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ROBINSON & COLE LLP

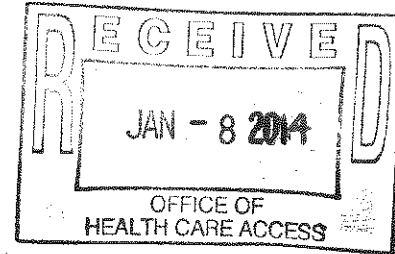
SUSAN E. ROBERTS

280 Trumbull Street
Hartford, CT 06103-3597
Main (860) 275-8200
Fax (860) 275-8299
sroberts@rc.com
Direct (860) 275-8217

Via FedEx

January 6, 2014

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



Re: **Western Connecticut Medical Group, Inc.
Conversion to Medical Foundation**

Dear Ms. Martone:

Western Connecticut Medical Group, P.C. (the "Corporation") amended its certificate of incorporation on January 1, 2014, to become a medical foundation pursuant to Section 33-182cc of the Connecticut General Statutes. The Corporation is now named Western Connecticut Medical Group, Inc. and its sole member is Western Connecticut Health Network, Inc. In accordance with Section 33-182bb(c) of the Connecticut General Statutes, a full copy of the Corporation's certificate of incorporation, with all amendments thereto, is attached for your review.

Please contact my office with any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Susan E. Roberts".

Susan E. Roberts

Enclosure

Copy to: Carolyn McKenna, Esq.
Lisa M. Boyle, Esq.



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SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06116-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06103
PHONE: 860-500-8003 WEBSITE: www.conncord.sos.ct.gov

**CERTIFICATE OF AMENDMENT
STOCK CORPORATION**

USE INK COMPLETE ALL SECTIONS PRINT OR TYPE ATTACH 8/12 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Eileen B. Nelson, Paralegal ADDRESS: Robinson & Cole LLP, 280 Trumbull Street CITY: Hartford STATE: CT ZIP: 06103	FILING FEE: \$100 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: Western Connecticut Medical Group, P.C.	
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 <i>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</i>	
3. TEXT OF EACH AMENDMENT/RESTATEMENT: Western Connecticut Medical Group, P.C. (the "Corporation") is hereby amending and restating its certificate of incorporation. <u>This Certificate of Amendment shall become effective on January 1, 2014 at 12:01 a.m. Eastern Time.</u> The Corporation is converting from a professional corporation to a medical foundation pursuant to Chapter 594b of the General Statutes of Connecticut and pursuant to the Connecticut Revised Nonstock Corporation Act. Article 1 is amended to reflect that the Corporation is changing its name from Western Connecticut Medical Group, P.C. to Western Connecticut Medical Group, Inc. The Corporation is updating its certificate of incorporation in its entirety to provide more detailed language in compliance with Chapter 594b of the General Statutes of Connecticut and the Connecticut Revised Nonstock Corporation Act. The full text of the Amended and Restated Certificate of Incorporation is set forth on Exhibit A, attached hereto and made a part hereof. The Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Directors on November 14, 2013 and by the Corporation's Shareholders on November 4, 2013..	

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

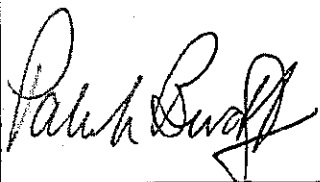
A. THE AMENDMENT WAS APPROVED BY SHAREHOLDERS IN THE MANNER REQUIRED BY SECTIONS 33-600 TO 33-998 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS. NO SHAREHOLDER APPROVAL WAS REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS. NO SHAREHOLDER APPROVAL WAS REQUIRED.

5. EXECUTION:

DATED THIS 18th DAY OF December, 2013

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Patrick Broderick, M.D.	President	

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

of

WESTERN CONNECTICUT MEDICAL GROUP, INC.

The board of directors of Western Connecticut Medical Group, Inc. hereby amend and restate the Corporation's certificate of incorporation pursuant to Section 33-182cc of the General Statutes of Connecticut and the Connecticut Revised Nonstock Corporation 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 Western Connecticut Medical Group, Inc. (the "Corporation").
2. **Medical Foundation.** The members of the Corporation have elected to bring the Corporation within the provisions of Chapter 594b of the General Statutes of Connecticut (the "Act").
3. **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.
4. **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) amend the bylaws of the Corporation; and (iii) to remove any director with or without cause. The Member shall also approve fundamental changes as set

forth in Article 10 and 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.

