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CONNECTICUT PROPOSED  
HEALTH CARE ACCESS

April 21, 2010

The Honorable Cristine A. Vogel  
Commissioner  
Office of Health Care Access  
410 Capital Avenue  
MS # 13 HCA  
Hartford, CT 06134

Re: Medical Foundation

Dear Commissioner Vogel:

Pursuant to Section 2(b) of Connecticut Public Act No. 09-212, Alliance Medical Group, Inc. is submitting a copy of its Certificate of Incorporation and its First Amendment to its Certificate of Incorporation to establish itself as a medical foundation under Connecticut law. Alliance Medical Group, Inc. filed its Certificate of Incorporation with the Connecticut Secretary of State's Office on July 23, 2008. It filed its first Amendment to its Certificate of Incorporation with the Secretary of State's Office on April 16, 2010. The First Amendment was filed pursuant to Section 3(a) of Public Act No. 09-212 to establish Alliance as a medical foundation under Connecticut law.

Should you have any questions, please do not hesitate to contact me.

Sincerely,  
  
Mark R. Aresco

President

**CERTIFICATE OF INCORPORATION****ALLIANCE MEDICAL GROUP, INC.**  
*(A Connecticut Nonstock Corporation)*

The undersigned incorporator hereby forms a corporation under Chapter 602 of the Connecticut General Statutes.

1. The name of the corporation is **Alliance Medical Group, Inc.** (the "Corporation").
2. The nature of the business to be transacted or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue Law (the "Code") and shall include the following:
  - (a) to integrate, from time to time, some of the various physicians and other health care professionals employed by or under contract with Waterbury Hospital (the "Hospital") (a parent corporation to this Corporation) into a more effective and cost effective entity permitting better organizational control of the myriad of physician and other health care professional clinical services offered to the community by such physicians;
  - (b) to benefit the health status of the community served by the Hospital by improving the quality and cost effectiveness of a significant portion of its health care delivery systems through integrating into one entity some of the various physicians and other health care professionals employed by or under contract with the Hospital who render clinical services on or off the Hospital campus and in connection therewith, establishing integrated information and billing systems that provide data and education to the consumers, payers and health care providers;
  - (c) receiving and accepting public and private gifts, trusts, donations, grants, loans and other sources of funding to promote the purposes of the Corporation; and generally undertaking and performing such other acts and exercising such other powers as may be authorized or permitted under the laws of the state of Connecticut to promote and attain the purposes set forth herein; and
  - (d) engaging in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act, as the same may be amended from time to time, and the corresponding provisions of any future Connecticut nonstock law.
3. The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

4. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows: There shall be one member, the Hospital, which shall have the right to vote for the election of the Board of Directors in accordance with the Bylaws, and shall have all of the other rights, privileges and obligations usually or by law accorded to the members of a nonstock, nonprofit corporation and not conferred thereby or by the Certificate of Incorporation or Bylaws upon the Board of Directors of the Corporation. In addition to such other rights, powers and privileges as they may have by law, the members shall have the following rights:

(a) to vote on all matters on which members are entitled to vote under the Connecticut Revised Nonstock Corporation Act; and

(b) to act on any other matters on which action by the members are required or permitted by law or by the Bylaws.

5. The business, property and affairs of the Corporation shall be directed and managed by the Board of Directors in accordance with the Bylaws.

6. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to the Corporation's directors, officers or other private persons, except that the Corporation, subject to the provisions of the Bylaws, 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 Section 1 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7. Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to Waterbury Hospital, so long as it is at that time an organization that qualifies as an exempt organization under Section 501(c)(3) of the Code, or, if at the time of dissolution or termination of existence of the Corporation, Waterbury Hospital is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Code, to one or more charitable, scientific or educational organizations located in the State of Connecticut and qualified as exempt organizations under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Directors may determine.

8. In addition to, and not in derogation of, any other rights conferred by law, a director of the Corporation shall not be personally liable for monetary damages for breach of duty

as a director of the Corporation in an amount greater than the compensation received by the director for serving the Corporation during the year of the violation if the breach did not (a) involve any knowing and culpable violation of law by the director, (b) enable the director, or an associate of the director as defined in Section 33-840 of the Connecticut General Statutes, as amended, to receive an improper personal gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

9. Indemnification.

(a) The Corporation shall provide indemnification to any person made a party to a civil, criminal, administrative or investigative proceeding because he or she is or was a director or officer of the Corporation against liability and reasonable expenses incurred in the proceeding; provided however, that the Corporation may not indemnify a director or officer of the Corporation unless a determination has been made, on a case-by-case basis, that such indemnification is permissible under the circumstances, because the director or officer, as the case may be, has met the applicable standard of conduct set forth in Section 33-1117(a) of the Connecticut General Statutes, as such subsection may be amended from time to time. Such determination shall not be made by the court or other tribunal conducting the proceeding, or by any other court of competent jurisdiction, but shall instead be made in accordance with Section 33-1121 of the Connecticut General Statutes, as such section may be amended from time to time.

