

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 Alexander Philips, M.D., Inc.

~~When incorporated pursuant to §7-1.1-1 of the General Laws, 1956, as amended, §7-1.1-2 is applicable.~~

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

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

Rendering professional services as physicians specializing in surgery and related fields and all lawful activities relative thereto pursuant to all provisions of Chapter 5.1, Title 7 of the General Laws of Rhode Island 1956, as amended, "The Professional Service Corporation Law", so called; also, to do anything and everything incidental thereto including owning, maintaining and operating real estate necessary to perform the aforementioned services.

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 600 Common without par value

(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.)

or

(b) *If more than one class:* Total number of shares _____

(State (A) the number of the 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.)

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

Any and all transfers or alienations of any shares of stock in this corporation are subject to preemptive rights of the corporation as contained in its by-laws.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is 824 Hospital Trust Building, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Peter K. Rosedale, Esquire

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 §7-1.1-61 of the General Laws, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

| Name | Address |
|--------------------------------------------|-----------------------------------------|
| Alexander Philips--Pres., Sec. & Treasurer | 20 Cumberland Hill Road, Woonsocket, RI |

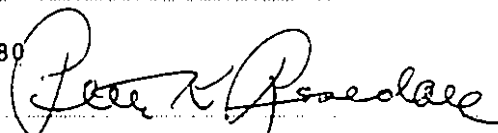
NINTH. The name and address of each incorporator is:

| Name | Address |
|-------------------|----------------------------------------------|
| Peter K. Rosedale | 824 Hospital Trust Building, Prov., RI 02903 |

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

November 1, 1980

Dated October 31, 1980



STATE OF RHODE ISLAND }
COUNTY OF Providence } In the City of Providence
in said county this 31st day of October, A. D. 1980
then personally appeared before me Peter K. Rosedale

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.

Francis V. Munday
Notary Public
Notary Public

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CERTIFICATE OF INSURANCE

This is to Certify, that policies in the name of

NAMED
INSURED
and
ADDRESS

Alexander Philips, M.D., Inc. and/or
Alexander Philips, M.D. - Individually
20 Cumberland Hill Road
Woonsocket, RI 02895

THIS CERTIFICATE OF INSURANCE NEITHER AFFIRMATIVELY NOR
NEGATIVELY AMENDS, EXTENDS OR ALTERS THE COVERAGE
AFFORDED BY ANY POLICY DESCRIBED HEREIN.

will be issued for Professional Liability covering the Insured
with Limits of not less than \$100,000. per claim as follows:

| KIND OF INSURANCE | POLICY NUMBER | POLICY PERIOD | LIMITS | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------------------------------------------|-----------------------------|-------------------------|
| | | | Workmen's Compensation Ins. | STATUTORY |
| WORKMEN'S COMPENSATION AND EMPLOYERS' LIABILITY | | Eff. Exp. | Employers' Liability Ins. | \$ |
| | | | | |
| COMPREHENSIVE GENERAL LIABILITY | | Eff. Exp. | BODILY INJURY | PROPERTY DAMAGE |
| | | | \$,000 Each occurrence | \$,000 Each occurrence |
| MANUFACTURERS' AND CONTRACTORS' LIABILITY | | Eff. Exp. | \$,000 Aggregate | \$,000 Aggregate |
| | | | \$,000 Each occurrence | \$,000 Each occurrence |
| OWNERS', LANDLORDS' AND TENANTS' LIABILITY | | Eff. Exp. | \$,000 Each occurrence | \$,000 Each occurrence |
| | | | \$,000 Aggregate | \$,000 Aggregate |
| CONTRACTUAL LIABILITY | | Eff. Exp. | \$,000 Each occurrence | \$,000 Each occurrence |
| | | | \$,000 Aggregate | \$,000 Aggregate |
| AUTOMOBILE LIABILITY <input type="checkbox"/> Owned Automobiles <input type="checkbox"/> Hired Automobiles <input type="checkbox"/> Non-Owned Automobiles | | Eff. Exp. | \$,000 Each person | \$,000 Each occurrence |
| | | | \$,000 Each occurrence | \$,000 Each occurrence |
| COMPREHENSIVE AUTO- MOBILE LIABILITY | | Eff. Exp. | \$,000 Each person | \$,000 Each occurrence |
| | | | \$,000 Each occurrence | \$,000 Each occurrence |
| OTHER: Professional Liability | JUA 10423 | Eff. Date of Exp. Corporate Approval | | |

Aggregate not applicable if Owners', Landlords' and Tenants' Liability Insurance excludes structural alterations, new construction and demolition.

and cover, in accordance with the policy terms, employees of the Named Insured with Limits
of not less than \$100,000. per claim. Member of the Corporation: Alexander Philips, M.D.

In the event of any material change in, or cancellation of, said policies, the undersigned company will endeavor to give written notice to the party to whom this
certificate is issued, but failure to give such notice shall impose no obligation nor liability upon the company.

Dated: October 29, 1980

Name of Medical Malpractice Joint Underwriting
Company: Association of Rhode Island

Joseph F. Merrill
AUTHORIZED REPRESENTATIVE

Joseph F. Merrill
MMJUA-RI

CERTIFICATE ISSUED TO:

Secretary of the State of Rhode Island
State House
Providence, RI 02903