



**Saint Raphael
Healthcare System**

10-03-MF

659 George Street • New Haven, Connecticut 06511 • www.srhs.org

2010 MAY 27 A 11: 15

J.C. Lubin-Szafranski
*Vice President
General Counsel*

203.789.3336
fax 203.789.4244

jlubinszafranski@srhs.org

May 24, 2010

Cristine A. Vogel, Deputy Commissioner
Office of Health Care Access
410 Capital Avenue
MS #13HCA
Hartford, CT 06134

Dear Ms. Vogel.

As required by C.G.S.A. § 33a-182bb(b), I am enclosing a copy of the Certificate of Incorporation of Saint Raphael Healthcare System Affiliated Physicians, Inc., a medical foundation organized under C.G.S.A. § 33a-182bb.

Sincerely,

Janeanne C. Lubin-Szafranski
Vice President/General Counsel

Enc/

JCLS/gja/Letter – OHCA - COI Affiliated Physicians 5/24/10

CERTIFICATE OF INCORPORATION OF
SAINT RAPHAEL HEALTHCARE SYSTEM AFFILIATED PHYSICIANS, INC.

(a Connecticut nonstock Corporation)

The undersigned hereby form a corporation under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as amended or replaced from time to time, the "Act") as modified by Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Section 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

1. *Name.* The name of the Corporation is Saint Raphael Healthcare System Affiliated Physicians, Inc. (herein referred to as the "Corporation").
2. *Nonprofit.* The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.
3. *Members.* The Corporation shall have one member. The sole member of the Corporation shall be Saint Raphael Healthcare System, Inc., a Connecticut nonstock corporation. The sole member shall have full voting rights under the Act. In addition, without limiting the foregoing, each of the following matters shall require the approval of the sole member:
 - (a) Adoption of the Corporation's annual budget for anticipated revenues and expenditures, both operating and capital;
 - (b) Unless adopted as part of the Corporation's annual budget:
 - (i) the sale, lease, exchange or other transfer or disposition (other than as provided for in subparagraph (b)(ii) below) of any of the Corporation's operating or capital assets, as applicable, valued at more than twenty-five percent (25%) of the aggregate value of its operating or capital assets, as applicable;
 - (ii) the mortgage, pledge or other encumbrance of any of the Corporation's property or assets of any nature that is not in connection with a planned giving or other charitable arrangement, including but not limited to the Corporation's issuance of charitable gift annuities;
 - (iii) the incurrence by the Corporation of indebtedness for borrowed money in excess of ten percent (10%) of the Corporation's budgeted gross income, or the issuance by the Corporation of a guaranty or other undertaking to become obligated for any debt or obligation of any party in excess of ten percent (10%) of the Corporation's budgeted gross income (in each case, other than in connection with a planned giving or other charitable arrangement, including but not limited to the Corporation's issuance of charitable gift annuities);
 - (iv) the purchase by the Corporation of operating or capital assets in excess of five percent (5%) of the Corporation's budgeted gross income unless required because of an emergency;

- Corporation;
- (c) Any amendment or repeal of any provision of the Bylaws of the Corporation;
 - (d) Any change in the purposes or mission of the Corporation;
 - (e) Any merger involving the Corporation;
 - (f) The dissolution of the Corporation;
 - (g) Participation by the Corporation in any joint venture, partnership or similar activity;

(h) Engaging in any transaction in which the Corporation becomes a shareholder, member or equity owner of a corporation, limited liability company or other entity (other than as a passive investment that is part of the Corporation's investment portfolio):

(i) Entering into any agreement with any of the Corporation's physicians who are employees or independent contractors, or the renewal, termination or amendment of any such agreement; and

(j) Any amendment or repeal of any provision of the Certificate of Incorporation of the Corporation.

4. *Incorporators.* The names and addresses of the incorporators are as follows:

Jeanne Lubin-Szafranski
c/o Hospital of Saint Raphael
1450 Chapel Street
New Haven, CT 06511

Lawrence E. McManus
c/o Hospital of Saint Raphael
1450 Chapel Street
New Haven, CT 06511

5. *Registered Office and Registered Agent.* The street address of the registered office of the Corporation within the State of Connecticut is in care of Hospital of Saint Raphael, 1450 Chapel Street, New Haven, CT 06511. The name of the registered agent of the Corporation at such address is Jeanne Lubin-Szafranski.

