



FOLEY & LARDNER LLP

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ATTORNEYS AT LAW

111 HUNTINGTON AVENUE
BOSTON, MASSACHUSETTS 02199
617.342.4000 TEL
617.342.4001 FAX
www.foley.com

Sender's direct line: 617.226.3148
Sender's email: vneil@foley.com

CLIENT/MATTER NUMBER
088864-0105

June 3, 2011

VIA FEDERAL EXPRESS

Kimberly Martone
Director of Operations
Office of Health Care Access
State of Connecticut
410 Capitol Avenue
MS#13HCA
Hartford, CT 06134-0308

Re: Bristol Hospital Multispecialty Group, Inc.
Certificate of Incorporation

RECEIVED
2011 JUN -5 PM 12:02
CONNECTICUT OFFICE OF
HEALTH CARE ACCESS

Dear Ms. Martone:

Pursuant to my conversation with Jack of your office, enclosed please find the Certificate of Incorporation for the above-referenced Medical Foundation, as filed with the Secretary of State of Connecticut on May 27, 2011, pursuant to Chapter 594b of the Connecticut General Statutes ("Chapter 594b").

This notice and the enclosed copy of the Certificate of Incorporation are being provided in satisfaction of the filing requirements under Chapter 594b.

If you have any questions, please do not hesitate to contact either Ms. Warren at 617.226.4092 or me.

Yours sincerely,

Victoria "Tora" Neil
Paralegal

/van

Enclosures

cc: Michael L. Blau, Esquire
Adria Warren, Esquire

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CERTIFICATE OF INCORPORATION
OF
BRISTOL HOSPITAL MULTISPECIALTY GROUP, INC.

I, the Incorporator, certify that I hereby form the body politic and corporate under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes, as amended (the "Act"), as modified by the Connecticut Medical Foundation Act, Chapter 594b of the Connecticut General Statutes ("Chapter 594b") to the extent that any provisions of Chapter 594b conflict with the Act:

1. The name of the corporation (hereinafter call the "Corporation") is: BRISTOL HOSPITAL MULTISPECIALTY GROUP, INC.
2. The street address of the Corporation's initial registered office is c/o Murtha Cullina LLP, Cityplace I, 185 Asylum Street, Hartford, CT, 06103-3469.
3. The initial registered agent of the Corporation at the above-referenced initial registered office is MCR&P Service Corporation.
4. The nature of the activities to be conducted or the purposes to be promoted or carried out by the Corporation, either in the capacity of principal or agent, is as follows:
 - (a) To practice medicine and provide healthcare services to all persons, without regard to their ability to pay for such medical and other health care services, through its employees or agents who are licensed pursuant to Section 20-9 of the Connecticut General Statutes (or any corresponding Connecticut statute), as from time to time amended, and through other providers, within Hartford County, Connecticut and other communities served by The Bristol Hospital, Incorporated (the "Hospital");
 - (b) To operate at all times as a support organization to, and in furtherance of, the tax-exempt charitable missions of the Hospital and BHHCG (defined below); and
 - (c) To engage in any other lawful act or activity for which corporations may be formed under the Act and Chapter 594b.
5. The Corporation shall not have or issue shares of stock or pay dividends.
6. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

There shall be but one Member, Bristol Hospital and Health Care Group, Inc., a Connecticut corporation ("BHHCG"), which shall have all of the rights, privileges, and obligations usually or by law accorded to the members of a medical foundation pursuant to Chapter 594b and the Act and not conferred thereby or by this Certificate of Incorporation or the Bylaws of the Corporation upon the Board of Directors of the Corporation.

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- 7. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's 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 Paragraph 4 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- 8. 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 BHHCG, 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 the dissolution or termination of existence of the Corporation, BHHCG 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 BHHCG may determine.
- 9. The Corporation shall not engage in any business other than the rendering of health care services, for which it shall be specifically incorporated, and it shall not be prohibited from investing its funds in real estate, mortgages, stocks, bonds or any other types of investmtns, or from owning real or personal property incidental to the rendering of professional services.
- 10. The personal liability of a director to the Corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount that is not greater than the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate, as defined in Chapter 601, Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic 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, provided no such provision shall limit or preclude the liability of a director for any act or omission occurring prior to the effective date of such provision.

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- 11. Except as set may be forth in the Corporation's Bylaws, the Corporation shall indemnify and hold harmless, and advance any expenses to any director for liability, as defined in subdivision (5) of Section 33-1116 of the Act, to any person for any action taken, or any failure to take any action, as a director, except liability that: (A) involved a knowing and culpable violation of law by the director; (B) enabled the director or an associate, as defined in Chapter 601, Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain; (C) showed 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; (D) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; or (E) otherwise constituted conduct the indemnification of which is not permitted pursuant to the Act, provided no such provision shall affect the indemnification of or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of such provision.

[signature page follows]

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation
on the 4th day of May, 2011.



Kurt A. Barwis, Incorporator

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BRISTOL HOSPITAL MULTISPECIALTY GROUP, INC.

WRITTEN CONSENT OF INCORPORATOR

May 4, 2011

The undersigned, being the sole Incorporator of Bristol Hospital Multispecialty Group, Inc. (the "Foundation"), a Connecticut medical foundation duly incorporated under Chapter 594b, Section 33-182 of the Connecticut General Statutes (the "General Statutes"), hereby consents to the adoption of the following resolutions and agrees that said resolutions shall have the same effect as if duly adopted at a meeting of the sole Incorporator held for the purpose.

