

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

SOUTH COUNTY PEDIATRIC GROUP, INC.

(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) perpetual

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

Rendering professional services by persons authorized to practice medicine in Rhode Island, provided that every officer, director and shareholder of said corporation is an individual authorized to practice medicine in this State, is actively employed by this corporation in such practice, and is not an officer, shareholder, director or employee of any other corporation engaged in the practice of medicine.

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 600 no. par common.

(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.)

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

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

The corporation shall have the right, in case of sale of any stock by any 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 party; and no sale of any stock to any person other than the corporation shall be valid unless the offer to sell such stock at the lowest price at which the holder hereof is willing to sell shall have first been received in writing by the corporation. The corporation shall have ten (10) days in which to accept or reject the offer.

In the event the corporation and such stockholder cannot agree on a price for said stock by the 10th day after receipt by the corporation of the selling stockholder's offer, then upon application by either party, the matter shall be resolved as provided in Section 7-5.1-5 of the Rhode Island General Laws of 1956 (as amended), in determining fair market value of the shares.

Pursuant to and in accordance with Section 7-5.1-8 of the Rhode Island General Laws of 1956 (as amended), a certificate of insurance has been filed in the office of the Secretary of State at the same time of filing the original and duplicate articles of association.

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

SEVENTH. The address of the initial registered office of the corporation is
Tower Hill Road, Wakefield, Rhode Island 02879 (add Zip Code)
and the name of its initial registered agent at such address is:
ROBERT J. MCOSKER, attorney for service

EIGHTH. The number of directors constituting the initial board of directors of the corporation is THREE (3) 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
WILLIAM H. McDERMOTT-President	
HAROLD A. FALCONER-Treasurer	
ROGER W. ASHLEY-Secretary	

NINTH. The name and address of each incorporator is:

Name	Address
ROBERT J. MCOSKER	180 Wheeler Avenue, Providence, RI
DONNA M. DOLL	74 Belcourt Avenue, N. Prov., RI
LINDA A. CAPOBIANCO	191 High Service Avenue, N. Prov., RI

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

Dated November 29th, 19 71

Robert J. McOsker
Donna M. Doll
Linda A. Capobianco

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE }

In the City of Providence
~~County~~

in said county this 29th day of November, A.D. 19 71

then personally appeared before me, ROBERT J. McOSKER, DONNA M. DOLL

and LINDA A. CAPOBIANCO

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.

James J. Mc Kenner
Notary Public

*My commission expires
June 30, 1976*

REC'D
STATE OF RHODE ISLAND
NOTARY PUBLIC
JAMES J. MCKENNER
269 CHURCH STREET
PROVIDENCE, R.I. 02903

1538

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ST. PAUL FIRE AND MARINE INSURANCE COMPANY
ST. PAUL MERCURY INSURANCE COMPANY

CERTIFICATE OF INSURANCE

This is to certify that the following policies, subject to the terms, conditions and exclusions have been issued by this Company.

The Company will mail to the party to whom this Certificate is issued a record of any material change in or cancellation of said policy or policies but takes no responsibility for failure to do so.

NAME AND ADDRESS OF PARTY TO WHOM CERTIFICATE IS ISSUED:

- State of Rhode Island •
Secretary of State
Providence, Rhode Island
-

NAME AND ADDRESS OF INSURED

South County Pediatric Group, Inc.
409 Kingston Road
Wakefield, Rhode Island

TYPE OF INSURANCE & POLICY NO.	DATE		LIMITS OF LIABILITY			
	EFFECTIVE	EXPIRATION	STATUTORY - In conformance with the Compensation Law of the State of:			
WORKMEN'S COMPENSATION						
PUBLIC LIABILITY			BODILY INJURY			PROPERTY DAMAGE
			Each Person	Each Occurrence	Aggregate	Each Occurrence Aggregate
AUTOMOBILE LIABILITY			Each Person	Each		Each
Professional Liability	12-1-71	10-5-72	100,000	300,000		

REMARKS:

MERLIN J. LADD & COMPANY, INC.

BY

AUTH. SIG.

Dated 11-29-71

By