6. *Purposes.* The Corporation is organized and shall be operated exclusively for charitable, religious and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, or any subsequent corresponding Internal Revenue Code of the United States, as from time to time amended (the "Code"). In furtherance of the foregoing purposes, the Corporation is organized and shall be operated pursuant to Connecticut Public Act 09-212 for the purpose of practicing medicine and providing 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 New Haven County, Connecticut and adjacent areas serviced by Hospital of Saint Raphael (the "Hospital"), which is an organization that is tax-exempt under Code Section 501(a) as an organization described in Code Section 501(c)(3) and a public charity under Code Sections 170(b)(i)(A)(iii) and 509(a)(1), to all persons, without regard to their ability to pay for such medical and other health care services, and

to further the healing ministry of Jesus Christ by stewarding its resources according to the principles of dignity, charity and justice.

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 investments, or from owning real or personal property incidental to the rendering of professional services.

In furtherance of the foregoing activities and purposes, but subject to the restrictions of this Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Act as modified by Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

The philosophy of the Corporation is consistent with the philosophy of the Roman Catholic Church and the Sisters of Charity of Saint Elizabeth, a not-for-profit corporation maintaining its principal place of business in New Jersey. The nature of the activities to be conducted, in addition to the foregoing purposes to be promoted or carried out by the Corporation, shall be consistent with and guided by the official teachings of the Roman Catholic Church.

7. *Restrictions.* Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and exempt under Section 501(a) of the Code or, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall be subject to the following additional restrictions and requirements:

(a) 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. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code.

(b) For any period during which it is a "private foundation," as defined in Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Among the activities in which the Corporation shall not engage for any period during which it is such a "private foundation" are:

- (i) any act of self-dealing (as defined in Section 4941(d) of the Code);
- (ii) retaining any excess business holdings (as defined in Section 4943(c) of the Code);

(iii) making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(iv) making any taxable expenditures (as defined in Section 4945(d) of the Code).

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its officers, Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred, to purchase goods and services at reasonable prices, and to provide programs, services and other benefits, all in furtherance of the exclusively charitable purposes of the Corporation set forth in Section 6 hereof, and to distribute its assets upon dissolution as provided for in Section 11 hereof.

8. *Board of Directors.* Except as set forth in Section 3 of this Certificate of Incorporation, all corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by, the Board of Directors, as set forth in the Bylaws.

At all times, the Board of Directors shall consist of an equal or greater aggregate number of providers who are physicians, chiropractors or podiatrists licensed under Chapter 370, 372 or 375 of the Connecticut General Statutes, as applicable, than non-provider employees of the member of the Corporation, in addition to any other Directors elected by the member of the Corporation.

The Directors shall serve staggered three-year terms as provided in the Bylaws.

9. *Limitation of Liability of Directors to the Corporation.* To the fullest extent that the Act or any other law of the State of Connecticut, as in effect on the date of filing of this Certificate of Incorporation or as hereafter amended, permits the limitation or elimination of the personal liability of a Director of the Corporation to the Corporation or its member, no Director of the Corporation shall be liable to the Corporation or its sole member for monetary damages for breach of duty as a Director.

No repeal, modification or amendment of this Section 9 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 said repeal, modification or amendment. Nothing contained in this Section 9 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 (or the corresponding provisions of any subsequent statute amending or replacing said statute), if applicable. The provisions of this Section 9 are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (4) of subsection (b) of Section 33-1026 of the Act and are intended to limit the liability of Directors to the Corporation or its member to the greatest extent now or hereafter permitted under the laws of the State of Connecticut.

10. *Indemnification of Directors and Officers; Prepayment of Expenses.*

(a) Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the Act or other law of the State of Connecticut, as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was a Director or officer of the Corporation, or while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability (as defined in Section 33-1116 of the Act) and loss suffered by such Indemnitee, and all reasonable expenses (including attorneys' fees) incurred by such Indemnitee for any action taken, or any failure to take any action, by the Indemnitee.

Notwithstanding the preceding sentence, except as otherwise provided in paragraph (c) of this Section 10, the Corporation shall be required to indemnify an Indemnitee in connection with a Proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such Proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation.

(b) Prepayment of Expenses. Subject to the last sentence of paragraph (a) of this Section 10, the Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of (1) a written affirmation of the Indemnitee as required under Section 33-1119 of the Act and (2) an undertaking by the Indemnitee to repay all amounts advanced if it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Section 10 or otherwise.

