



Western Connecticut
Health Network

Danbury Hospital · New Milford Hospital · Norwalk Hospital

April 14, 2016

Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS#13HCA
P.O. Box 340308
Hartford, CT 06134-0308



Re: Notification Regarding the Change in Name
of Western Connecticut Health Network Foundation, Inc.

Dear Ms. Martone,

We are writing to inform you that as of April 11, 2016, Western Connecticut Health Network Foundation, Inc. formally changed its name to Danbury Hospital & New Milford Hospital Foundation, Inc. The Certificate of Incorporation and By-Laws have been amended and filed with the State to reflect the new name.

If you should have any questions regarding this name change, please contact Mary Mastrocola at (203) 739-7270. In the meantime, if we do not receive a response from you, we will assume that your agency does not consider any additional notifications or filings to be necessary.

Thank you for your attention to this matter.

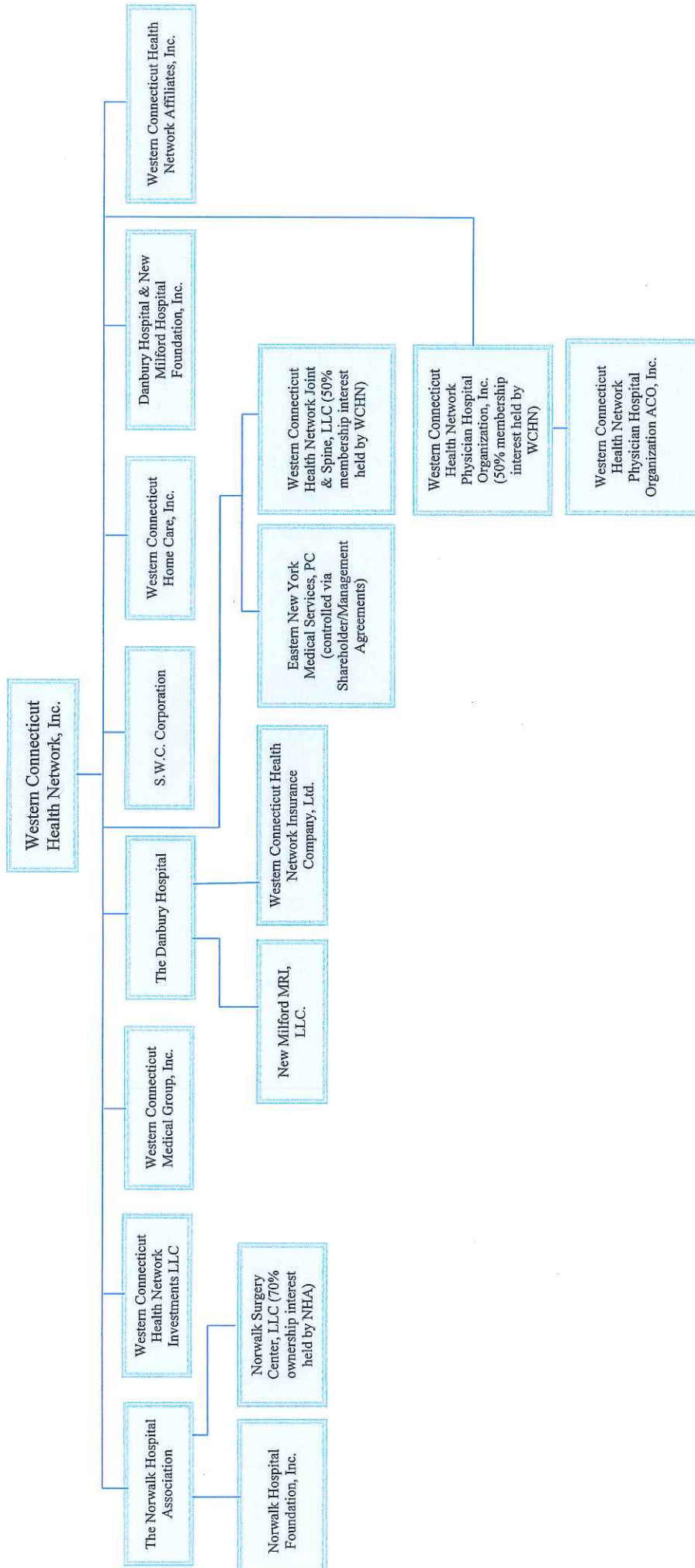
Sincerely,


Grace M. Linhard
Chief Development Officer

Attachments: *Secretary of the State of Connecticut Business Filing*
Revised WCHN Organizational Chart

Western Connecticut Health Network, Inc.

As of 4/11/2016



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

04/12/2016

Attn: DAVID O'MEARA
ROBINSON & COLE
280 TRUMBULL STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

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

Business Name: DANBURY HOSPITAL & NEW MILFORD HOSPITAL FOUNDATION, INC.
Type of Request: AMEND NAME

Work Order Number	: 2016113344-001	Business Filing Number	: 0005535631
Filing Date/Time	: 04/11/2016 04:00 PM	Effective Date/Time	: 04/11/2016 04:00 PM
Work Order Payment Total	: \$70.00	Payment Received	: \$70.00
Credit on Account	: \$6,434.00	Customer ID	: 000000414
Business ID	: 0053644		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

FRANK GOULD
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



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 06108

PHONE: 860-509-6003

WEBSITE: www.concord-sots.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: David F. O'Meara, Paralegal</p> <p>ADDRESS: Robinson & Cole LLP 280 Trumbull Street</p> <p>CITY: Hartford</p> <p>STATE: CT ZIP: 06103</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>WESTERN CONNECTICUT HEALTH NETWORK FOUNDATION, INC.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</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>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>On March 24, 2016, the corporation duly adopted resolutions to amend and restate the Certificate of Incorporation of the corporation in its entirety, including a change of the corporation's name to "Danbury Hospital & New Milford Hospital Foundation, Inc." The text of the Amended and Restated Certificate of Incorporation in its entirety is set forth on Exhibit A, attached hereto and made a part hereof.</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 11th DAY OF April, 2016

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Cardyn McKenna	Sr VP and General Counsel	x Cardyn McKenna

EXHIBIT A

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

of

DANBURY HOSPITAL & NEW MILFORD HOSPITAL FOUNDATION, INC.

