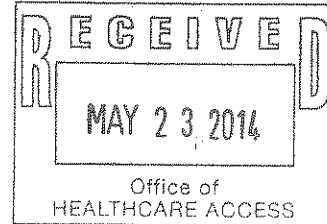


14-02-MF



May 21, 2014

VIA FEDERAL EXPRESS

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

Re: Northeast Medical Group, Inc.

Ladies and Gentlemen:

On behalf of Northeast Medical Group, Inc. ("NEMG"), and as required by §33-182bb(b) of the Connecticut General Statutes, enclosed is a copy of NEMG's Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate") which was filed with the Connecticut Secretary of the State on May 16, 2014.

The Amended and Restated Certificate confirms NEMG's relationship with the Yale New Haven Health System and updates various provisions, including the provisions regarding indemnification of trustees.

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

Very truly yours,

Robert A. Nordgren, M.D.

Enclosure


cc: Jennifer N. Willcox
Rebecca A. Matthews

226 Mill Hill Avenue
Bridgeport, CT 06610
203-339-6499

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 16th day of May A.D. 2014



SECRETARY OF THE STATE

AG

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

MAY 16, 2014

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:

NORTHEAST MEDICAL GROUP, INC.

WORK ORDER NUMBER: 2014144713-003
BUSINESS FILING NUMBER: 0005107616
TYPE OF REQUEST: CERTIFICATE OF AMENDMENT
FILE DATE/TIME: MAY 15 2014 03:00 PM
EFFECTIVE DATE/TIME: MAY 16 2014 12:01 AM
WORK ORDER PAYMENT RECEIVED: 1085.00
PAYMENT RECEIVED: 70.00

BUSINESS ID: 0264967

ANNA GOLDBLATT
Commercial Recording Division
860-509-6003
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER:2014144713-003
BUSINESS FILING NUMBER: 0005107616

BUSINESS NAME:

NORTHEAST MEDICAL GROUP, INC.

BUSINESS LOCATION:

226 MILL HILL AVE
BRIDGEPORT,CT 06610

MAILING ADDRESS:

226 MILL HILL AVE
BRIDGEPORT,CT 06610

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:PETER HERBERT
TITLE:CHAIRMAN/SR.VP

NAME:JAMES M. STATEN
TITLE:TREASURER/EXEC.VP

NAME:GAYLE L. CAPOZZALO
TITLE:SECRETARY/EXEC.VP

** END OF REPORT **



SECRETARY OF THE STATE

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION

PHONE: 860-509-5000

WEBSITE: www.commercial.ct.gov

**CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION**

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 6 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):		FILING FEE: \$20
NAME:	Rebecca Matthews	MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
ADDRESS:	Wiggin and Dana LLP 295 Church Street, 17th Floor	
CITY:	New Haven	
STATE:	CT ZIP: 06510	
1. NAME OF CORPORATION: Northeast Medical Group, Inc.		
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):		
<input type="checkbox"/> A. AMENDED		
<input type="checkbox"/> B. RESTATED		
<input checked="" type="checkbox"/> C. AMENDED AND RESTATED		
THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT		
3. TEXT OF EACH AMENDMENT / RESTATEMENT:		
The Certificate of Incorporation is amended and restated in its entirety to read as set forth on Exhibit A, such amendment and restatement to be effective as of 12:01 a.m. on May 16, 2014.		

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 2nd DAY OF May, 2014

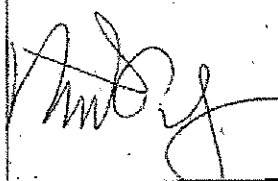
NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Robert A. Nordgren, M.D.	Chief Executive Officer	

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

NORTHEAST MEDICAL GROUP, INC.

§1. **Name.** The name of the Corporation shall hereafter be: NORTHEAST MEDICAL GROUP, INC. (the "Corporation").

§2. **Purposes.** 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 amended (the "Code"), and shall include the following:

(a) to operate and maintain one or more offices or facilities for the study, diagnosis and treatment of human ailments and injuries by licensed persons;

(b) to render medical and surgical treatment, consultation or advice by employees or agents of the Corporation who are physicians licensed under Chapter 370 of the Connecticut General Statutes, chiropractors licensed under Chapter 372 of the Connecticut General Statutes or podiatrists licensed under Chapter 375 of the Connecticut General Statutes, to patients without regard to race, color, creed, sex, age or ability to pay for such care and services;

(c) to promote, enhance, improve, and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation, including, for so long as such providers are affiliated with Yale-New Haven Health Services Corporation, Bridgeport Hospital, Greenwich Hospital, Yale-New Haven Hospital and such other providers that may affiliate with Yale-New Haven Health Services Corporation in the future (the "Affiliated Delivery Networks") and throughout the communities they serve;

