



**State of Rhode Island
Office of the Secretary of State**

Fee: \$230.00

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

**Professional Corporation
Articles of Incorporation**

(Section 7-1.2 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Viva Medical P.C.

☒ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The profession to be practiced through the professional service corporation is:

COSMETIC DENTISTRY, MEDICAL AESTHETICS, AND WELLNESS SERVICES

ARTICLE III

The total number of shares which the corporation has authority to issue is:

(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	1,000.00

If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions or RIGL 7-1.2. State any provisions here (optional):

ARTICLE IV

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

No. and Street: 100 WESTMINSTER STREET

16TH FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is ADLER POLLOCK & SHEEHAN P.C.

ARTICLE V

The corporation shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.

ARTICLE VI

Additional provisions, if any, not consistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

6. ADDITIONAL PROVISIONS, IF ANY, NOT INCONSISTENT WITH RIGL 7-1.2 WHICH THE INCORPORATORS ELECT TO HAVE SET FORTH IN THESE ARTICLES OF INCORPORATION:

(A) PURSUANT TO RIGL § 7-1.2-1701(A)(1), THE CORPORATION SHALL HAVE NO BOARD OF DIRECTORS, AND THE SHAREHOLDERS MAY EXERCISE ALL POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS.

(B) PURSUANT TO RIGL § 7-1.2-1701(D), THE CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF SHAREHOLDERS UNLESS ONE OR MORE SHAREHOLDERS DELIVERS WRITTEN NOTICE TO THE CORPORATION REQUESTING A MEETING AT LEAST 30 DAYS BEFORE THE MEETING DATE STATED OR FIXED IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION.

(C) ACTION BY THE SHAREHOLDERS PURSUANT TO RIGL § 7-1.2-707(B) IS HEREBY AUTHORIZED.

(D) NO SHAREHOLDER UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF SUCH SHAREHOLDER'S DUTY AS

A PERSON UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR; PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH SHAREHOLDER FOR (1) ANY BREACH OF SUCH SHAREHOLDER'S DUTY OF LOYALTY TO THE CORPORATION OR TO ITS SHAREHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION

OF LAW; (3) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF RIGL § 7-1.2-811; OR (4) ANY TRANSACTION FROM WHICH SUCH SHAREHOLDER DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SUCH TRANSACTION IS PERMITTED BY RIGL § 7-1.2-807).

ARTICLE VII

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	SUSAN LEACH DEBLASIO ESQUIRE	ADLER POLLOCK & SHEEHAN P.C. 100 WESTMINSTER ST. 16TH F PROVIDENCE, RI 02903 USA

ARTICLE VIII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 6 Day of January, 2025 at 4:26:43 PM 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 § 7-5.1 and 7-1.2.*

 SUSAN LEACH DEBLASIO ESQUIRE

Form No. 112
Revised 09/07

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CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

01/03/2025

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must have **ADDITIONAL INSURED** provisions or be endorsed. If **SUBROGATION IS WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Abbate Insurance Associates, Inc. 671 State Street New Haven CT 06511	CONTACT NAME: Bernadine Tomasuolo PHONE (A/C, No, Ext): (203) 777-7229 FAX (A/C, No): (203) 865-7593 E-MAIL ADDRESS: btomasuolo@abbateins.com																					
INSURED Viva Medical PC 1125 Pontiac Ave Cranston RI 02920-7919	<table><tr><th colspan="2">INSURER(S) AFFORDING COVERAGE</th><th>NAIC #</th></tr><tr><td>INSURER A:</td><td>Risk Placement Services Inc</td><td></td></tr><tr><td>INSURER B:</td><td></td><td></td></tr><tr><td>INSURER C:</td><td></td><td></td></tr><tr><td>INSURER D:</td><td></td><td></td></tr><tr><td>INSURER E:</td><td></td><td></td></tr><tr><td>INSURER F:</td><td></td><td></td></tr></table>	INSURER(S) AFFORDING COVERAGE		NAIC #	INSURER A:	Risk Placement Services Inc		INSURER B:			INSURER C:			INSURER D:			INSURER E:			INSURER F:		
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INSURER E:																						
INSURER F:																						

COVERAGES**CERTIFICATE NUMBER:** 24-25 Liab**REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR <input checked="" type="checkbox"/> GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:						EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurrence) MED EXP (Any one person) PERSONAL & ADV INJURY GENERAL AGGREGATE PRODUCTS - COMP/OP AGG Employee Dishonesty
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS ONLY						COMBINED SINGLE LIMIT (Ea accident) BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)
	UMBRELLA LIAB <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$						EACH OCCURRENCE AGGREGATE
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below						PER STATUTE OTH-ER E.L. EACH ACCIDENT E.L. DISEASE - EA EMPLOYEE E.L. DISEASE - POLICY LIMIT
A	Professional Liability			EO000064848-01	01/03/2025	01/03/2026	Each claim Aggregate \$1,000,000 \$3,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Navigant Credit Union ISAOA/ATIMA is included as loss payee and additional insured.

CERTIFICATE HOLDER**CANCELLATION**Navigant Credit Union ISAOA/ATIMA
1005 Douglas Pike

Smithfield

RI 02917

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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ACORD 25 (2016/03)

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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 06, 2025 04:24 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Gregg M. Amore
Secretary of State

