

**St. Vincent's**  
Medical Center

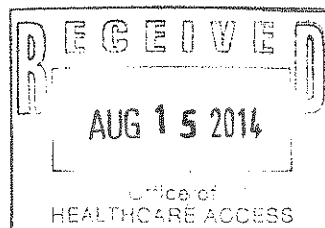


14-03-MF

**VIA FEDERAL EXPRESS**

August 14, 2014

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



**RE: St. Vincent's Multispecialty Group, Inc.**

Dear Ms. Martone:

St. Vincent's Multispecialty Group, Inc. ("SVMG") is a medical foundation formed on August 10, 2009.

Pursuant to Conn. Gen. Stat. § 33-182bb(b), a copy of the Certificate of Amendment of the SVMG Certificate of Incorporation, filed with the Connecticut Secretary of State on August 6, 2014, is enclosed for OHCA's records.

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

Very truly yours,

Peter H. Struzzi  
Vice President and General Counsel

PHS/jb

Enclosure



**SECRETARY OF THE STATE (**

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECT

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06103

PHONE: 860-509-6003

WEBSITE: [WWW.CDNRECORD-SOLS.CT.GOV](http://www.cdnrecord-sols.ct.gov)

SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT  
NONSTOCK CORPORATION**

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

<p><b>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</b></p> <p>NAME: St. Vincent's Medical Center</p> <p>ADDRESS: Peter H. Struzzi, Vice President &amp; General Counsel 2800 Main Street</p> <p>CITY: Bridgeport</p> <p>STATE: CT ZIP: 06606</p>	<p><b>FILING FEE: \$20</b></p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p><b>1. NAME OF CORPORATION:</b></p> <p>St. Vincent's Multispeciality Group, Inc.</p>	
<p><b>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</b></p> <p><input type="checkbox"/> A. AMENDED</p> <p><input type="checkbox"/> B. RESTATED</p> <p><input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p><b>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</b></p> <p>Annexed hereto as Exhibit A and made a part hereof is the text of the amendment and restatement to the Certificate of Incorporation of the Corporation (the "Restated Certificate"). The Restated Certificate contains amendments to Articles 2, 9 and 10 of the Existing Certificate of Incorporation (the "Existing Certificate"): Articles 2, 9 and 10 of the Existing Certificate have been amended to read in their entireties as set forth in Articles 2, 9 and 10, respectively, of the Restated Certificate.</p>	

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

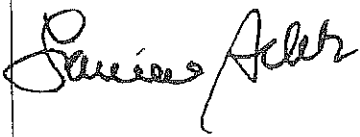
**A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.**

**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 28<sup>th</sup> DAY OF July, 2014

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Lawrence Schek, M.D.	President & CEO	

## EXHIBIT A

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

## ST. VINCENT'S MULTISPECIALTY GROUP, INC.

1. The name of the corporation is St. Vincent's Multispecialty Group, Inc. (hereinafter referred to as the "Corporation").

2. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension Health Alliance, each a Missouri nonprofit corporation ("Ascension Health"). The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation further shall at all times be consistent with and guided by the moral and ethical standards of professional care and the teachings of the Roman Catholic Church and with its religious sponsorship by the sponsor of Ascension Health (the "Sponsor"). The purposes and activities of the Corporation shall be carried out in conformity with the *Ethical and Religious Directives for Catholic Health Care Services* as approved from time to time by the United States Conference of Catholic Bishops and as implemented by the local ordinary. Such purposes and activities, which shall be carried out exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Sponsor and St. Vincent's Health Services Corporation, St. Vincent's Medical Center, St. Vincent's Medical Center Foundation, Inc. and St. Vincent's Special Needs Center, Inc., shall include the following:

(a) To establish, maintain, sponsor, and promote activities relating to human health and well-being.

(b) To establish, maintain, sponsor, and promote education and research programs and activities relating to human health and well-being.

(c) To participate in any activity designed and carried on to promote the general health of the community.

(d) To integrate certain physicians and other health care professionals employed by or under contract with St. Vincent's Medical Center (a Connecticut corporation and the Sole Member of this Corporation) into an efficient and cost-effective entity operating as a "medical foundation" as defined in Chapter 594b of the Connecticut General Statutes and promoting oversight and organization of the clinical services offered to the community by such physicians and other health care professionals.

(e) To benefit the health status of the community serviced by St. Vincent's Medical Center by promoting the quality and cost-effectiveness of the St. Vincent's Medical Center health care delivery system through the integration into one entity of certain physicians and other health care professionals who are employed by or under contract with St. Vincent's Medical Center and who render services on or off the St. Vincent's Medical Center campus, and in connection therewith, to establish integrated information and billing systems that provide data and information to health care providers, payors and consumers.