The board of directors of Danbury Hospital & New Milford Hospital Foundation, Inc. hereby amends and restates its certificate of incorporation pursuant to the Connecticut Revised Nonstock Corporation Act (the "Act"). References included in this certificate to provisions of the "Internal Revenue Code" shall be deemed to refer to provisions of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of future federal law.

1. **Name.** The name of the corporation is Danbury Hospital & New Milford Hospital Foundation, Inc. (the "Corporation").
2. **Nonprofit Corporation.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation or by applicable statute.
3. **Membership.** The Corporation is a membership corporation. The Corporation's sole member shall be Western Connecticut Health Network, Inc. (the "Member"), a corporation organized under the Connecticut Revised Nonstock Corporation Act. In accordance with this certificate of incorporation and the bylaws of the Corporation, the Member shall have the exclusive right (i) to elect the Corporation's board of directors and to appoint individuals to fill vacancies on the board of directors; (ii) to remove any director with or without cause; (iii) to amend the Corporation's bylaws; and (iv) to approve fundamental changes as set forth in Article 9. In addition, the Member shall have all of the other rights, privileges, and obligations which are accorded to the Member under the Corporation's bylaws or under Connecticut law.
4. **Registered Agent.** The Corporation's registered agent is on file with the office of the Secretary of the State of Connecticut. The Corporation's registered agent is R&C Service Company, 280 Trumbull Street, Hartford, CT 06103.

5. **Purpose.** The nature of the activities to be conducted, or 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, and shall be:

To assist the Member and the organizations from time to time affiliated with the Member that qualify as exempt organizations under Section 501(c)(3) of the Code:

(1) By soliciting and receiving contributions, grants, donations, bequests and devises for the purposes of this Corporation or any one or more of said organizations;

(2) By accepting, holding, investing, reinvesting and administering any contributions, grants, donations, bequests and devises received for said purposes;

(3) By making distributions in furtherance of the purposes of any one or more of said organizations; and

(4) Subject to the foregoing limitations and those set forth in Article 8 below, by engaging in any lawful act or activity for which a corporation may be organized under the Act.

6. **Board of Directors.** The activities, business, property and affairs of the Corporation shall be managed by a board of not less than three directors appointed by the Member, and ex-officio directors, as may be further provided in the Corporation's bylaws.

7. **Limitation on Liability of Directors.** The personal liability of a director to the Corporation, or its Member, for monetary damages for breach of duty as a director shall be limited to the amount of compensation, if any, received by the director for serving the Corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by Section 33-1026(b)(4) of the Act.

Nothing contained in this Article 7 shall be construed to deny a director of the Corporation the benefit of Section 52-557m of the General Statutes of Connecticut, or of any other limitation of liability available to such director under law. Any repeal or modification of this Article 7 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. **Limitations.** Notwithstanding any other provision of this certificate of incorporation:

(a) The Corporation shall at all times be organized and operated exclusively for religious, charitable, scientific, literary, educational or other purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code;

(b) 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, provided that the Corporation may pay reasonable compensation for services actually rendered, may reimburse reasonable expenses actually incurred by any such persons, and may make payments and distributions, to the extent reasonable and necessary, in furtherance of the purpose set forth in Article 5 above;

(c) No substantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office; and

(d) The Corporation shall not conduct any activities, nor exercise any power, not permitted to be conducted by a corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Internal Revenue Code, or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

9. **Fundamental Changes.** Subject to the approval of the Member, the directors, by the affirmative vote of no less than two-thirds of all directors present at a duly held meeting of the Board at which a quorum is present, provided notice of such proposal shall have been provided to all directors at least seven (7) days before such meeting, may:

(a) Amend this certificate of incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Corporation for federal gift, estate, or income tax purposes, or permit the conduct of affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code;

(b) Transfer substantially all of the Corporation's assets to, or merge the Corporation with, another corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Internal Revenue Code, and formed for purposes similar to those of the Corporation;

(c) Sell or mortgage substantially all of the assets of the Corporation; and

(d) Dissolve the Corporation.

The directors of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to directors of a Connecticut nonstock corporation except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation.

10. **Indemnification.** The Corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability of a sort for which indemnification is not permitted by Section 33-1026(b)(5) of the Act. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not directors to the same

extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

11. **Dissolution**. The existence of the Corporation shall be perpetual unless sooner dissolved. If the Corporation is dissolved, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement or other document) to the Member, provided that the Member is at that time an organization exempt from taxation as an organization described under Section 501(c)(3) of the Internal Revenue Code, and elects to accept such assets. If the Member is not so exempt, if it is not in existence at that time, or if it is unable or unwilling to accept such assets, then all of the Corporation's remaining assets shall be distributed for use restricted to the purposes substantially similar to those set forth in this certificate of incorporation to one or more organizations organized and operated for religious, charitable, scientific, literary, educational or other purpose set forth in Section 501(c)(3) of the Internal Revenue Code, in such proportions as the board of directors (or if the board of directors fails to act a court of competent jurisdiction) may determine.