5. **Registered Agent.** The Corporation's registered agent is on file with the Secretary of the State of Connecticut. The registered agent is Karen C. Mattei, with a business address of Legal Department, 96 Locust Avenue, Danbury, CT 06810 and a residence address of 32 Oil Mill Road, #8, Danbury, CT 06810.

6. **Purpose.** 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 Section 501(c)(3) of the Internal Revenue Code, and shall be to:

(a) provide professional medical services to patients of the Member, its affiliated hospitals (the "Hospitals"), and other tax-exempt affiliates of the Member, and to individuals in the Hospitals' service areas; provided, however, that all professional medical services rendered by the Corporation shall be rendered only through providers who are authorized by the laws of the State of Connecticut to render such services;

(b) assist the Hospitals in continuing and improving the quality of medical education and patient care;

(c) advance teaching, research and patient care at the Hospitals and other affiliated health care institutions;

(d) ensure the provision of medical care to all persons who come to the Hospitals or other affiliated health care institutions in need of such care, to the extent possible or feasible;

(e) promote high quality medical care and other human services for the benefit of all persons suffering from illness and of the sick and injured generally, and human needs in any form whatsoever for the benefit of all persons;

(f) take an active part in the planning for and the promotion of the general mental and physical health and human needs of the community; and

(g) provide for a responsive and cost-effective administrative organization and information system as a means of ensuring high-quality management and accountability in the accomplishment of the aforesaid purposes.

Subject to the foregoing limitations and those set forth in Article 9 below, the Corporation may engage in any lawful act or activity for which a corporation may be organized under the Act.

7. **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.

8. **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 General Statutes of Connecticut.

Nothing contained in this Article 8 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 8 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9. **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 6 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.

10. **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 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.

11. **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 General Statutes of Connecticut. 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.

12. **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.

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 2ND day of JANUARY A.D. 2014



SECRETARY OF THE STATE



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 STOCK CORPORATION

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

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS), FILING #0004442791 PG 01 OF 13 VOL B-01560
FILED 09/15/2011 11:00 AM PAGE 01506
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NAME: Eileen B. Nelson, Paralegal
ADDRESS: Robinson & Co.e LLP
280 Trumbull Street
CITY: Hartford
STATE: CT ZIP: 06103

1. NAME OF CORPORATION:

Danbury Office of Physician Services, P.C.

2. THE CERTIFICATE OF INCORPORATION IS (CHECK A, B OR C):

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

Danbury Office of Physician Services, P.C. (the "Corporation") is hereby amending and restating its certificate of incorporation. Article 1 is amended to reflect that the Corporation is changing its name from Danbury Office of Physician Services, P.C. to Western Connecticut Medical Group, P.C. Article IV is amended to change the Corporation's principal office address from 95 Locust Avenue, Danbury, Connecticut 06810 to 14 Research Drive, Suite 201A, Bethel, Connecticut 06801, as provided in the Amended and Restated Certificate of Incorporation. The Corporation is updating its certificate of incorporation in its entirety to provide more detailed language in compliance with the Connecticut Business Corporation Act.

The full text of the Amended and Restated Certificate of Incorporation is set forth on Exhibit A, attached hereto and made a part hereof.


The Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Trustees on June 8, 2011 and by the Corporation's Shareholders on June 8, 2011.

4. VOTE INFORMATION (CHECK A, B OR C):

- A. THE AMENDMENT WAS APPROVED BY SHAREHOLDERS IN THE MANNER REQUIRED BY SECTIONS 33-600 TO 33-998 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.
- B. THE AMENDMENT WAS APPROVED BY THE INCORPORATORS. NO SHAREHOLDER APPROVAL WAS REQUIRED.
- C. THE AMENDMENT WAS APPROVED BY THE BOARD OF DIRECTORS. NO SHAREHOLDER APPROVAL WAS REQUIRED.

5. EXECUTION:

DATED THIS 31st DAY OF June August, 2011

NAME OF SIGNATORY (print or type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
<u>Patrick Bradwick MD</u>	<u>IT'S PRESIDENT</u>	

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
WESTERN CONNECTICUT MEDICAL GROUP, P.C.

ARTICLE I

NAME

The name of the corporation (which is hereinafter called the "Corporation") is:
WESTERN CONNECTICUT MEDICAL GROUP, P.C.