(b) The Corporation may not indemnify a director or officer of the Corporation in connection with a proceeding by or in the right of the Corporation, in which the director or officer, as the case may be, was adjudged liable to the Corporation, or in connection with any other proceeding charging improper benefit to him or her, whether or not involving official capacity, in which he or she was adjudged liable on the basis that personal benefit was received.

(c) Employees or agents of the Corporation who are not directors or officers of the Corporation may be indemnified against liability and reasonable expense in the same manner as set forth in subsections (a) and (b) above, except that the determination required by subsection (a) may in addition be made by general counsel of the Corporation, or such additional officer or officers as the Board of Directors may specify. In the case of employees or agents of the Corporation who are not directors or officers, however, the extent of indemnification may be less than the indemnification of directors and officers, even if the standard in subsection (a) is met, depending upon the extent to which the directors, committee, legal counsel, or officer making the determination conclude that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances.

10. The Corporation's initial registered office and the name of the initial registered agent are:

Registered Office

Greater Waterbury Management Resources, Inc.  
1625 Straits Turnpike  
Suite 301  
Middlebury, CT 06762

Registered Agent

Mark Aresco

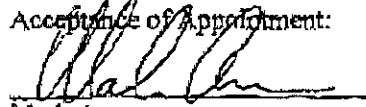
Business Address

Greater Waterbury Management  
Resources, Inc.  
1625 Straits Turnpike  
Suite 301  
Middlebury, CT 06762

Residence Address

49 Cedar Spring Road  
Burlington, CT 06103

Acceptance of Appointment:

  
Mark Aresco

11. The name and address of the sole incorporator is:

Name

Mark Aresco


Address

Greater Waterbury Management Resources, Inc.  
1625 Straits Turnpike  
Suite 301  
Middlebury, CT 06762

12. Neither the Corporation's Certificate of Incorporation nor Bylaws may be amended, replaced, or repealed unless such amendment, replacement or repeal is approved by the affirmative vote of the sole member, the Hospital.

I hereby declare, under penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at Waterbury, Connecticut this 14th day of July 2008.

  
Mark Aresco  
Sole Incorporator

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,

this 23 day of July A.D. 2008

*Susan Byrnes*

SECRETARY OF THE STATE

# CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

Office of the Secretary of the State

**MAILING ADDRESS:**  
Commercial Recording Division  
Connecticut Secretary of the State  
P.O. Box 150470  
Hartford, CT 06115-0470  
860-309-8003

**DELIVERY ADDRESS:**  
Commercial Recording Division  
Connecticut Secretary of the State  
30 Trinity Street  
Hartford, CT 06106  
860-309-8003

**FEE: \$20.00**

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**1. NAME OF CORPORATION**

Alliance Medical Group, Inc.

**2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)**

**A. AMENDED**

**B. RESTATED**

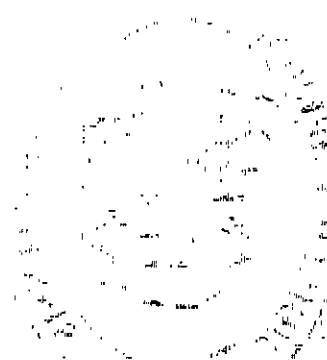
**C. AMENDED AND RESTATED**

The restated certificate consolidates all amendments into a single document.

**3. TEXT OF EACH AMENDMENT / RESTATEMENT**

The following new Section shall be added to the Certificate of Incorporation of Alliance Medical Group, Inc. (the "Corporation"):

"13 The Corporation shall operate as a "medical foundation" as defined in Connecticut Public Act No. 09-212 (the "Act") and shall act in accordance with the requirements of Sections 1 to 6, inclusive of the Act."



(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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SECRETARY OF THE STATE  
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4. VOTE INFORMATION (check A, B or C.)


A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The Amendment was duly approved by the incorporators and member approval was not required.

C. The Amendment was duly approved by the board of directors and member approval was not required.

5. EXECUTION

Dated this 31 day of March, 2010

MARK R. ARESKO	President	
Print or type name of signatory	Capacity of signatory	Signature

Revised 3/17/10