

Filing Fee: \$150.00

ID Number: 123780



# 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 Dental Associates of North Smithfield 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:

Practice of dentistry, including the performance of all dental and related services,  
through officers, employees, and agents duly registered and licensed to practice the  
profession of dentistry within the State of Rhode Island, together with ancillary and  
collateral non-professional services rendered by employees not professionally qualified  
but working under the supervision of professionally qualified officers or employees.  
See Article 3 Purpose Continuation Sheet attached hereto and made a part hereof.

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.):

Each share shall have a par value of \$.01.

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

**FILED**

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By 283465

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

None

7. The address of the initial registered office of the corporation is 747 Victory Highway

(Street Address, not P.O. Box)

Slatersville

, RI

02876

and the name of its initial registered agent

at such address is Joseph I. Mallouh, D.D.S.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one 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>
President	Joseph I. Mallouh, D.D.S.	747 Victory Highway, Slatersville, RI 02876
Treasurer	Joseph I. Mallouh, D.D.S.	same as above
Clerk	Joseph I. Mallouh, D.D.S.	same as above
Director	Joseph I. Mallouh, D.D.S.	same as above

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Joseph I. Mallouh, D.D.S.	747 Victory Highway, Slatersville, RI 02876

10. Date when corporate existence is to begin upon the filing of these articles of incorporation.  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 3/21/02

Joseph Mallouh D.D.S.

Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In said County, on this 21<sup>st</sup> day of March, 2002, personally appeared before me Joseph I. Mallouh, D.D.S.

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.

Richard A. DiMase

Notary Public

My Commission Expires:

7/11/05

Richard A. DiMase

Notary Public

My Commission Expires

7/11/05

ARTICLE 3 PURPOSE CONTINUATION SHEET

To have the full power and authority to purchase, lease and otherwise acquire, own, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, as is necessary or appropriate for the rendering of the service of the practice of dentistry.

To have the full power and authority to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

To transact any or all lawful business for which professional service corporations may be incorporated under the laws of the State of Rhode Island.

**DENTAL ASSOCIATES OF CUMBERLAND  
PROFESSIONAL CORPORATION**

490 High Street  
Cumberland, RI 02864

March 21, 2002

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

Re: Dental Associates of North Smithfield Professional  
Corporation

Dear Sir or Madam:

Please be advised that Dental Associates of Cumberland Professional Corporation does authorize use of the name "Dental Associates of North Smithfield Professional Corporation" by a new corporation being incorporated by Joseph I. Mallouh, D.D.S.

Thank you.

Very truly yours,

*Joseph I. Mallouh D.D.S.*

Joseph I. Mallouh, D.D.S.,  
President and Treasurer of  
Dental Associates of  
Cumberland Professional  
Corporation

**EASTERN DENTISTS INSURANCE COMPANY**  
**(A Dental Society Risk Retention Group)**  
**PROFESSIONAL LIABILITY**

**AMENDED  
DECLARATIONS PAGE**

Policy Number: RICO200453-453

Named Insured and Address:

Joseph Mallouh DDS  
 44 Greenwood Road  
 Hopkinton, MA 01748

The Named Insured is: Individual with Shared Limits

Policy Period

Inception Date 1/15/2002 to 1/15/2003

12:01 AM standard time at the address of the named insured as stated herein.

Effective Date of Change 3/20/2002Retroactive Date: 1/15/2000

Limits of Liability:

\$1,000,000 each claim  
\$3,000,000 annual aggregate.

\$5,000 medical payments

Defense Coverages:

Disciplinary and Licensure Defense  
 Sexual Harassment and Molestation  
 \$50,000 each claim/\$50,000 aggregate

Policy Form: Claims MadeRate Group: 1Class Code: 73202

THE INSURANCE AFFORDED IS ONLY WITH RESPECT TO THOSE COVERAGES LISTED

ITEM	ANNUAL PREMIUM
Named Insured	\$1,737.00
Vicarious Liability for Any and All non-Dentist Employees	N/C
Practice Limitation Discount: See attached exclusions	\$(347.40)
Risk Management Discount	\$(86.85)
<b>TOTAL PREMIUM</b>	<b>\$1,302.75</b>
<b>PRORATED PREMIUM</b>	<b><u>\$1,074.77</u></b>

PLED1 PLED2 PLED3 PLED4

Additional Premium: \$0.00

Description of change:

Effective 03/20/02 coverage is added for Dental Associates of North Smithfield  
 PC

Countersignature Date: 3/20/2002

At Westborough, Massachusetts

Worcester County

By: 

THIS IS NOT YOUR INVOICE. THE INVOICE IS ENCLOSED WITH YOUR POLICY.

**EASTERN DENTISTS INSURANCE COMPANY**  
(A Dental Society Risk Retention Group)**PROFESSIONAL LIABILITY POLICY ENDORSEMENT**

This endorsement changes the policy to which it is attached effective on the inception date of the policy. Please read it carefully.

Attached to and Forming Part of Policy No. RIC0200453- 453	Effective date 3/20/2002 to 1/15/2003	Form: Professional Liability Policy  Issued to: Joseph Malloah DDS
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This policy is endorsed to add the following additional insured(s):

Additional Insured: Dental Associates of North Smithfield PC

Address: 747 Victory Highway  
Slatersville RI 02876

Additional Insured: Dental Associates of Cumberland PC

Address: 490 High Street  
Cumberland RI 02864

Additional Insured:

Address:



Authorized Representative