

State of Rhode Island and Providence Plantations  
BUSINESS CORPORATION

~~REVISED~~ 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 Cumberland Pediatrics, Inc.

~~PROFESSIONAL CORPORATION~~

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

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

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed physicians; provided that the personal and confidential relationship between physician and patient shall at all times be maintained inviolate.

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.
- (i) 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 offices 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.
- (l) To make and alter 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.
- (o) 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 800 without par value

(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.)

or

(b) *If more than one class:* Total number of shares \_\_\_\_\_

(State (A) the number of the 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 title 7 of the General Laws 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.)

RESTRICTIONS ON TRANSFER OF SHARES: No stockholder shall during his lifetime encumber or dispose of any portion or all of his stock interest in the corporation except that if a stockholder should desire to dispose of any of his stock in the corporation during his lifetime, he shall first offer to sell all of his stock to the corporation. Any shares not purchased by the corporation within sixty (60) days after receipt of such offer in writing shall be offered at the same price to the other stockholders, each of whom shall have the right to purchase such portion of the remaining stock offered for sale as the number of shares owned by all the other stockholders excluding the selling stockholders provided, however, that if any stockholder does not purchase his full proportionate share of the stock, the balance of the stock may be purchased by the other stockholders equally. If the stock is not purchased by the corporation within sixty (60) days or the remaining stockholders within the sixty (60) day period after the receipt of the offer to them, then stockholder desiring to sell his stock may sell it to any other person.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

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

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 or as may be fixed from time to time by said Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is 3191 Mendon Road, Cumberland, Rhode Island, 02864 (add Zip Code)

and the name of its initial registered agent at such address is: Charles E. White, Attorney At Law, 3261 Mendon Road, Cumberland, Rhode Island, 02864

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one (1) 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 §7-1.1-51 of the General Laws, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
E. James Monti, Jr.	Thomas Leighton Blvd. Cumberland, Rhode Island, 02864

NINTH. The name and address of each incorporator is:

Name	Address
Charles E. White	3261 Mendon Road Cumberland, Rhode Island, 02864

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

October 1, 1973

Dated September 15, 1973

Charles E. White

STATE OF RHODE ISLAND }  
COUNTY OF Providence } In the <sup>City</sup> of Cumberland  
Town }  
in said county this 15th day of Sept., A. D. 1973.  
then personally appeared before me Charles E. White

each and all known to me and known by me to be the <sup>party</sup> ~~parties~~ executing the foregoing instrument, and ~~they~~ ~~solely~~ acknowledged said instrument by ~~them~~ subscribed to be ~~their~~ free act and deed.

*William J. Bailey J*  
Notary Public

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF INCORPORATION  
OF

~~Cumberland Pediatric Associates, Inc.~~

I, \_\_\_\_\_ Secretary of State  
hereby certify that duplicate originals of Articles of Incorporation for the incorporation of  
~~Cumberland Pediatric Associates, Inc.~~

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duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Incorporation.

WITNESS my hand and the seal of the State of  
Rhode Island this \_\_\_\_\_  
day of \_\_\_\_\_, 19

Secretary of State

SEP 24 1973

*mmh/rev*

SEP 24 11 58 AM '73  
00701 5862 3171 11000



# Certificate of Insurance

The Aetna Casualty and Surety Company  
 The Standard Fire Insurance Company  
 Hartford, Connecticut

To SECRETARY OF STATE  
 STATE OF RHODE ISLAND  
 PROMENADE STREET  
 PROVIDENCE, RHODE ISLAND

Date NOVEMBER 14, 1973

Gentlemen: This is to certify that insurance policies, subject to their terms, conditions and exclusions, are at present in force in the Company indicated above by , as follows:

Name of Insured CUMBERLAND PEDIATRICS, INC., 3191 MENDON ROAD, CUMBERLAND, R. I.

Covering PROFESSIONAL LIABILITY

KIND OF INSURANCE	LIMITS OF LIABILITY			POLICY NO.	EFFECTIVE	EXPIRATION
	Each Person	Each Occurrence	Aggregate			
Workmen's Compensation						
Manufacturers' & Contractors' Bodily Injury Liability		\$ .000				
Property Damage Liability		\$ .000	\$ .000			
Owners' or Contractors' Protective Bodily Injury Liability		\$ .000				
Property Damage Liability		\$ .000	\$ .000			
Comprehensive Automobile Bodily Injury Liability	\$ .000	\$ .000				
Property Damage Liability		\$ .000				
Comprehensive General Bodily Injury Liability		\$ .000	\$ .000			
Property Damage Liability		\$ .000	\$ .000			
Bodily Injury Liability	\$ .000	\$ .000	\$ .000			
Property Damage Liability		\$ .000	\$ .000			
<b>PROFESSIONAL LIABILITY</b>		<b>\$100,000</b>	<b>\$300,000</b>	<b>43DZ37274CCA</b>	<b>4/29/73</b>	<b>4/29/74</b>

GALLO BREWER & MICHAELS, INC.

INSURANCE

GALLO BREWER & MICHAELS, INC.

By.....By *[Signature]*  
 Authorized Representative

In event of cancellation, written notice will be given to the party to whom this certificate is addressed.



# Certificate of Insurance

The Aetna Casualty and Surety Company  
 The Standard Fire Insurance Company  
 Hartford, Connecticut

To SECRETARY OF STATE  
 STATE OF RHODE ISLAND  
 PROMENADE STREET  
 PROVIDENCE R.I.

Date 9-11-73

Gentlemen: This is to certify that insurance policies, subject to their terms, conditions and exclusions, are at present in force in the Company indicated above by , as follows:

Name of Insured CUMBERLAND PEDIATRIC ASSOCIATES, INC.

Covering PROFESSIONAL LIABILITY

KIND OF INSURANCE	LIMITS OF LIABILITY			POLICY NO.	EFFECTIVE	EXPIRATION
	Each Person	Each <del>Person</del> <del>Policy</del>	Aggregate			
Workmen's Compensation		CLAIM				
Manufacturers' & Contractors' Bodily Injury Liability		\$ .000				
Property Damage Liability		\$ .000	\$ .000			
Owners' or Contractors' Protective Bodily Injury Liability		\$ .000				
Property Damage Liability		\$ .000	\$ .000			
Comprehensive Automobile Bodily Injury Liability	\$ .000	\$ .000				
Property Damage Liability		\$ .000				
Comprehensive General Bodily Injury Liability		\$ .000	\$ .000			
Property Damage Liability		\$ .000	\$ .000			
Bodily Injury Liability	\$ .000	\$ .000	\$ .000			
Property Damage Liability		\$ .000	\$ .000			
<b>PROFESSIONAL LIABILITY</b>		100,000	300,000	430Z37274CCA	9-11-73	4-29-74

In event of cancellation, 10 DAYS written notice will be given to the party to whom this certificate is addressed.

By *Smill*  
Authorized Representative