

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 FOUAD M. AYAD, M. D., 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:

To render professional services by persons authorized to practice medicine in the State of Rhode Island pursuant to and in accordance with Sections 7-5.1-1 through 7-5.1-12 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.
- (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.

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

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 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 7-5.1-5 of the General Laws of Rhode Island); no sale of any stock to any eligible person other than the Corporation 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 ten (10) days in which to accept or reject the offer.

SEVENTH. The address of the initial registered office of the corporation is
125 Heidi Drive, Portsmouth, R.I. 02871 (add Zip Code)
and the name of its initial registered agent at such address is:

Fouad M. Ayad, M. D.

EIGHTH. 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 §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
Fouad M. Ayad, M. D.	125 Heidi Drive, Portsmouth, R.I. 02871

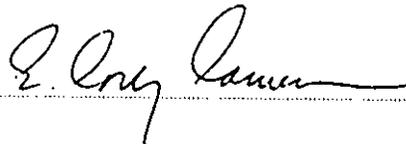
NINTH. The name and address of each incorporator is:

Name	Address
E. Colby Cameron	2700 Hospital Trust Tower Providence, RI 02903

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

July 1, 1976

Dated June 30, 1976



STATE OF RHODE ISLAND

COUNTY OF

In the City of PROVIDENCE
~~XXXX~~

in said county this 30th day of June, A.D. 1976

then personally appeared before me E. Colby Cameron

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 ^{him} their free act and deed.
his

Joseph V. Curran
Notary Public

My Commission expires June 30, 1981

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11 30-76 255 5 315 D*** 110.00

JVC
JUN 30 1976

CERTIFICATE OF INSURANCE

This is to Certify, that policies in the name of

NAMED INSURED and ADDRESS: Fouad Mohammed Ayad, M.D., Inc. and/or
Fouad Mohammed Ayad, M.D. - Individually
125 Heidi Drive
Portsmouth, R.I. 02840

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

will be issued for Professional Liability covering the Insured with limits of not less than \$100,000. per claim as follows:

KIND OF INSURANCE	POLICY NUMBER	POLICY PERIOD	LIMITS	
			WORKMEN'S COMPENSATION AND EMPLOYERS' LIABILITY	STATUTORY
WORKMEN'S COMPENSATION AND EMPLOYERS' LIABILITY		Eff. Exp.	Workmen's Compensation Ins. Employers' Liability Ins.	\$
			BODILY INJURY	PROPERTY DAMAGE
COMPREHENSIVE GENERAL LIABILITY		Eff. Exp.	\$.000 Each occurrence \$.000 Aggregate	\$.000 Each occurrence \$.000 Aggregate
MANUFACTURERS' AND CONTRACTORS' LIABILITY		Eff. Exp.	\$.000 Each occurrence	\$.000 Each occurrence \$.000 Aggregate
OWNERS', LANDLORDS' AND TENANTS' LIABILITY		Eff. Exp.	\$.000 Each occurrence	\$.000 Each occurrence \$.000 Aggregate
CONTRACTUAL LIABILITY		Eff. Exp.	\$.000 Each occurrence	\$.000 Each occurrence \$.000 Aggregate
AUTOMOBILE LIABILITY <input type="checkbox"/> Owned Automobiles <input type="checkbox"/> Hired Automobiles <input type="checkbox"/> Non-Owned Automobiles		Eff. Exp.	\$.000 Each person \$.000 Each occurrence	\$.000 Each occurrence
COMPREHENSIVE AUTOMOBILE LIABILITY		Eff. Exp.	\$.000 Each person \$.000 Each occurrence	\$.000 Each occurrence
OTHER:		Eff. Date of Exp. Corporate Approval		
Professional Liab.	JUA 2733			

Aggregate not applicable. 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: Fouad Mohammed Ayad, 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: June 28, 1976
Name of: Medical Malpractice Joint Underwriting
Company: Association of Rhode Island
Joseph F. Merrill
AUTHORIZED REPRESENTATIVE
Joseph F. Merrill, MMJUA-RI

CERTIFICATE ISSUED TO:

NAME and ADDRESS: Secretary of the State of Rhode Island
State House
Providence, R.I. 02903