ARTICLE II

FORMATION

The Corporation is formed under and by virtue of Title 33, Chapters 594a and 601 of the General Statutes of Connecticut.

ARTICLE III

PURPOSES

Section 1. Medical and Surgical Services.

Subject to this Article III, the purpose of the Corporation shall be to render medical and surgical services and to engage in such additional and ancillary activities as permitted by the laws of Connecticut; such medical and surgical services shall include but not necessarily be limited to the following:

- (a) Providing patient care;
- (b) Improving and developing the quality of medical education and

patient care at The Danbury Hospital and New Milford Hospital, Inc. (the "Hospitals") through the operation and maintenance of the Medical Service Plan (the "Plan") as amended from time to time;

- (c) Recruiting and retaining exemplary physicians for the Hospitals;
- (d) Assisting the Hospitals to continue a high degree of excellence in the pursuit of academic and clinical education and patient care;
- (e) Advancing teaching, research and patient care at the Hospitals and other affiliated health care institutions;
- (f) Ensuring the provision of medical care to all persons who come to the Hospitals or other affiliated health care institutions in need of such care, to the extent possible or feasible;
- (g) Promoting high quality medical care and other human services for the benefit of all persons suffering from illness and of the sick and injured generally, and human needs in any form whatsoever for the benefit of all persons;
- (h) Taking an active part in the planning for and the promotion of the general mental and physical health and human needs of the community; and
- (i) Providing for a responsive and cost-effective administrative organization and information system as a means of ensuring high-quality management and accountability in the accomplishment of the aforesaid purposes.

Section 2. Charitable, Educational and Scientific Purposes.

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as organizations exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), and, more specifically, to receive and administer funds for such charitable, educational and scientific purposes, all for the public welfare, and for no other purposes, and to that end:

- (a) To take and hold any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

(b) To sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; but no property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article X of this Certificate of Incorporation, or as shall, in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law);

(c) To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and

(d) To exercise any, all and every power for which a corporation organized under the provisions of Title 33, Chapters 594a and 601 of the General Statutes of Connecticut for scientific, educational and charitable purposes, all for the public welfare and not for profit, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of the Corporation's exempt purposes under Section 501(c) (3) of the Internal Revenue code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

Section 3. Restrictions.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, 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 this Article III.

(b) 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.

(c) Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) or

(ii) By a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE IV

ADDRESS

The address at which the principal office of the Corporation in this State will be located is 14 Research Drive, Suite 201A, Bethel, Connecticut, 06801.

ARTICLE V

MEMBERSHIP AND MEMBERSHIP STOCK

Section 1. Membership. The persons holding the following salaried, full-time positions at The Danbury Hospital, and no other persons, shall be eligible for membership in the Corporation:

- (a) Chairperson of the Department of Medicine;
- (b) Chairperson of the Department of Obstetrics-Gynecology;
- (c) Chairperson of the Department of Emergency Medicine;

- (d) Chairperson of the Department of Psychiatry;
- (e) Chairperson of the Department of Laboratory Medicine;
- (f) Chairperson of the Department of Anesthesia;
- (g) Chairperson of the Department of Pediatrics; and
- (h) Chairperson of the Department of Surgery
- (i) The Chief Medical Officer of The Danbury Hospital

Each person shall become a member of the Corporation ("Member") upon the purchase of one (1) share of Membership Stock of the Corporation. Notwithstanding anything to the contrary, exceptions regarding membership and membership eligibility may be made upon approval of the Board of Trustees with the written consent of Western Connecticut Health Network, Inc.

Section 2. Authorization of Shares. The Corporation shall have authority to issue five thousand (5,000) shares of common stock without par value, to be called Membership Stock.

Section 3. Restrictions. Membership Stock shall be issued in accordance with this Certificate of Incorporation and the Bylaws of the Corporation, and any restrictions on share transfers imposed by the Certificate of Incorporation or Bylaws, as now in force or hereafter amended, shall be applicable to all shares issued at the time of or subsequent to such imposition.

- (a) Only Members of the Corporation shall own Membership Stock, and no Member shall own more than one (1) share of Membership Stock.
- (b) All stock shall be held in a fiduciary capacity and voted solely for the benefit of Western Connecticut Health Network, Inc., and its subsidiaries, the Hospitals.
- (c) Membership Stock shall be nontransferable, except as follows:
 - (i) The Corporation shall repurchase a share, at its original purchase price, within thirty (30) days of such time as its owner ceases to be eligible for membership in the Corporation or otherwise ceases to be a Member of the Corporation.

