



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

Article of Incorporation

Professional Service Corporation

→ Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of a professional service corporation under RIGL 7-5.1 and 7-1.2, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

Flawless Face, Inc.Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? ☐ Yes ☒ No

2. The profession to be practiced through the professional service corporation is:

Medical/doctor's office

3. The total number of shares which the corporation has the authority to issue is:

(Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
1,000	Common	\$0.01 par value

If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2-1701. Check the box to indicate an attachment to any provisions here (optional): ☐

4. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name

Dante J. Glammarco, Esquire

Street Address (NOT a P.O. Box)

2374 Post Road, Suite 105

City/Town

Warwick

State

RHODE ISLAND

Zip Code

02886

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED

JUN 24 2020

BY

Z. P. V. K.
A.A. 11:20 A.M.

FORM 112- Revised: 11/2017

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 BUS. SVCS. DIV.
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6. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Addendum A, attached hereto and made a part hereof.

Check the box to indicate an attachment ☒

7. The name and address of each incorporator is:

Name Dante J. Giammarco, Esquire	Address 2374 Post Road, Suite 105	
City/Town Warwick	State RJ	Zip Code 02886
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Signature of Incorporator <i>Dante J. Giammarco, Esq., Incorporator</i>	Date <i>3/5/2020</i>
Signature of Incorporator SIGN DOCUMENT HERE	Date
Signature of Incorporator SIGN DOCUMENT HERE	Date

**PLAN OF CONVERSION
FOR
FLAWLESS FACE, LLC**

KNOW ALL MEN BY THESE PRESENTS, that Flawless Face, LLC, a Rhode Island limited liability company (the "Company"), being duly authorized by its sole member, hereby adopts this Plan of Conversion as of this 5 day of March 2020.

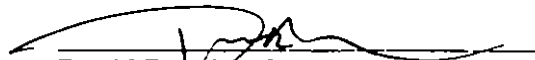
WHEREAS, Rhode Island General Laws, Section 7-16-5.2, provides that a Rhode Island limited liability company may convert to a corporation or other form of business entity upon authorization of such conversion by its members and filing a Certificate of Conversion with the Rhode Island Department of State; and

WHEREAS, the members of the Company have authorized the conversion of the Company to be a Rhode Island Professional Services Corporation which is treated as a business corporation pursuant to Rhode Island General Laws, Section 7-5.1-1.

NOW THEREFORE, in consideration of the foregoing, all of which is incorporated herein, the provisions set forth in this Plan of Conversion (the "Plan") and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and which Plan is hereby adopted and shall be promptly implemented by the members of the Company:

1. The terms of the Certificate of Conversion pursuant to Rhode Island General Laws, Section 7-16-5.2, are hereby incorporated herein.
2. The professional services corporation shall retain the name "Flawless Face" but "LLC" shall be replaced with "Inc."
3. The conversion of the Company to a professional services corporation shall not require the Company to windup its business affairs, pay its liabilities or distribute its assets, as the conversion shall not constitute a dissolution of the Company. The professional services corporation shall be deemed to be the same entity as the Company, and the conversion shall constitute the continuation of the Company in a different business form.
4. All the rights, privileges and powers of the Company, including all its assets, whether tangible, real or intangible, belonging to the Company, shall be the property of the new business format.
5. All the debts and liabilities of the Company shall be continued unimpaired with the new business format.
6. The Company shall pay all the filing fees and costs required by the State of Rhode Island to effectuate the conversion.
7. The intended effective date of this Plan of Conversion is March 1, 2020.

IN WITNESS WHEREOF, this Plan of Conversion has been executed by the sole member of the Company as of the day and date first set forth above.


David Bouslough
Sole Member



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
06/12/2020

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Seeman Holtz Property & Casualty 20333 SH 249, Suite 300 Houston, TX 77070	CONTACT NAME: David Shaffer PHONE (A/C, No, Ext): 224-788-9248 E-MAIL ADDRESS: DShaffer@SeemanHoltzpc.com FAX (A/C, No): 224-788-9249
INSURED Flawless Face, Inc 175 Main St East Greenwich, RI 02818	INSURER(S) AFFORDING COVERAGE INSURER A: Admiral Insurance Company INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSQ WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	COMMERCIAL GENERAL LIABILITY CLAIMS-MADE OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:					EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
	AUTOMOBILE LIABILITY ANY AUTO ALL OWNED AUTOS HIRED AUTOS SCHEDULED AUTOS NON-OWNED AUTOS					COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB OCCUR EXCESS LIAB CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y/N N/A If yes, describe under DESCRIPTION OF OPERATIONS below					PER STATUTE <input type="checkbox"/> OTH-ER <input type="checkbox"/> F.L. EACH ACCIDENT \$ C.L. DISEASE - EA EMPLOYEE \$ C.L. DISEASE - POLICY LIMIT \$
A	Medical Professional Liability Retroactive Date: 06/05/2020		EO00005172001	06/05/2020	06/05/2021	\$1,000,000 Per Claim \$3,000,000 Aggregate \$2,500 Per Claim

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Dr. David Bouslough is provided coverage on a shared limit basis with the above named insured for his duties and responsibilities as administrative Medical Director and supervising physician on behalf of the named insured. Coverage also applies to the doctor for underwriting approved direct patient care and treatment performed on behalf of the named insured. Retroactive Date: 06/05/2020

CERTIFICATE HOLDER	CANCELLATION
Evidence of Insurance	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE William J. Reese, Jr. <i>William J. Reese, Jr.</i>



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:

June 24, 2020 11:20 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

