



**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 Kimberchris, Inc.

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:

TO ENGAGE IN AND PROVIDE MEDICAL SPA 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>
CWP	\$1.0000	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: 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 W. THOMAS HUMPHREYS, ESQ.

**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:

I. EXCEPT AS OTHERWISE PROVIDED BY THE RHODE ISLAND BUSINESS CORPORATION ACT, AS HAS BEEN OR MAY HEREAFTER BE AMENDED (THE "ACT"), ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS BY THE ACT, BY THESE ARTICLES OF INCORPORATION OR BY THE BY-LAWS OF THE CORPORATION MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL OF THE SHAREHOLDERS ENTITLED TO VOTE THEREON IF THE SHAREHOLDERS WHO SO CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON ARE PRESENT.

II. THE BOARD OF DIRECTORS OF THE CORPORATION SHALL HAVE THE AUTHORITY TO DISTRIBUTE TO ITS SHAREHOLDERS, DIRECTLY OR BY THE PURCHASE OF ITS OWN SHARES, A PORTION OF ITS ASSETS, IN CASH OR PROPERTY, OUT OF THE UNRESERVED AND UNRESTRICTED CAPITAL SURPLUS OF THE CORPORATION, WITHOUT THE AFFIRMATIVE VOTE OF THE SHAREHOLDERS OF ANY CLASS OF THE CAPITAL STOCK OF THE CORPORATION.

III. (A) NO DIRECTOR OF THE CORPORATION SHALL BE LIABLE TO THE CORPORATION OR TO ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED, HOWEVER, THAT THIS ARTICLE 6 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 TO ITS STOCKHOLDERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) THE LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF R.I.G.L. SECTION 7-1.2-811 (AS IN EFFECT OR AS HEREAFTER AMENDED); OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT UNLESS SAID TRANSACTION IS PERMITTED BY R.I.G.L. SECTION 7-1.2-807 (AS IN EFFECT OR AS HEREAFTER AMENDED). IF THE RHODE ISLAND GENERAL LAWS ARE AMENDED AFTER THE ADOPTION OF THIS ARTICLE 6 TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF EACH DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND GENERAL LAWS, AS SO AMENDED. NEITHER THE AMENDMENT NOR

REPEAL OF THIS ARTICLE 6 NOR THE ADOPTION OF ANY PROVISION OF THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE 6 SHALL ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE 6 IN RESPECT OF ANY MATTER OCCURRING, OR ANY CAUSE OF ACTION, SUIT OR CLAIM THAT, BUT FOR THIS ARTICLE 6, WOULD OCCUR OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION.

(B) THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION (AN "INDEMNIFIED PERSON"), FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

IN ADDITION TO THE AUTHORITY CONFERRED UPON THE DIRECTORS OF THE CORPORATION BY THE FOREGOING PARAGRAPH, THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH INDEMNIFIED PERSON, FOR THE PURPOSE OF INDEMNIFYING SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

(I) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE, PAY, ON BEHALF OF AN INDEMNIFIED PERSON ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED PERSON (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS) BY REASON OF ANY COVERED ACT OF THE INDEMNIFIED PERSON.

(II) FOR THE PURPOSES OF THIS ARTICLE, WHEN USED HEREIN,

(1) "DIRECTORS" MEANS ANY OR ALL OF THE DIRECTORS OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS.

(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENTS, FINES, PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

(3) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS NECESSARY TO PURSUE AN APPEAL OF AN ADVERSE JUDGMENT; AND

(4) "COVERED ACT" MEANS ANY ACT OR OMISSION OF AN INDEMNIFIED PERSON IN THE INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE CORPORATION AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE CORPORATION AS A MEMBER OF THE GOVERNING BODY, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, INCLUDING, BUT NOT LIMITED TO CORPORATIONS WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE OR EMPLOYEE BENEFIT PLAN.