- (ii) At no time shall any share of Membership Stock be transferred except at its original purchase price.
- (d) The Corporation shall not make distributions to Members except as described above.

Section 4. Minimum Capital. The Corporation shall commence business with at least a minimum of one thousand dollars (\$1,000) stated capital.

ARTICLE VI
TRUSTEES

Section 1. Board of Trustees. The activities, business, property and affairs of the Corporation shall be managed by a board of trustees (the "Board"): provided, however, that Western Connecticut Health Network, Inc., or The Danbury Hospital (or its subsidiary Danbury Health Systems Insurance Company, Ltd.) shall hold authority to settle all of the Corporation's claims and litigation; and, provided, further, that Western Connecticut Health Network, Inc. shall select the Corporation's auditors. Without limiting the foregoing, the Board shall be responsible for each of the following, subject to the direction of and in coordination with Western Connecticut Health Network, Inc.

- (a) Entering into contractual agreements with subsidiaries of Western Connecticut Health Network, Inc., including the Hospitals, and affiliates of the Hospitals (collectively, the "Network");
- (b) Coordinating with the Network to ensure that the highest possible quality medical care is offered to all patients;
- (c) Establishing the short-range and long-range goals and objectives of the Corporation;
- (d) Reviewing and adopting of policies and programs reasonably calculated to achieve the established goals and purposes of the Corporation;
- (e) Establishing administrative and fiscal controls sufficient to ensure successful implementation of the aforementioned policies and programs;

- (f) Arranging for physical plant and equipment for immediate and future needs of the Corporation;
- (g) Appointing and managing qualified executive director and other staff as may be required for the efficient administration and operation of the Corporation;
- (h) Maintaining sound fiscal policies for the Corporation, reviewing and adopting its annual operating and capital budgets, managing endowments and implementing charitable programs as required to ensure adequate financial support; and
- (i) Cooperating with the Network and other area hospitals and human service agencies, with the City of Danbury and the City of New Milford, and with local, state and regional federal health agencies and health planning groups to ensure efficient, orderly and economic delivery of health care, consistent with the short-term and long-term needs of the community served by the Corporation.

Section 2. Number. The number of Trustees of the Corporation shall be not less than nine (9), nor more than thirteen (13).

Section 3. Qualifications. Nine (9) Trustees shall be individuals holding the following appointments at The Danbury Hospital:

- (a) Chairperson of the Department of Medicine;
- (b) Chairperson of the Department of Obstetrics-Gynecology;
- (c) Chairperson of the Department of Emergency Services;
- (d) Chairperson of the Department of Psychiatry;
- (e) Chairperson of the Department of Laboratory Medicine;
- (f) Chairperson of the Department of Anesthesia;
- (g) Chairperson of the Department of Pediatrics; and
- (h) Chairperson of the Department of Surgery.
- (i) Chief Medical Officer of The Danbury Hospital

Four (4) additional Trustees shall be physician-employees of the Corporation; provided that two (2) such individuals shall serve in the Department of Medicine at The Danbury Hospital.

ARTICLE VII
DISSOLUTION

Section 1. Transfers to Western Connecticut Health Network, Inc. Upon dissolution of the Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to Western Connecticut Health Network, Inc., a Connecticut nonprofit corporation, or its successor, provided that said corporation or its successor is then in existence and qualifies as an organization exempt under Section 501(c)(3) of the Internal Revenue code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

Section 2. Transfers Determined by Trustees. If, upon dissolution of the Corporation, Western Connecticut Health Network, Inc., or its successor, is not then in existence or does not then qualify as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), the Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the exempt purposes of the Corporation, in such manner as the Trustees shall determine, or to such organization or organizations as shall at the time qualify as an organization or as organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), as the Trustees shall determine.

Section 3. Transfers by Court. Any such assets not so disposed of shall be disposed of by the Superior Court of Fairfield County or 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.

