

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we, CHARLES P. WILLIAMSON, V. DUNCAN JOHNSON and PAUL J. CHOQUETTE, JR.

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapters 7-1 to 7-5<sup>7-5.1</sup> (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of RAY MEDICAL SERVICES, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-8<sup>and 7-5.1-3</sup> of the General Laws) for the purpose of rendering professional services by persons authorized to practice medicine in Rhode Island, provided that every officer, director and shareholder of said corporation is an individual authorized to practice medicine in this State, is actively employed by this corporation in such practice, and is not an officer, shareholder, director or employee of any other corporation engaged in the practice of medicine.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

(a) to have perpetual succession in its corporate name, ~~unless a period for its duration is limited in its articles of association or otherwise;~~

(b) to sue and be sued in its corporate name;

(c) to have and use a common seal, and alter the same at pleasure;

(d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

(f) to make contracts, incur liabilities and borrow money;

(g) to acquire, hold, sell, and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;

(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee, ~~if authorized by its board of directors or officers, any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government;~~

(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Providence, Rhode Island.  
(City or Town)

~~FIFTH.~~ -- The TOTAL amount of authorized capital stock of said corporation, with par value, shall be..... (\$.....) dollars as follows, viz:  
Common stock in the amount of..... (\$.....)  
dollars to be divided into..... (.....) shares of  
the par value of..... (\$.....) dollars each; and  
Preferred stock in the amount of..... (\$.....)  
dollars, to be divided into..... (.....) shares, of  
the par value of..... (\$.....) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be  
Six Hundred..... ( 600 ) shares  
as follows, viz:— Six Hundred..... ( 600 ) shares of  
Common stock, without par value; and

..... (.....) shares of  
Preferred stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

..... Shares of stock may be issued by the Board of Directors from  
time to time for such consideration consisting of cash, services,  
personal property, tangible or intangible, or real estate as may  
be fixed from time to time by the Board of Directors.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate be perpetual.....

(Further provisions not inconsistent with law)

SEVENTH: The corporation shall have the right, in case of sale of any stock by any holder thereto, to purchase such stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any person other than the corporation shall be valid unless the offer to sell such stock at the lowest price at which the holder thereof is willing to sell shall have first been received in writing by the corporation. The corporation shall have ten (10) days in which to accept or reject the offer.

EIGHTH

In the event the corporation and such stockholder cannot agree on a price for said stock by the 10th day after receipt by the corporation of the selling stockholder's offer, then upon application by either party, the matter shall be resolved as provided in Section 7-5.1-5 of the Rhode Island General Laws of 1956 (as amended), in determining fair market value of the shares.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 27th day of December, A. D. 1968

NAME	RESIDENCE (No. Street, City or Town)
<i>Charles P. Williamson</i> (Charles P. Williamson)	130 Prospect St. Providence, R. I.
<i>V. Duncan Johnson</i> (V. Duncan Johnson)	100 Morris Ave. Providence, R. I.
<i>Paul J. Choquette, Jr.</i> (Paul J. Choquette, Jr.)	60 Prospect St. Wickford, R. I.

STATE OF RHODE ISLAND, } City }  
COUNTY OF PROVIDENCE } In the Town of Providence }  
in said county this 27th day of December, A. D. 1968  
then personally appeared before me Charles P. Williamson, V. Duncan Johnson, and Paul J. Choquette, 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.

*James P. Kelly*

Notary Public

My Commission Expires  
June 30, 1971

2 ✓ 1323  
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

RAY MEDICAL SERVICES, INC.

SEC-OF-STATE 1122 CD\*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

DEC 27 1968

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gm/Red



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 40005

Providence Dec 27, 1968

I Hereby Certify That Ray Medical Services, Inc.

has paid into the State Treasury a fee of

Eighty Dollars for Incorporation

in accordance with the provisions of 7-18, General Laws.

Raymond H. D'Amico  
General Treasurer

# Certificate of Insurance



☒ The Aetna Casualty and Surety Company  
☐ The Standard Fire Insurance Company  
Hartford, Connecticut

To SECRETARY OF STATE  
STATE OF RHODE ISLAND  
STATE HOUSE  
PROVIDENCE, RHODE ISLAND

Date 12-24-68

Gentlemen: This is to certify that insurance policies, subject to their terms, conditions and exclusions, are at present in force in the Company indicated above by ☒, as follows:

Name of Insured RAY MEDICAL SERVICES, INC.

Covering PHYSICIANS, SURGEONS AND DENTISTS PROFESSIONAL LIABILITY

KIND OF INSURANCE	LIMITS OF LIABILITY			POLICY NO.	EFFECTIVE	EXPIRATION
	Each Person	Each Occurrence	Aggregate			
Workmen's Compensation		<del>XXXXXX</del> CLAIM				
Manufacturers' & Contractors' Bodily Injury Liability	\$ ,000	\$ ,000				
Property Damage Liability		\$ ,000	\$ ,000			
Owners' or Contractors' Protective Bodily Injury Liability	\$ ,000	\$ ,000				
Property Damage Liability		\$ ,000	\$ ,000			
Comprehensive Automobile Bodily Injury Liability	\$ ,000	\$ ,000				
Property Damage Liability		\$ ,000				
Comprehensive General Bodily Injury Liability	\$ ,000	\$ ,000	\$ ,000			
Property Damage Liability		\$ ,000	\$ ,000			
PROFESSIONAL LIABILITY	\$ ,000	\$ ,000	\$ ,000			
<del>PROPERTY DAMAGE LIABILITY</del>		\$ 100 ,000	\$ 300 ,000	43 DM 266 CC	12-23-68	5-1-70

In event of cancellation, 10 DAYS written notice will be given to the party to whom this certificate is addressed.

By

*[Signature]*  
Authorized Representative