



State of Rhode Island
Office of the Secretary of State

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is St. Joseph Hospital School of Nurse Anesthetists

ARTICLE II

The period of its duration is Perpetual _____

ARTICLE III

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

(A) TO PROVIDE EDUCATION AND TRAINING TO NURSE ANESTHETISTS;

(B) TO OPERATE EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES

WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS

AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL

REVENUE LAW, AND NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE

CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE

CARRIED ON

BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER THIS SECTION; AND

(C) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF

ANY AND ALL OF THE FOREGOING PURPOSES, AND SUBJECT TO THE LIMITATIONS HEREINAFTER

CONTAINED, AND TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT

CORPORATION

MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE

ISLAND, AS
AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE
ENACTED IN
SUBSTITUTION THEREFOR.

ARTICLE IV

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:

(A) THE CORPORATION SHALL BE NONPROFIT, SHALL NOT HAVE OR ISSUE SHARES
OF
CAPITAL STOCK, AND SHALL NOT DECLARE OR PAY DIVIDENDS. NO PART OF THE
NET
EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE
DISTRIBUTABLE TO
ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE
CORPORATION
SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION
FOR
SERVICES
RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF
THE
PURPOSES SET
FORTH IN ARTICLE 3. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE
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.
NOTWITHSTANDING
ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE
CORPORATION
SHALL NOT
CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A
CORPORATION
EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE OR (II)
BY A
CORPORATION, CONTRIBUTIONS TO WHICH ARE DESCRIBED BY SECTION 170(C)(2)
OF
THE CODE
AND DEDUCTIBLE UNDER SECTIONS 170(A) AND 170(B)(1)(A) OF THE CODE.

(B) UPON DISSOLUTION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION TO AND AMONG ANY EXISTING NONPROFIT CORPORATIONS ORGANIZED FOR EDUCATIONAL, SCIENTIFIC, CHARITABLE, RELIGIOUS, OR LITERARY PURPOSES, WHICH WOULD THEN QUALIFY UNDER THE PROVISIONS OF SECTION 501(C) (3) OF THE CODE IN SUCH MANNER AND IN SUCH PROPORTIONS AS THE BOARD OF DIRECTORS SHALL PRESCRIBE.

(C) NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: CAMERON & MITTLEMAN LLP
301 PROMENADE STREET

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is MICHAEL G. TAUBER, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	VIJAY SUDHEENDRA, M.D.	42 ORIENTAL STREET PROVIDENCE, RI 02908 USA
DIRECTOR	RICHARD PEDRO, D.O.	42 ORIENTAL STREET PROVIDENCE, RI 02908 USA
DIRECTOR	MAXIM BASHKIROV, M.D.	42 ORIENTAL STREET PROVIDENCE, RI 02908 USA
DIRECTOR	LARRY WINELAND, M.D.	42 ORIENTAL STREET PROVIDENCE, RI 02908 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	VIJAY SUDHEENDRA, M.D.	42 ORIENTAL STREET PROVIDENCE, RI 02908 USA

ARTICLE VIII

Date when corporate existence is to begin
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 28 Day of March, 2024 at 11:04:12 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.
VIJAY SUDHEENDRA, M.D.

Form No. 200
Revised 09/07