(c) Claims. Subject to the last sentence of paragraph (a) of this Section 10, if a claim for indemnification or payment of expenses under this Section 10 is not paid in full within sixty (60) days after a written claim therefor by the Indemnitee has been received by the Corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

(d) Nonexclusivity of Rights. The rights conferred on any Indemnitee by this Section 10 shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under this Certificate of Incorporation or any statute, agreement, bylaw, vote of disinterested Directors or otherwise.

(e) Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, trustee, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee

may collect as indemnification or advancement of expenses from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity.

(f) Amendment or Repeal. Any repeal or modification of the provisions of this Section 10 shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

(g) Other Indemnification and Prepayment of Expenses: Employees. This Section 10 shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action. Without limiting the effect of the foregoing sentence, the Corporation may, if specifically authorized by the Board of Directors of the Corporation, indemnify and advance expenses to any person who is made a party to or is otherwise involved in a proceeding by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was an employee of the Corporation, or while an employee of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability (as defined in Section 33-1116 of the Act) and loss suffered by such employee and all reasonable expenses (including attorneys' fees) incurred by such employee for any action taken, or any failure to take any action, by such employee, to the same extent as are provided in this Section 10 for Directors and officers of the Corporation.

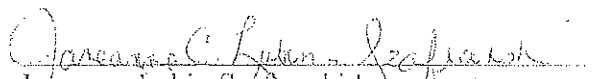
(h) Interpretation. The provisions of this Section 10 are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (5) of subsection (b) of Section 33-1026 of the Act and are intended to expand the scope of, and make obligatory on the Corporation, the indemnification of Directors and officers of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut, and to make permissible for the Corporation the indemnification of employees to the same extent as for Directors and officers.

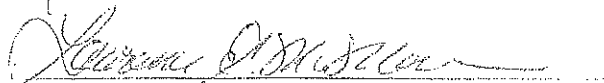
(i) Limitation. Notwithstanding any other provision of this Section 10, if at any time the Corporation is a "private foundation," as defined in Section 509 of the Code, the Corporation shall not, during the period it is such a private foundation, indemnify any person if such indemnity or its carrying out will constitute a violation of any provision of Section 33-281(b) of the Connecticut General Statutes or any substantially like provision which may be contained in this Certificate of Incorporation, and if at any time the Corporation is a public charity, as defined in Section 509 of the Code, the Corporation shall not, during the period it is such a public charity, indemnify any person if such indemnity or its carrying out will result in a so-called "excess benefit" under Section 4958 of the Code or regulations hereunder.

11. Dissolution. In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after discharging or making provision for the payment of all the liabilities of the Corporation, distribute or otherwise dispose of all the assets of the Corporation to one or more of the sole member of the Corporation and the other organizations of which the sole member is the sole member and which are tax exempt under Code Section 501(a) as organizations described in Code Section 501(c)(3) and, if there are none, to one or more

organizations as shall be designated by the Board of Directors, and which are tax exempt under Code Section 501(a) as organizations described in Code Section 501(c)(3). If the Corporation shall at the time of dissolution be a private foundation as defined in Code Section 509(a), it shall be a further requirement that each distributee entity be an organization described in Code Section 507(b)(1)(A). Any such assets not disposed of shall be subject to and disposed of in accordance with the directions of the Superior Court of New Haven County, or such other county in which the principal office of the Corporation is then located, exclusively for tax exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

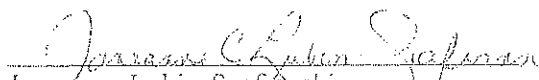
IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by the undersigned incorporators this 23rd day of December, 2009


Janeanne Lubin-Szafranski Incorporator


Lawrence E. McManus Incorporator

ACCEPTANCE OF APPOINTMENT OF INITIAL REGISTERED AGENT:

The undersigned hereby accepts appointment as the initial registered agent of the Corporation.


Janeanne Lubin-Szafranski

Business Address:
c/o Hospital of Saint Raphael
1450 Chapel Street
New Haven, CT 06511

Residential Address:
95 Whispering Brook Drive
Kensington, CT 06037

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 29th day of December A.D. 2009



SECRETARY OF THE STATE

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