NOW, THEREFORE BE IT:

Organizational Matters

RESOLVED: That the Certificate of Incorporation of the Foundation in the form attached hereto as Exhibit A (the "Certificate"), be, and hereby is, approved and adopted; that the Certificate shall be executed by the undersigned Incorporator; that the Certificate shall be submitted to the Secretary of State of the State of Connecticut for approval and filing together with the proper filing fee; and that a copy thereof shall be entered in the record book of this Foundation.

RESOLVED: That the appropriate officers of the Foundation be, and each acting singly hereby is, authorized and directed to file a copy of the Certificate of Incorporation of the Foundation with the Office of Health Care Access in the State of Connecticut not later than 10 business days after the filing thereof with the Secretary of State pursuant to Chapter 602 of the General Statutes.

RESOLVED: That the Bylaws of the Foundation, in substantially the form of Exhibit B attached hereto (the "Bylaws"), be, and hereby are, authorized and approved.

RESOLVED: That, subject to and effective upon the organization of the Company in the State of Connecticut, Bristol Hospital and Health Care Group, Inc. (the "Parent") shall be and become the sole member of the Foundation in accordance with the Bylaws, which action shall be, and hereby is, authorized, accepted and approved.

RESOLVED: That Leonard Banco, M.D., shall be designated as an acting officer and authorized agent of the Foundation, to serve in such capacity until such time as officers are appointed in accordance with the Bylaws of the Foundation.

RESOLVED: That the fiscal year of the Foundation shall end on the last day of September of each year.

RESOLVED: That a checking account be established in the name and on behalf of the Foundation and that the appropriate officers of the Foundation be, and each acting singly hereby is, authorized to draw upon the funds deposited from time to time in such account.

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RESOLVED: That the Foundation be, and it hereby is, authorized to enter into any and all agreements with a commercial bank or financial institution and to execute, deliver and perform the terms of any instrument or other document for the borrowing of money from the bank upon such terms and conditions as the appropriate officers of the Foundation, or each acting singly, shall in each such officer's discretion determine; and that the Foundation be, and it hereby is, authorized to adopt any and all resolutions which the bank requires to be adopted by the Foundation with respect to any loan; and the appropriate officers of the Foundation be, and each hereby is, authorized and directed to execute and deliver any and all agreements, instruments and other documents necessary or convenient to effect the provisions and purposes of this resolution.

RESOLVED: That the appropriate officers of the Foundation be, and each acting singly hereby is, authorized, empowered and directed to take whatever action(s) (including, without limitation, the execution and delivery of agreements or instruments) which is, in the sole discretion of the officer so acting, necessary or convenient to carry out the intents and purposes of the preceding votes, the taking of any such action(s) to be conclusive evidence of such approval and the authority of such officer so to act.

Merger with Greater Bristol Primary Care Group, P.C.

RESOLVED: That that certain Plan of Merger, by and between the Foundation and Greater Bristol Primary Care Group, P.C., a Connecticut professional corporation ("GBPCG"), in substantially the form of Exhibit C attached hereto ("the "Plan of Merger"), pursuant to which GBPCG shall merge with and into the Foundation (the "Merger") and the Foundation shall be the surviving corporation (the "Surviving Corporation"), retaining the Bylaws, Directors and officers of the Foundation, but the tax identification number of GBPCG, and holding all of the rights and all of the obligations of GBPCG and the Foundation, be, and hereby is, approved and adopted; such GBPCG Merger to be effective subject to and following the consummation of the effectiveness in the State of Connecticut of the merger of Central Connecticut Medical Management, Inc., a taxable Connecticut corporation ("CCMM") with and into GBPCG.

RESOLVED: That in connection with the Merger, that certain Certificate of Merger, in substantially the form attached hereto as Exhibit D (the "Certificate of Merger"), be, and hereby is, approved.

RESOLVED: That in connection with the Merger, the appropriate officers of the Corporation be, and each acting singly hereby is, authorized, empowered and directed, to take all actions necessary or appropriate to execute and deliver the Plan of Merger herein approved, in the name and on behalf of the Corporation, in or substantially in such form, with such changes therein as the officer so acting may by his or her execution thereof approve; and to take all actions necessary or appropriate to execute, deliver and file with the Secretary of State of the State of Connecticut the Certificate of Merger herein approved, in the name and on behalf of the

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Foundation, each, in or substantially in such form, with such changes therein as the officer so acting may by his or her execution thereof approve, and to effect the Mergers contemplated thereby.

General

RESOLVED: That the Incorporator and/or the appropriate officers of the Corporation be, and each of them individually hereby is, authorized and empowered, (i) to prepare or cause to be prepared, execute, enseal and deliver or cause to be delivered, in the name and on behalf of the Corporation, any and all documents, agreements and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such individual may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of the Corporation, as may in the judgment of any such individual so acting be necessary or appropriate in connection with, or in furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such individual's authority hereunder to so act.

RESOLVED: To ratify, confirm and approve all actions taken or to be taken by the Incorporator and/or the officers of the Corporation in connection with any and all of the transactions referred to in or contemplated by the foregoing resolutions.

[Signature Page Follows]

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Executed as of the date first written above:



Name: Kurt A. Barwis
Title: Incorporator

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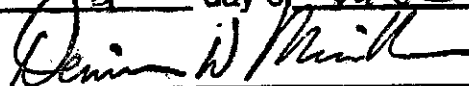
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STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

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 2nd day of June A.D. 2011



SECRETARY OF THE STATE