



**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 Care New England Ambulatory Surgery Center

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

(A) TO OPERATE EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW. MORE SPECIFICALLY, THE CORPORATION WILL OPERATE AN OUTPATIENT SURGICAL CENTER.

(B) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF ANY AND ALL OF THE FOREGOING PURPOSES, AND, SUBJECT TO THE LIMITATIONS HEREINAFTER CONTAINED, TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT CORPORATION MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREFOR.

(C) TO OPERATE EXCLUSIVELY FOR SUCH PURPOSES AS WILL NOT DISQUALIFY IT AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, AND NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SAID SECTION.

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) A DIRECTOR OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE

DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NON-PROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION WILL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND NON-PROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH BY THE CORPORATION WILL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(B) THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE 3 HEREOF.

(C) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION AND THE ORGANIZATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLICATION OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATES FOR PUBLIC OFFICE.

(D) UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS (AS THAT TERM IS DEFINED BY THE RHODE ISLAND NON-PROFIT CORPORATION ACT) OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES FEDERAL TAX CODE), AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE V

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

No. and Street: 45 WILLARD AVENUE

City or Town: PROVIDENCE

State: RI

Zip: 02905

The name of its initial registered agent at such address is ASHLEY TAYLOR ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 21 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	ALLEN H. CICCHITELLI	118 ABONDANCE DRIVE PALM BEACH GARDENS, FL 33410 USA
DIRECTOR	CHARLES REPPUCCI	212 SUNNYBROOK FARM ROAD NARRAGANSETT, RI 02882 USA
DIRECTOR	DOUGLAS JACOBS	1141 NORTH MAIN ROAD JAMESTOWN, RI 02835 USA
DIRECTOR	MARIBETH WILLIAMSON	450 WAKEFIELD STREET WEST WARWICK, RI 02893 USA
DIRECTOR	JOSEPH J. MCGAIR ESQ.	92 SANDY LANE WARWICK, RI 02889 USA
DIRECTOR	CYNTHIA B. PATTERSON	33 KEENE STREET PROVIDENCE, RI 02906 USA
DIRECTOR	GARY E. FURTADO	15 BETH AVENUE WARREN, RI 02885 USA
DIRECTOR	SHARON CONARD- WELLS	85 MAJESTIC AVENUE WARWICK, RI 02886 USA
DIRECTOR	PATRICK J. MURRAY JR.	255 BOXWOOD LANE BRIDGEWATER, MA 02324 USA
DIRECTOR	GEORGE W. SHUSTER	44 ROBIN VALE DRIVE NORTH SCITUATE, RI 02857 USA
DIRECTOR	JAMES BOTVIN	12 BAGY WRINKLE COVE WARREN, RI 02885 USA
DIRECTOR	KENT W. GLADDING	10 JAY COURT CRANSTON, RI 02921 USA
DIRECTOR	WILLIAM M. KAPOS	401 OCEAN ROAD NARRAGANSETT, RI 02882 USA
DIRECTOR	MARIO BUENO	98 FLETCHER AVENUE CRANSTON, RI 02920 USA
DIRECTOR	STEPHEN MANTY	45 WILLARD AVENUE PROVIDENCE, RI 02905 USA
DIRECTOR	JAMES FANALE	45 WILLARD AVENUE PROVIDENCE, RI 02905 USA
DIRECTOR	TOLGA KOKTURK MD	101 DUDLEY STREET PROVIDENCE, RI 02905 USA
DIRECTOR	EDWARD THOMAS MD	455 TOLL GATE ROAD WARWICK, RI 02886 USA
DIRECTOR	KEVIN BAILL MD	345 BLACKSTONE BLVD PROVIDENCE, RI 02906 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	ASHLEY TAYLOR ESQ.	45 WILLARD AVENUE

ARTICLE VIII

Date when corporate existence is to begin

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

Signed this 13 Day of July, 2020 at 2:23:14 PM 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.

/ASHLEY TAYLOR ESQ./

Form No. 200
Revised 09/07

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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:

July 13, 2020 02:22 PM

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

