

Filing Fee: \$150.00

ID Number: 110075



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION (To Be Filed In Duplicate Original)

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:

1. The name of the corporation is Bayside Chiropractic, Professional Corporation

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

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

To carry on any chiropractic service or business and to carry on any service or business, operation or activity which may be lawfully carried on by a corporation under the laws of the State of Rhode Island and Providence Plantations.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 8,000 (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.):

Par Value \$1.00

or

(b) If more than one class: Total number of shares _____ (State (A) the number of 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

None

CO, 11/04/00

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Bv. 256391

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attached "Other Lawful Provisions".

7. The address of the initial registered office of the corporation is 291 Waterman Street

(Street Address, not P.O. Box)

Providence, RI 02906

(City/Town)

(Zip Code)

at such address is Paul J. O'Brien, Jr.

(Name of Agent)

and the name of its initial registered agent

8. 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 Section 7-1.1-51 of the General Laws, 1956 as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Paul J. O'Brien, Jr.</u>	<u>11 So. Angell St., Providence, RI</u>
<u>Director</u>	<u>Sarah D. O'Brien</u>	<u>11 So. Angell St., Providence, RI</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Robert C. Heroux</u>	<u>10 Nate Whipple Highway, Cumberland, RI</u>

10. Date when corporate existence is to begin Upon filing

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

Date: December 21, 1999

Robert C. Heroux

Signature of each Incorporator

STATE OF Massachusetts

COUNTY OF Bristol

In Taunton, Massachusetts on this 21st day of December, 1999, personally appeared before me Robert C. Heroux, 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.

Robin M. Perry
Notary Public
My Commission Expires: July 9, 2004

Paragraph 6

Other Lawful Provisions

- (a) The corporation may carry on any business, operation or activity referred to in Article 2 to the same extent as might an individual, whether as principal, agent, contractor or otherwise, and either alone or in conjunction or a joint venture or other arrangement with any corporation, association, trust, firm or individual.
- (b) The corporation may carry on any business, operation or activity through a wholly or partly owned subsidiary.
- (c) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.
- (d) The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law or the bylaws requires action by the stockholders.
- (e) Meetings of the stockholders may be held anywhere in the United States.
- (f) Except as otherwise provided by law, no stockholder shall have any right to examine any property or any books, accounts or other writings of the corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors such examination would be adverse to the interests of the corporation shall be prima facie evidence that such examination would be adverse to the interests of the corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.
- (g) The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital stock less than all of the consideration for any share of its capital stock without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.
- (h) The purchase or other acquisition or retention by the corporation of shares of its own capital stock shall not be deemed a reduction of its capital

stock. Upon any reduction of capital or capital stock, no stockholder shall have any right to demand any distribution from the corporation, except as and to the extent that the stockholders shall have provided at the time of authorizing such reduction.

- (i) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this corporation individually, or any individual having any interest in any concern which is a stockholder of this corporation, or any concern in which any of such directors, officers, stockholders or individuals has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of the corporation, and

(1) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, stockholder or individual shall be liable to account to the corporation for any profit or benefit realized through any such contract, transaction or act; and

(3) any such director of the corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

provided, however, that any contract, transaction or act in which any director or officer of the corporation is so interested individually or as a director, officer, trustee or member of any concern which is not a subsidiary or affiliate of the corporation, or in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of the corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested, to whom the nature of such interest has been disclosed and who have made any findings required by law;

the term "interest" including personal interest and interest as a director, officer, stockholder, trustee, member or beneficiary of any concern;

the term "concern" meaning any corporation, association, trust, partnership, firm, person or

other entity other than the corporation; and

the phrase "subsidiary or affiliate" meaning a concern in which a majority of the directors, trustees, partners or controlling persons is elected or appointed by the directors of the corporation, or is constituted of the directors or officers of the corporation.

To the extent permitted by law, the authorizing or ratifying vote of the holders of shares representing a majority of the votes of the capital stock of the corporation outstanding and entitled to vote for the election of directors at any annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of the corporation, or of the board of directors or any committee thereof, with regard to all stockholders of the corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under the corporation; provided, however, that

- A. with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or stockholders of the corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or stockholder therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;
- B. the stockholders so voting shall have made any findings required by law;
- C. stockholders so interested may vote at any such meeting except to the extent otherwise provided by law; and
- D. any failure of the stockholders to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive the corporation, its directors, officers or employees of its or their right to proceed with or enforce such contract, transaction or act.

If the corporation has more than one class or series of capital stock outstanding, the vote required by this paragraph shall be governed by the provisions of the Articles of Organization applicable to such classes or series.

No contract, transaction or act shall be avoided by reason of any provision of this paragraph (i) which would be valid but for such provision or provisions.

- (j) A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Rhode Island Business Corporation Law as in effect at the time such liability is determined. No amendment or repeal of this paragraph (j) shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- (k) The corporation shall have all powers granted to corporations by the laws of The Rhode Island and Providence Plantations, provided that no such power shall include any activity inconsistent with the Business Corporation Law or the general laws of said Commonwealth.

If the corporation has more than one class or series of capital stock outstanding, the vote required by this paragraph shall be governed by the provisions of the Articles of Organization applicable to such classes or series.

No contract, transaction or act shall be avoided by reason of any provision of this paragraph (i) which would be valid but for such provision or provisions.

- (j) A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Massachusetts Business Corporation Law as in effect at the time such liability is determined. No amendment or repeal of this paragraph (j) shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- (k) The corporation shall have all powers granted to corporations by the laws of The Rhode Island and Providence Plantations, provided that no such power shall include any activity inconsistent with the Business Corporation Law or the general laws of said Commonwealth.



NCMIC INSURANCE COMPANY
1452 29TH STREET STE 102
WEST DES MOINES, IA 50266-1307
800-247-8043

PROFESSIONAL LIABILITY DECLARATIONS Chiropractic Malpractice - Occurrence

Policy #: MP00904789

Policy Period: From 12/28/1999 to 12/28/2000 12:01am
Standard Time at the address of the Named Insured

Reason for new Declaration:
New Policy

Named Insured: PAUL J OBRIEN DC
NUMBER 327
11 SOUTH ANGELL STREET
PROVIDENCE RI 02906

Person/Entity Insured:	Limits of Liability Per Medical Incident/Policy Aggregate	Annual Premium
PAUL J OBRIEN DC	1,000,000/3,000,000	720.00
Discounts:		
1st Yr Grad/Lisc		-288.00
		432.00

State Mandatory Endorsements Made Part of This Policy

Managed Care Endorsement (Form #00-11 10/1997)

Cancellation Provision (Form #38-01 10/1997)

Rhode Island Interest on Judgement Provision (Form #38-02 10/1999)

New App Fee	10.00
Taxes	0.00

Annual Premium 432.00

THIS IS NOT A BILL

THIS IS YOUR DECLARATIONS PAGE. PLEASE KEEP FOR YOUR RECORDS.

THIS IS NOT A BILL.

Issued 12/27/1999 at West Des Moines, IA
Form: MP0001 10/1997

- Insured Copy -

Form: U023 04/99
JBROWN - Client