

11-03-MF

WIGGIN AND DANA

Counsellors at Law

Wiggin and Dana LLP
One Century Tower
P.O. Box 1832
New Haven, Connecticut
06508-1832
www.wiggin.com

Rebecca A. Matthews
203.498.4502
203.782.2889 fax
rmatthews@wiggin.com

November 21, 2011

VIA FEDERAL EXPRESS

Office of Health Care Access
Department of Public Health
410 Capitol Avenue
MS #13HCA
Hartford, CT 06134

RECEIVED
NOV 22 AM 11:33
CONNECTICUT OFFICE OF
HEALTH CARE ACCESS

Re: Eastern Connecticut Medical Professionals Foundation, Inc.

Ladies and Gentlemen:

On behalf of Eastern Connecticut Medical Professionals Foundation, Inc. (the "ECHN Medical Foundation"), and as required by §33-182bb(b) of the Connecticut General Statutes, I am enclosing for filing a copy of ECHN Medical Foundation's Amended and Restated Certificate of Incorporation (the "Certificate").

As you will see from the Certificate, effective as of November 17, 2011, the entity formerly known as ECHN Health Services, Inc. changed its name to ECHN Medical Professionals Foundation, Inc. and established itself as a medical foundation affiliated with the Eastern Connecticut Health Network.

Please let me know if you have any questions or need further information.

Very truly yours,



Rebecca A. Matthews

Enclosure

cc: Kevin G. Murphy
Stuart G. May

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

NOVEMBER 18, 2011

CSC THE UNITED STATES CORPORATION
59 DOGWOOD ROAD
WETHERSFIELD, CT 06109

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

ECHN HEALTH SERVICES, INC.

Work Order Number: 2011282997-005
Business Filing Number: 0004473047
Type of Request: CERTIFICATE OF AMENDMENT
File Date/Time: NOV 17 2011 02:00 PM
Effective Date/Time: NOV 17 2011 02:00 PM
Work Order Payment Received: 625.00
Payment Received: 70.00

Business Id: 0158964

ANNA GOLDBLATT
Commercial Recording Division
860-509-6105
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER:2011282997-005
BUSINESS FILING NUMBER: 0004473047

BUSINESS NAME:

EASTERN CONNECTICUT MEDICAL PROFESSIONALS FOUNDATION, INC.

BUSINESS LOCATION:

NONE

MAILING ADDRESS:

C/O ECHN LEGAL DEPT.
71 HAYNES ST
MANCHESTER, CT 06040

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:PETER J. KARL
TITLE:PRES & CEO

NAME:JOEL J. REICH, M.D.
TITLE:TRUSTEE

NAME:KEVIN G. MURPHY
TITLE:CHAIR

** END OF REPORT **



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: WWW.CCRICORP-SOLS.CT.GOV

**CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION**

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Rebecca A. Matthews, Esq. ADDRESS: Wiggan and Dana LLP 265 Church Street, 17th Floor CITY: New Haven STATE: CT ZIP: 06510</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>ECHN Health Services, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>Please see attached.</p>	

FILING #0004473047 PG 02 OF 06 VOL B-01577
 FILED 11/17/2011 02:00 PM PAGE 01122
 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (CHECK A, B or C)

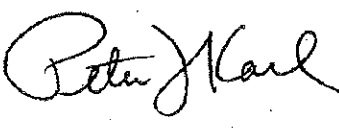
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

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 12th DAY OF November, 2011

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Peter J. Karl	President and Chief Executive Officer	

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ECHN HEALTH SERVICES, INC.

1. The name of the corporation shall hereafter be **Eastern Connecticut Medical Professionals Foundation, Inc.** (the "Corporation").

2. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific, and educational 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, or of any corresponding provision of any future United States Internal Revenue Law (the "Code"), and shall include the following:

(a) To provide professional medical services to the patients of Eastern Connecticut Health Network, Inc., its affiliated hospitals (the "Hospitals"), and other tax-exempt affiliates of Eastern Connecticut Health Network, Inc., and to other individuals in the Hospitals' service areas; provided, however, that all professional medical services rendered by the Corporation shall be rendered only through individuals who are authorized by the laws of the State of Connecticut to render professional medical services;

(b) To promote and support the charitable mission and purposes of the Hospitals by providing professional medical services to their patients and engaging in educational activities related to patient care and the promotion of good health;

(c) To carry on additional activities related to rendering of care to the sick or injured or to the promotion of the health of the community;

(d) To invest the funds of the Corporation in stocks, bonds, real estate, mortgages, or any other type of investment, and to own real property incident to the rendering of professional medical services; and

(e) To otherwise engage in any lawful act or activity for which a medical foundation may be organized under Chapter 594b or for which a corporation may be organized under the Revised Nonstock Corporation Act of the State of Connecticut (the "Act").