(III) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED INDEMNIFIED PERSON, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVES OF A DECEASED INDEMNIFIED PERSON OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT INDEMNIFIED PERSON, WHERE THE INDEMNIFIED PERSON WAS AN INDEMNIFIED PERSON AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(IV) ANY BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO AN INDEMNIFIED PERSON PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE ALLEGED COMMISSION BY SUCH INDEMNIFIED PERSON OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH INDEMNIFIED PERSON TO REPAY THE SAME TO THE CORPORATION IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED PERSON.

(V) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT INDEMNIFY AN INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED PERSON WHICH THE CORPORATION HAS DETERMINED TO HAVE RESULTED FROM: (1) ANY BREACH OF THE INDEMNIFIED PERSON'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) ACTION CONTRAVENING SECTION 811 OF THE ACT; OR (4) A TRANSACTION (OTHER THAN A TRANSACTION APPROVED IN ACCORDANCE

WITH  
SECTION 807 OF THE ACT) FROM WHICH THE PERSON SEEKING INDEMNIFICATION  
DERIVED AN IMPROPER PERSONAL BENEFIT.

**ARTICLE VII**

The name and address of the each incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	EILEEN K. TOBIN, CORPORATE PARALEGAL	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 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 2 Day of May, 2025 at 1:41:20 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.*

<BR> EILEEN K. TOBIN, CORPORATE PARALEGAL

Form No. 112  
Revised 09/07

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# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/02/2025

**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 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).**

<b>PRODUCER</b> USAA INSURANCE AGENCY INC/PHS 65812846 The Hartford Business Service Center 3600 Wiseman Blvd San Antonio, TX 78251	<b>CONTACT NAME:</b> PHONE (888) 242-1430 (A/C, No, Ext):		<b>FAX (A/C, No):</b>
	<b>E-MAIL ADDRESS:</b>		
<b>INSURER(S) AFFORDING COVERAGE</b>		<b>NAIC#</b>	
<b>INSURED</b> Kimberly J. Humulock DO Kimberchris Inc. 32 MAPLEHURST DR NARRAGANSETT RI 02882-3815	<b>INSURER A :</b>	Property and Casualty Insurance Company of Hartford	34690
	<b>INSURER B :</b>		
	<b>INSURER C :</b>		
	<b>INSURER D :</b>		
	<b>INSURER E :</b>		
	<b>INSURER F :</b>		

**COVERAGES****CERTIFICATE NUMBER:****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 INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/Y YYY)	LIMITS	
A	COMMERCIAL GENERAL LIABILITY			65 SBM BS5D7C	05/01/2025	05/01/2026	EACH OCCURRENCE	\$1,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence)	\$1,000,000
	<input checked="" type="checkbox"/> General Liability						MED EXP (Any one person)	\$10,000
	GEN'L AGGREGATE LIMIT APPLIES PER:							PERSONAL & ADV INJURY
	<input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						GENERAL AGGREGATE	\$2,000,000
	OTHER:						PRODUCTS - COMP/OP AGG	\$2,000,000
	<b>AUTOMOBILE LIABILITY</b>						COMBINED SINGLE LIMIT (Ea accident)	
	ANY AUTO						BODILY INJURY (Per person)	
	ALL OWNED AUTOS	<input type="checkbox"/>	SCHEDULED AUTOS				BODILY INJURY (Per accident)	
	HIRED AUTOS	<input type="checkbox"/>	NON-OWNED AUTOS				PROPERTY DAMAGE (Per accident)	
	<b>UMBRELLA LIAB EXCESS LIAB</b>						EACH OCCURRENCE	
	<input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS-MADE						AGGREGATE	
	DED		RETENTION \$					
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>						PER STATUTE	OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)		<input type="checkbox"/> Y/N <input checked="" type="checkbox"/> N/A				E.L. EACH ACCIDENT	
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE	
							E.L. DISEASE - POLICY LIMIT	

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

Those usual to the Insured's Operations.

**CERTIFICATE HOLDER**

For Informational Purposes  
 32 MAPLEHURST DR  
 NARRAGANSETT RI 02882-3815

**CANCELLATION**

**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

*Susan E. Castaneda*

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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:

May 02, 2025 01:40 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore  
*Secretary of State*