(d) to promote, enhance, improve and augment the quality of medical and clinical education and patient care at Affiliated Delivery Networks and at any other sites determined by the Corporation;

(e) to promote and enhance a high quality of medical care and other human services for the benefit of all persons in the communities it serves;

(f) to augment the planning process for the promotion of the general well-being and human health needs of the communities it serves;

(g) to solicit, accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disperse or donate the income or principal thereof for exclusively charitable and educational purposes in such

manner as, in the judgment of the Board of Trustees and the member of the Corporation, will best promote the purposes of the Corporation;

(h) to contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wheresoever situated, as may be necessary to promote and further the purposes and objectives of the Corporation; and

(i) to engage in any lawful act or activity for which a medical foundation may be organized under Chapter 594b of the General Statutes of Connecticut or for which a nonstock corporation may be organized under Chapter 602 of the General Statutes of Connecticut.

The member of the Corporation has elected to bring the Corporation within the provisions of Chapter 594b of the General Statutes of Connecticut.

In furtherance of the purposes set forth herein, the Corporation shall (i) participate as an integral part of the integrated health care delivery system known as the Yale New Haven Health System (the "System"), which System provides, through the corporation and its affiliates, comprehensive, cost effective, advanced patient care characterized by safety and clinical and service quality; and (ii) fund and promote activities and programs of the System, including activities and programs of its affiliates, consistent with and in furtherance of the corporation's charitable purposes and the charitable purposes of all System affiliates.

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

§4. Member. The Corporation shall have but one voting member. The member shall be Yale-New Haven Health Services Corporation, a "Health System" as defined in Section 33-182aa of the Connecticut General Statutes. The member shall have the rights, powers and privileges provided in the Corporation's Bylaws and by Connecticut law, including certain expressly reserved powers and retained rights described in the Bylaws.

§5. Duration. The duration of the Corporation shall be perpetual.

§6. Board of Trustees. Subject to the rights, powers and privileges of the member, the Corporation shall operate under the management of its Board of Trustees. The Bylaws may provide that certain persons occupying certain positions within or without the Corporation shall be ex-officio trustees, who may be counted in determining a quorum and may have the right to vote as may be provided in the Bylaws. As may be further provided in the Bylaws, the terms of elected trustees may be staggered by dividing the elected trustees into up to three groups so that approximately an equal number of such trustees have terms that expire each year. Trustees may be removed by the member for cause as set forth in the Bylaws.

§7. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's trustees, 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 Section 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 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.

§8. Dissolution. Upon the dissolution or termination of the existence of the Corporation, all of its property and assets, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, shall 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 Yale-New Haven Health Services Corporation, or, if at the time of the dissolution or termination of the existence of the Corporation, Yale-New Haven Health Services Corporation is not in existence or does not qualify as exempt under Section 501(c)(3) of the Code, to any organization (or organizations) that qualifies as an organization exempt 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 Trustees may determine.

§9. Limitation of Liability of Trustees. In addition to and not in derogation of any other rights conferred by law, a Trustee shall not be personally liable for monetary damages for breach of duty as a Trustee in an amount greater than the amount of compensation received by the Trustee for serving the Corporation during the year of the violation, provided that such breach did not (a) involve a knowing and culpable violation of law by the Trustee, (b) enable the Trustee or an associate, as defined in 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 Trustee to the Corporation under circumstances in which the Trustee was aware that his/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 Trustee's duty to the Corporation. Any lawful repeal or modification of this Section 9 or the adoption of any provision inconsistent herewith by the Board of Trustees or member of the Corporation shall not, with respect to a person who is or was a Trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith. The limitation of liability of any person who is or was a Trustee provided for in this Section 9 shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law.

§10. Indemnification. The Corporation shall provide its Trustees with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Connecticut Revised Nonstock Corporation Act. In furtherance of the foregoing, the Corporation shall indemnify its Trustees against liability as defined in Section 33-1116(4) of the Connecticut General Statutes to any person for any action taken, or any failure to take any action, as a Trustee, except liability that (1) involved a knowing and culpable violation of law by the Trustee, (2)

enabled the Trustee or an associate to receive an improper personal economic gain, (3) showed a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation.

The Corporation may indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a Trustee, or who is a Trustee but is made a party to a proceeding in his or her capacity solely as an officer, employee or agent, to the same extent as the Corporation is permitted to provide the same to a Trustee; and may indemnify and advance expenses to such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Trustee, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

§11. Amendment of Bylaws. The Bylaws of the Corporation may be amended or repealed, and new Bylaws may be adopted, only with the approval of the Board of Trustees and the member.