT MEDICAL SCHOOL OF BROWN UNIVERSITY. RIH, TMH, AND SUCH OTHER LIFESPAN AFFILIATED HOSPITALS ARE REFERRED TO COLLECTIVELY AS THE "HOSPITALS."

IN FURTHERANCE OF AND NOT IN LIMITATION OF THE FOREGOING PURPOSES, THE CORPORATION MAY ENGAGE IN ANY OTHER LAWFUL ACTIVITY THAT MAY BE CARRIED OUT BY A CORPORATION FORMED UNDER SECTION 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, AS NOW WRITTEN OR HEREAFTER AMENDED, WHICH IS NOT INCONSISTENT WITH SECTION 501(C)(3) OF THE CODE, AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

(A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ANY TRUSTEE OR OFFICER OF THE CORPORATION, OR ANY OTHER PRIVATE PERSON, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR FOR THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN PARAGRAPH "3" HEREOF.

(B) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PERMITTED BY SECTION 501(H) OF THE CODE AND IN ANY CORRESPONDING LAWS OF THE STATE OF RHODE ISLAND, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS CONCERNING) ANY POLITICAL CAMPAIGN ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

(C) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT DIRECTLY OR INDIRECTLY CARRY ON ANY ACTIVITY WHICH WOULD PREVENT IT FROM OBTAINING EXEMPTION FROM FEDERAL INCOME TAXATION AS A CORPORATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, OR CAUSE IT TO LOSE SUCH EXEMPT STATUS, OR CARRY ON ANY ACTIVITY NOT PERMITTED TO BE CARRIED ON BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

(D) IN THE EVENT OF THE DISSOLUTION OR FINAL LIQUIDATION OF THE CORPORATION, ALL OF THE REMAINING ASSETS AND PROPERTY OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES AND OBLIGATIONS OF THE CORPORATION AND FOR NECESSARY EXPENSES THEREOF, BE DISTRIBUTED TO LIFESPAN PROVIDED SUCH ORGANIZATION IS QUALIFIED AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE, OR TO SUCH OTHER ORGANIZATION OR ORGANIZATIONS QUALIFIED AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE AS THE BOARD OF TRUSTEES SHALL DETERMINE. IN NO EVENT SHALL ANY OF THE ASSETS OR PROPERTY BE DISTRIBUTED TO ANY TRUSTEE OR OFFICER, OR ANY PRIVATE INDIVIDUAL.

(E) NO TRUSTEE OR OFFICER SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A TRUSTEE OR OFFICER NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER THAT THE LIABILITY OF A TRUSTEE OR OFFICER, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, SHALL NOT BE LIMITED OR ELIMINATED (I) FOR ANY BREACH OF THE TRUSTEE'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE TRUSTEE OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND GENERAL LAWS ARE AMENDED AFTER THE ADOPTION OF THIS SECTION TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF TRUSTEES OR OFFICERS, THEN THE LIABILITY OF EACH TRUSTEE OR OFFICER OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY RHODE ISLAND GENERAL LAWS, AS SO AMENDED.

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 245 CHAPMAN STREET
SUITE 200

City or Town: PROVIDENCE

State: RI

Zip: 02905

The name of its initial registered agent at such address is PAUL J. ADLER

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|----------|------------------------------------------------|------------------------------------------------------------|
| DIRECTOR | G. ALAN KUROSE M.D. | 10 DAVOL SQUARE, SUITE 400 PROVIDENCE, RI 02903 USA |
| DIRECTOR | TIMOTHY BABINEAU M.D. | 593 EDDY STREET PROVIDENCE, RI 02903 USA |
| DIRECTOR | STEVEN LAMPERT M.D. | 593 EDDY STREET PROVIDENCE, RI 02903 USA |

ARTICLE VII

The name and address of the incorporator is:

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|--------------|------------------------------------------------|-----------------------------------------------------------------------------|
| INCORPORATOR | STEPHEN D. ZUBIAGO ESQ. | NIXON PEABODY LLP, ONE CITIZENS PLAZA, STE. 500 PROVIDENCE, RI 02903 USA |

ARTICLE VIII

Date when corporate existence is to begin 02/07/2020

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

Signed this 7 Day of February, 2020 at 11:17:25 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

STEPHEN D. ZUBIAGO, ESQ. AS INCORPORATOR

Form No. 200
Revised 09/07



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

February 07, 2020 11:13 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