Eastern Connecticut Health Network, Inc., the sole member of the Corporation, has elected to bring the Corporation within the provisions of Chapter 594b of the Connecticut General Statutes.

3. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

4. The Corporation shall have one member (the "Member"), which shall be Eastern Connecticut Health Network, Inc., a Connecticut nonstock nonprofit corporation that is the parent corporation of a "health system" as defined in Section 33-182aa(3) of the Connecticut General Statutes. The Member shall have the right to adopt bylaws (the "Bylaws") for the conduct of the affairs of the Corporation and the right to elect the Board of Directors of the Corporation in accordance with the Corporation's Bylaws, and shall have all of the other rights, powers and privileges usually or by law accorded to the members of a nonstock nonprofit corporation and not conferred thereby or by the Corporation's Certificate of Incorporation or Bylaws upon the Board of Directors of the Corporation.

5. Subject to the rights and powers of the Member, the Corporation shall operate under the management of its Board of Directors. The Bylaws shall prescribe the number, qualifications (if any) and manner of election of the Directors of the Corporation. The Bylaws may provide that persons occupying certain positions within or without the Corporation shall be ex-officio members of the Board of Directors, who may vote and be counted in determining a quorum as may be provided in the Bylaws. As may be further provided in the Bylaws, the terms of elected Directors may be staggered by dividing the elected Directors into up to three (3) groups so that approximately an equal number of such Directors have terms that expire each year.

6. 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 2 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 (or in opposition to) 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 taxation 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 its property and assets shall, subject to any donor restrictions and 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 the Member. In the event that the Member is not then in existence or is not then qualified as a section 501(c)(3) organization, the Board of Directors shall deliver, convey and pay over all of its property and assets to the Hospital, or if it is not then in existence or so qualified, to one or more organizations selected by the Board of Directors, each of which at the time of such grant qualifies as an exempt organization under section 501(c)(3) of the Code and each of which maintains purposes and engages in activities deemed by the Board of Directors to be consistent with the purposes of the Corporation, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Directors may determine.

8. The personal liability of a Director of the Corporation to the Corporation for monetary damages for breach of duty as a Director of the Corporation shall be limited to the fullest extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the effect of the preceding sentence, no Director of the Corporation shall be personally liable to the Corporation 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 such breach did not (i) involve a knowing and culpable violation of law by the Director; (ii) enable the Director, or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) 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 (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. No amendment to, or modification or repeal of, this Paragraph 8 shall adversely affect any right or protection of a Director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Paragraph 8 shall be construed to deny to the Directors of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

9. (a) The Corporation shall, to the fullest extent permitted by law, indemnify its Directors from and against any and all of the liabilities, expenses and other matters referenced in or covered by the Act, or any other applicable laws presently or hereafter in effect. In furtherance and not in limitation thereof, the Corporation shall indemnify a Director for a liability, as defined in Section 33-1116(4) of the Act, to any person for any action taken, or any failure to take any action, as a Director, except a liability that (i) involved a knowing and culpable violation of law by the Director, (ii) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (iii) 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, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

(b) In addition to the foregoing, the Corporation shall provide to its Directors and officers the full amount of indemnification that the Corporation is permitted to provide to such Directors and officers pursuant to Sections 33-1116 to 33-1124, inclusive, of the Act or any other applicable laws presently or hereafter in effect. Expenses (including attorneys' fees) incurred by a Director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such officer or Director of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under Paragraph 8 of this Amended and Restated Certificate of Incorporation and (ii) an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that such Director or officer is not entitled to be indemnified by the Corporation as authorized in this Paragraph 9. Such expenses (including attorneys' fees) incurred by other employees and agents of the Corporation may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Paragraph 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(d) No amendment to or repeal of this Paragraph 9 shall apply to or have any effect on the indemnification of any Director or officer for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a Director or officer in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

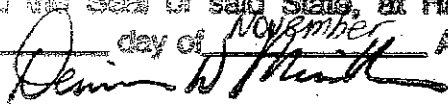
10. References in this Certificate of Incorporation to the Act shall be deemed to include amendments adopted from time to time to such Act, and references to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or as the same may hereafter be amended from time to time.

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 18th day of November A.D. 2011



SECRETARY OF THE STATE

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