

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

Vision Associates Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

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

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

1. Rendering professional services of optometrists.
2. Engaging in any and all lawful business including services related to the field of optometry whatsoever necessary, desirable or applicable in connection with or incidental to the attainment of the purposes herein set forth.
3. Any lawful business not contrary to a professional service corporation.

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 2000 no par common

(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:

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 401 Turks Head Building, Providence, R.I. 02903 (add Zip Code) and the name of its initial registered agent at such address is:

Raymond J. Surdut

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two 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 §7-1.1-51 of the General Laws, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Emery A. Houle	148 Social Street, Woonsocket, R.I.
Ronald J. Hall	148 Social Street, Woonsocket, R.I.

NINTH. The name and address of each incorporator is:

Name	Address
Raymond J. Surdut	401 Turks Head Bldg., Prov., R.I.

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

Date of filing

Dated November 7, 1975.

Raymond J. Surdut

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } In the City of PROVIDENCE
XProvidence
in said county this 31st day of October, A.D. 19 75
then personally appeared before me Raymond J. Surdut

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.

Gloria R. Brenner
Notary Public

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

The corporation shall have the right in the event of sale of any stock by any stockholder, to purchase said 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; "price" shall include not just the total sale price, but shall also include all terms and conditions of the sale, including, but not limited to, time purchase, extended payment and financing arrangements with or without collateral equivalent to those offered to a proposed purchaser other than the corporation; no attempted sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is received by each of the directors of the corporation, excluding the offeror if the offeror is a director of the corporation. If the offeror is the sole director of the corporation, then the offer must be received by all the stockholders of the corporation; and also unless such offer shall have been rejected or shall not have been acted upon by the directors receiving such offer within thirty (30) days after receiving such offer, the directors shall have the power to accept or reject such offer for the corporation, the offeror not participating in said vote. If the directors shall reject said offer within thirty (30) days of receipt thereof, or shall not act upon such rejection or acceptance in writing within thirty (30) days of receipt, then the offeror shall make the same offer to all the other stockholders of the corporation who shall accept or reject the same in writing within thirty (30) days after receipt thereof. If no stockholder shall accept said offer in writing within said thirty (30) day period, then the offeror may sell the same at the same price as originally offered within not more than sixty (60) days after the date of delivery of the offer to the stockholders as hereinbefore provided. Offers to sell shall be in writing, shall state the number and class of shares to be sold, the price and all other terms and conditions of payment and financing thereof, at which the offeror is willing to sell and the name and address of the proposed transferee, if known to the offeror. Any executor, administrator, trustee in bankruptcy, assignee in insolvency, receiver or any other person who shall acquire any such stock under any order of court or by any other legal process or otherwise than by issue or sale of the stock by the corporation or by transfer under these provisions, shall immediately upon becoming the equitable owner of such stock, notify the corporation of such fact and offer to sell such stock in accordance with these provisions. The offer shall state offeror's mailing address for acceptance. If more stockholders elect to purchase shares than the number offered for sale, such stockholders shall be entitled to purchase and receive the pro rata proportion of the shares of stock offered for sale based upon the respective holdings of those stockholders who do elect to purchase under this provision. A pledge or hypothecation of stock shall not be deemed a sale, but no transfer of stock pledged or hypothecated shall be made by the corporation on its books unless and until a foreclosure thereof and then the purchaser of such stock at foreclosure, whether at private sale or public auction, shall be subject to the purchase thereof being first offered to the directors and thereafter to the stockholders of the corporation as hereinbefore set forth. The provisions of this Article FIFTH may be waived by the unanimous vote of the stockholders and directors without constituting a precedent as to any other or subsequent offers hereunder.

SIXTH: The corporation shall have the power to act as an accommodation maker and as an accommodation guarantor, both as a co-obligor and as a guarantor or surety to guarantee the indebtedness and obligations of other persons, partnerships, corporations and any other entities, including the obligations of any of the officers, stockholders, directors or employees of said corporation, and in addition to mortgage, pledge or hypothecate

any or all of the corporate assets in connection therewith, and to guarantee 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 the State of Rhode Island or by any other state, country, nation or government. If permitted by law, the corporation shall have the power to give bond and to act as surety on any bond including bail bonds, probate bonds, receivers bonds or any other kind of bonds as may be permitted by law.

ELEVENTH: Prior to the issuance of any stock of this corporation, and until officers and/or directors have been elected, the incorporators may amend the articles of association of this corporation by the unanimous vote of said incorporators either by addition to its corporate powers and purposes, or by diminution thereof; or by substituting other powers and purposes, in whole or in part, for those set forth in the articles of association; or by changing its corporate name; or by increasing or decreasing its authorized capital stock, or any class thereof; or by changing the number and par value of the shares of its capital stock or of any class thereof; or by creating new classes of stock; or by otherwise changing the kinds, classes and voting powers of its capital stock; or by making any other changes or alterations in its articles of association; and provided, further, that no such amendment, change or alteration shall shorten the period of duration of such corporation, or extend the date of its commitment

TWELFTH: The Board of Directors of the corporation is expressly granted, without limitation or restriction, the authority to exercise all powers which may by law be granted to it to fix and amend by unanimous vote of the Board of Directors any and all matters which are and which may hereafter be authorized to be vested in the Board of Directors under Rhode Island General Laws, 1956, as amended, and any subsequent amendments thereto.

THIRTEENTH: Each and every paragraph of these Articles of Association and each and every part thereof which are or shall become invalid, or which are or shall become unlawful to the extent that the same do or shall prevent the corporation from qualifying or from remaining qualified as a professional service corporation under Rhode Island General Laws, 1956, 7-5.1, as amended or as the same may hereafter be amended, shall by virtue thereof be and become null and void, but such present or subsequent invalidation shall not affect the validity and force of any other provisions of these Articles of Association which shall be construed at all times so as to be proper and lawful provisions for a professional service corporation as defined and created by said Section 7-5.1, as amended or as the same may hereafter be amended.



Certificate of Insurance

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

To RI Secretary of State
State Capitol
Providence, RI

Date 11/7/75

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 Vision Associates Inc., and Emery A. Houle, Ronald J. Hall,
Joseph L. Rowey, ATIMA
Covering

KIND OF INSURANCE	LIMITS OF LIABILITY			POLICY NO.	EFFECTIVE	EXPIRATION
	Each Person	Each Occurrence	Aggregate			
Workmen's Compensation		Each Claim				
Manufacturers' & Contractors' Bodily Injury Liability		\$.000				
Property Damage Liability		\$.000	\$.000			
Owners' or Contractors' Protective Bodily Injury Liability		\$.000				
Property Damage Liability		\$.000	\$.000			
Comprehensive Automobile Bodily Injury Liability	\$.000	\$.000				
Property Damage Liability		\$.000				
Comprehensive General Bodily Injury Liability		\$.000	\$.000			
Property Damage Liability		\$.000	\$.000			
Bodily Injury Liability	\$.000	\$.000	\$.000			
Property Damage Liability		\$.000	\$.000			
Professional Liability		250,000	750,000	DZ800935	7/23/75	7/23/76

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

By DAVID G. BROWN
A. A. BROWN AGENCY
BROWN-CARROLL BLDG.
Authorized Representative NSCKET 9107805