



State of Rhode Island
Department of State - Business Services Division

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Articles of Incorporation

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: Ortho Rhode Island Research Foundation		
2. The period of its duration is: CHECK ONE BOX ONLY		
☒ Perpetual (on-going) ☐ Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: See attached. Check the box to indicate an attachment ☒		
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these Articles of Incorporation for the regulation of the internal affairs of the corporation are: See attached. Check the box to indicate an attachment ☒		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Stephen D. Zubiago, Esq.		
Street Address (<u>NOT</u> a P.O. Box) 1 Citizens Plaza, Suite 500		
City Providence	State RHODE ISLAND	Zip Code 02903

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

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6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
See attached	

Check the box to indicate an attachment ☒

7. The name and address of each incorporator is:

NAME	ADDRESS
Anita L. Pelletier	1300 Clinton Square, Rochester, NY 14604

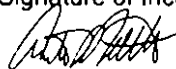
Check the box to indicate an attachment ☐

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 30 days from the date of filing) _____

9. Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator Anita L. Pelletier	Date 1/22/2024
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

**Ortho Rhode Island Research Foundation
Articles of Incorporation in the State of Rhode Island
Continuation Sheet**

January 19, 2023

Article 3 of the Articles of Incorporation shall include that the specific purposes for which the corporation is organized are:

Ortho Rhode Island Research Foundation (Corporation) is a Rhode Island non-profit corporation organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and the regulations promulgated thereunder.

Ortho Rhode Island Research Foundation's mission is to promote, develop, and conduct state of the art scientific research and educational programs for the advancement of musculoskeletal care.

Article 4 of the Articles of Incorporation shall include the following provisions set forth for the regulation of internal affairs of the corporation.

1. Notwithstanding any other provision of the Articles of Incorporation of Corporation or the Bylaws, Corporation is organized exclusively for one or more of the following purposes: charitable, educational, and scientific purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.
2. No substantial part of the activities of Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of the Articles of Incorporation of Corporation or the Bylaws, Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) and the Code and the rules and regulations promulgated thereunder.
4. Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer. In the event of the dissolution or liquidation of Corporation, whether voluntary or involuntary, the Board of Directors shall distribute the balance of all money, assets and other property of Corporation, after the payment of all its debts and obligations to a nonprofit organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall distribute such money, assets and other property to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Rhode Island, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.
5. No Director shall be personally liable to Corporation for monetary damages for breach of the Director's duty as a director; provided, however, that the foregoing shall not eliminate or limit

the liability of a Director for: (a) any breach of the Director's duty of loyalty to Corporation or to its member; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

Article 6 of the Articles of Incorporation shall include that the names and addresses of the persons who are to serve as the initial Directors who are:

Name	Address
Michael P. Bradley, M.D.	200 Crossings Blvd., Warwick, RI 02885, USA
Roald J. Llado, M.D.	200 Crossings Blvd., Warwick, RI 02885, USA
Robert C. Marchand, M.D.	200 Crossings Blvd., Warwick, RI 02885, USA
Keith O. Monchik, M.D.	200 Crossings Blvd., Warwick, RI 02885, USA
David N. Vegari, M.D.	200 Crossings Blvd., Warwick, RI 02885, USA



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

January 22, 2024 12:07 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore
Secretary of State