(f) To further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, or sponsored by the Sponsor and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.

(g) To raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.

(h) To acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Article.

(i) To contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.

(j) To serve as the controlling entity of Subsidiary Organizations (as defined in the Bylaws of the Corporation) that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations.

(k) To support institutions sponsored by the Sponsor, both within and without the State of Connecticut, and cooperate with other Ascension Health institutions.

(l) To promote cooperation and exchange of knowledge and experience among the various ministries of the Sponsor within the health care mission.

(m) To otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Revised Nonstock Corporation Act of Connecticut, as now in effect or as it may hereafter be amended or superseded (the "RNCA"), 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 herein.

(ii) 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.

(iii) Notwithstanding any other provisions of this Certificate of Incorporation or the Bylaws of the Corporation, the Corporation shall only operate for charitable purposes and in furtherance of its supported organizations, and 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.

(n) In general, to possess and exercise all powers and privileges granted by the RNCA or by this Certificate of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or aims of the Corporation, which shall in all cases be limited exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code; provided, however, that none of the foregoing powers shall be exercised other than for the benefit of, to perform the functions of, or to carry out the purposes of the Sponsor and St. Vincent's Health Services Corporation, St. Vincent's Medical Center, St. Vincent's Medical Center Foundation, Inc. and St. Vincent's Special Needs Center, Inc.

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

4. The Sole Member of the Corporation is St. Vincent's Medical Center. In accordance with the provisions of Section 33-1080 of the RNCA, certain rights and powers respecting the activities, property and affairs of the Corporation are reserved to the Sole Member, all as more fully set forth in the Bylaws of the Corporation.

5. The Chief Executive Officer of the Corporation, who shall also serve as the President of the Corporation, the Chief Executive Officer of St. Vincent's Medical Center and the Chief Medical Officer of St. Vincent's Medical Center, shall serve as Directors of the Corporation ex officio, with the right to vote and the right to be counted in determining a quorum. The non-ex officio Directors of the Corporation shall be divided into three groups, with each group containing approximately the same percentage of the total. Initially, the term of the

first group shall expire after one year, the second, after two years and the third, after three years. Thereafter, the Directors of each group shall serve for a term of three years and until their respective successors are duly elected and qualified.

6. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of St. Vincent's Medical Center) and in accordance with the following:

(a) The paying of or the making of provision for the payment of all of the liabilities of the Corporation, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

(b) Subject to compliance with the dissolution principles of Ascension Health, all assets of the Corporation remaining after the payment of all of the liabilities of the Corporation shall be distributed to St. Vincent's Medical Center or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by St. Vincent's Health Services Corporation, the sole member of St. Vincent's Medical Center, and consistent with Connecticut law governing the dissolution of a Connecticut non-stock corporation and the treatment of charitable assets.

(c) Any other assets of the Corporation not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets of the Corporation not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(d) Notwithstanding anything to the contrary set forth herein, the disposition of the assets of the Subsidiary Organizations of the Corporation shall be in accordance with the Governing Documents (as defined in the Bylaws of the Corporation) of such Subsidiary Organizations.

7. The personal liability of a Director to the Corporation or the Sole Member, shall be limited to the fullest extent permitted by Section 33-1026(b)(4) of the RNCA. If the RNCA is hereafter amended or superseded to incorporate provisions further eliminating or limiting the personal liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the RNCA, as so amended or superseded. This Article shall not limit or preclude the liability of a Director for any act or omission occurring prior to its adoption. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation of the Corporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

8. The Corporation shall indemnify a Director of the Corporation for liability to any person for any action taken, or any failure to take any action, as a Director of the Corporation to the fullest extent permitted by Section 33-1026(b)(5) of the RNCA. If the RNCA is hereafter amended or superseded to incorporate provisions providing greater indemnification of a director for liability, then the Corporation shall provide such greater indemnification to the fullest extent permitted by the RNCA, as so amended or superseded. Nothing in the foregoing, however, shall affect the right to indemnification of or advance of expenses to a Director of the Corporation for any liability stemming from acts or omissions occurring prior to the effective date of the adoption of this Article. Neither the amendment or repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article shall affect the indemnification of or advance of expenses to a Director of the Corporation for any liability stemming from acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision. For purposes of this Article, the terms "Director" and "liability," as they relate to a Director of the Corporation and liability incurred by such a Director in his capacity as a Director of the Corporation, shall have the respective meanings ascribed to the terms "director" and "liability" in Section 33-1116 of the RNCA, as now in effect or as it may hereafter be amended or superseded.

9. 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, St. Vincent's Medical Center.