

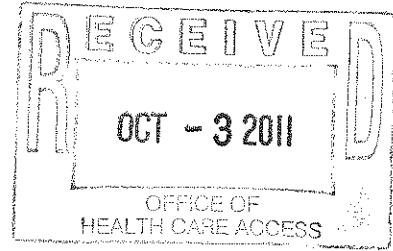
WIGGIN AND DANA

Counsellors at Law

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11-02-MF

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October 3, 2011

HAND DELIVER

Office of Health Care Access
Department of Public Health
410 Capitol Avenue
Hartford, CT 06134

Re: Community Medical Partners, Inc.

Ladies and Gentlemen:

On behalf of Community Medical Partners, Inc. ("CMP"), and as required by §33-182bb(b) of the Connecticut General Statutes, I am enclosing for filing a copy of CMP's Certificate of Incorporation.

As you will see from the Certificate, CMP was incorporated on September 20, 2011, as a medical foundation affiliated with Backus Corporation and The William W. Backus Hospital.

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

Very truly yours,

A handwritten signature in cursive script that reads "Melinda A. Agsten".

Melinda A. Agsten

Enclosure

cc: David A. Whitehead
Daniel E. Lohr

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CERTIFICATE OF INCORPORATION

COMMUNITY MEDICAL PARTNERS, INC.

The undersigned incorporator hereby forms a medical foundation in accordance with Chapter 594b of the Connecticut General Statutes:

1. The name of the corporation is Community Medical Partners, 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 and other health care services to the patients of affiliates of the Backus Corporation, including The William W. Backus Hospital (the "Hospital"), and to other individuals in areas and communities served by the Corporation; provided, however, that all professional medical and other health care services rendered by the Corporation shall be rendered only through individuals who are providers as defined by Section 33-182aa(4) of the Connecticut General Statutes and duly licensed and authorized to render such services;
 - (b) To promote and support the charitable mission and purposes of Backus Corporation and the Hospital by providing professional medical and other health care services to the Hospital's patients and its community and engaging in educational activities related to patient care and the promotion of good health;
 - (c) To carry on additional activities related to rendering 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 and health care 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").
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 Backus Corporation, 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 indemnify, to the full extent authorized or permitted by the Act, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b) Expenses (including attorneys' fees) incurred by a Director or officer of the Corporation in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall be ultimately determined that such Director or officer is not entitled to be indemnified by the Corporation. 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.

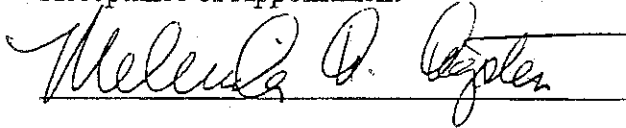
(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Paragraph 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Directors or 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. The Corporation's initial registered office is One Century Tower, 265 Church Street, New Haven, Connecticut 06510. The Corporation's initial registered agent at that office is Melinda A. Agsten with a residence address of 122 Middle Road, Hamden, Connecticut 06517.

Acceptance of Appointment



11. The name and address of the incorporator of the Corporation is Melinda A. Agsten, One Century Tower, 265 Church Street, New Haven, Connecticut 06510, and the incorporator's residence address is 122 Middle Road, Hamden, Connecticut 06517.

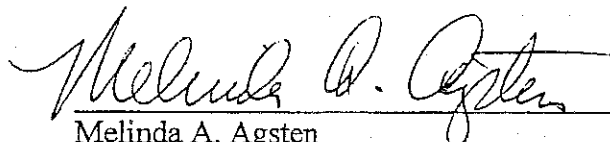
12. The names and addresses of the individuals who are to serve as the initial directors are:

<u>Name</u>	<u>Residence Address</u>	<u>Business Address</u>
Peter V. Disch	210 Wightman Avenue Norwich, CT 06360	210 Wightman Avenue Norwich, CT 06360
Daniel E. Lohr	30 West Ridge Drive West Hartford, CT 06117	326 Washington Street Norwich, CT 06360
Peter Shea, M.D.	133 Mediterranean Lane Norwich, CT 06360	326 Washington Street Norwich, CT 06360

13. 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.

Dated at New Haven, Connecticut, this 19th day of September, 2011.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.


Melinda A. Agsten
Incorporator

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 20th day of September A.D. 2011

Quinn T. Merk

SECRETARY OF THE STATE