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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 PROVIDENCE CARDIOLOGY, INC.

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

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

To render professional services by persons authorized to practice medicine in the State of Rhode Island pursuant to and in accordance with Chapter 5.1 of Title 7 of the General Laws of Rhode Island of 1956, as amended.

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.
- 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 effices 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.
- (1) To make and after 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.
- (e) 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 1,000.

(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.)

\$1.00 par value common stock

(b) A TAY AND A THE ROLL OF THE STATE AND A THE STATE AND A SHORE A PART AND A SHORE AND A SHORE AND A SHORE AND A SHORE AND AND A SHORE A

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

In the event that a separate agreement has not been executed between the corporation and each of its stockholders concerning the transfer or the sale of its stock, the corporation shall have the right, in case of transfer or sale of any of its stock by the holder thereof, to purchase such stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other eligible person (as defined in Section 7-5.5-5 of the General Laws of Rhode Islnad); no sale of any stock to any eligible person shall be valid unless the offer to sell such stock at the lowest price at which the holder thereof is willing to sell shall have first been received in writing by the corporation. The corporation shall have fifteen (15) days in which to accept or reject the offer.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Shares of stock may be issued by the Board of Directors of the corporation from time to time for such consideration consisting of cash, services, personal property, both tangible and intangible, or real property as may be fixed from time to time by said Board of Directors.

corporation is One (1) and the names a to serve as directors until the first annual meeting of are elected and shall qualify are: (If this is a close corporation pursuant to \$7-1.1-51 of the Gene	nd address shareholder	es of the p	nareone who a				
(If this is a close corporation pursuant to \$7-1.1-51 of the Gene		rs or until	their successo	re			
and address(es) of the officers of the corporation.)	ral Laws, 1956	S, as amende	d, state the name	(a)			
Name	Address						
	aterman	Street,	Providence	02906			
The state of the s							
the state of the s							
			1 11 11 19 19				
NINTH. The name and address of each incorpo	rator is:						
Name		Address					
Edward J. Bertozzi, Jr., Esq. 2700	Hospital	Trust	Cower, Prov Rhode				
to the control of the	* 1			02903			
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the state of the s							
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TENTH. Date when corporate existence to begin of these articles of incorporation):	n (not more	e than 30 c	days after filir	ıg			
Upon filing of these articles of incorp	oration						

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County of Providence In the Mrank

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in said county this 30th day of June , A. D. 1978

then personally appeared before me Edward J. Bertozzi, Jr., Esq.

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.

Notary Public

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CERTIFICATE OF INSURANCE



This is to Certify, that policies in the name of

NAMED INSURED and ADDRESS Providence Cardiology, Inc. and/or Robert D. Meringolo, M.D. and

Jack H. Klie, M.D. - Individually

194 Waterman Street

Providence, R.I. 0290

THIS CERTIFICATE OF INSURANCE NEITHER AFFIRMATIVELY NOR NEGATIVELY AMENDS, EXTENDS OR ALTERS THE COVERAGE AFFORDED BY ANY POLICY DESCRIBED HEREIN.

KIND OF Insurance	POLICY Number	POLICY PERIOD	LIMITS			
WORKMEN'S COMPENSATION		Eff.	Workmen's Compensation Ins.		i —	STATUTORY
AND EMPLOYERS' LIABILITY		Exp.	Employers' Liability Ins.		\$	
				BODILY INJURY		PROPERTY DAMAGE
COMPREHENSIVE GENERAL		Eff.	\$, 000 Each occurrence	\$, 000 Each occurrence
LIABILITY	,	Exp.	\$	000 Aggregate	\$	000 Aggregate
MANUFACTURERS' AND		Eff.	\$, 000 Each occurrence	\$, 000 Each occurrence
CONTRACTORS' LIABILITY		Exp	┷.		\$	000 Aggregate
OWNERS', LANDLORDS' AND TENANTS' LIABILITY		Eff.	\$, 000 Each occurrence	\$, 000 Each occurrence
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CONTRACTUAL Liability		Eff.	\$, 000 Each occurrence	\$, 000 Each occurrence
		Ехр	↓		\$	000 Aggregate
AUTOMOBILE LIABILITY			}.)	
Owned Automobiles		Eff.	(\$, 000 Each person	\$,000 Each occurrence
Hired Automobiles		Exp.	S	, 000 Each occurrence (
Non-Owned Automobiles			<u>, </u>		<u> </u>	
COMPREHENSIVE AUTO-		Eff.	\$, 000 Each person	\$. 000 Each occurrence
MOBILE LIABILITY		Exp	\$, 000 Each occurrence		
OTHER:		Eff. Date of				
Professional		Exp. Corporate	3			
Liability]	JUA 8318	Approval				

f Aggregate not applicable if Owners'. Landlords' and Tenants' Liability Insurance excludes structural alterations, new construction and demolition.

and cover, in accordance with the policy terms, employees of the Named Insured with limits of not less than \$100,000. per claim.

Members of the Corporation: (1) Robert D. Meringolo, M.D. (2) Jack H. Klie, M.D.

In the event of any material change in, or cancellation of, said policies, the undersigned company will endeavor to give written notice to the party to whom this certificate is issued, but failure to give such notice shall impose no obligation nor liability upon the company.

Dated: July 28, 1978

Name of Medical Malpractice Joint Underwriting

------Company: Association of Rhode Island

AUTHORIZED REPRESENTATIVE

Joseph F. Merrill, MMJUA-RI

CERTIFICATE ISSUED TO:

Secretary of the State of Rhode Island .

NAME State House

ADDRESS Providence, R.I. 02

02903