ARTICLE VIII

BYLAWS

The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with this Certificate of Incorporation or contrary to the laws of the State of Connecticut or of the United States. Members shall not have the exclusive right to amend the Corporation's Bylaws. Any amendment of the Corporation's Bylaws by the Members shall require the affirmative vote of two-thirds of all Members, present in person or by proxy, at any duly held annual meeting or at any special meeting, provided there shall have been stated in the notice of such special meeting the substance of such proposed amendment.

ARTICLE IX

AMENDMENTS

Except as permitted by law, all amendments to this Certificate of Incorporation shall be adopted by the Board of Trustees and submitted to the Members. Amendment of this Certificate of Incorporation shall require the affirmative vote of two-thirds of the Members, present in person or by proxy, at any duly held annual meeting or at any special meeting, provided there shall have been stated in the notice of such special meeting the substance of such proposed amendment.

ARTICLE X

CHARITABLE ORGANIZATIONS AND PURPOSES

In this Certificate of Incorporation:

Section 1. Charitable Organizations. References to "charitable organizations" or "charitable organization" shall mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United

States, any state or territory, the District of Columbia or any possession of the United States, (a) organized and operated exclusively for charitable purposes; (b) no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual; (c) no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and (d) which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization(s) described in this Article X, Section 1 be entitled to an exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended.

Section 2. Charitable Purposes. The term "charitable purposes" shall be limited to and shall include only charitable, scientific or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States.

ARTICLE XI

LIABILITY AND INDEMNIFICATION OF TRUSTEES

Section 1. Limitation on Liability. The personal liability of a Trustee to the Corporation, or its Members, for monetary damages for breach of duty as a Trustee shall be limited to the amount of compensation, if any, received by the Trustee 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 33-636(b)(4) of the General Statutes of Connecticut. Nothing contained in this Article XI shall be construed to deny a Trustee 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 Trustee under law. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification.

Section 2. Indemnification. The Corporation shall indemnify and advance expenses to its Trustees to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its Trustees against liability to any person for any action taken, or any failure to take any action, as a Trustee, except liability of a sort for which indemnification is not permitted by Section 33-636(b)(5) of the General Statutes of Connecticut; provided, however, that the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the board of Trustees of the Corporation. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not Trustees to the same extent as Trustees, 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.

CERTIFICATE OF AMENDMENT STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

Space For FILING #0003163547 PG 01 OF 06 VOL B-00889
FILED 03/13/2006 04:00 PM PAGE 02868
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

- A. AMENDED
 B. RESTATED
 C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

SEE ATTACHMENT A.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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FILING #0003163547 PG 02 OF 06 VOL B-00889
FILED 03/13/2006 04:00 PM PAGE 02869
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A, B or C)

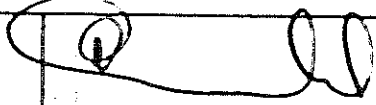
A. The amendment was approved by shareholders in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The amendment was approved by the incorporators.
No shareholder approval was required.

C. The amendment was approved by the board of directors.
No shareholder approval was required.

5. EXECUTION

Dated this 22nd day of February, 2006

Ramon Kranwinkel, M.D.	President	
Print or type name of signatory	Capacity of signatory	Signature

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

RESOLUTIONS

ATTACHMENT A

RESOLVED, that Section 1.b of Article III of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"Section 1. Medical and Surgical Services

- (b) Improving and developing the quality of medical education and patient care at The Danbury Hospital (the "Hospital") through the operation and maintenance of the Medical Service Plan (the "Plan") as amended from time to time."

RESOLVED, that Section 3.d of Article III of the Certificate of Incorporation of the Corporation be added in its entirety to read as follows:

"Section 3. Restrictions

- (d) Danbury Health Systems, Inc., or the Hospital (or its subsidiary Danbury Health Systems Insurance Company, Ltd.) shall hold authority to settle all of the Corporation's claims and litigation."

RESOLVED, that Section 3.e of Article III of the Certificate of Incorporation of the Corporation be added in its entirety to read as follows:

"Section 3. Restrictions

- (e) Danbury Health Systems, Inc., shall select the Corporation's auditors."

RESOLVED, that Section 1 of Article V of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"Section 1. Membership

The persons holding the following salaried, full-time positions at the Hospital, and no other persons, shall be eligible for membership in the Corporation ex officio:

- (a) Chairperson of the Department of Medicine;
- (b) Chairperson of the Department of Obstetrics-Gynecology;

FILED #0003163547 PG 03 OF 06 VOL B-000889
FILED 03/13/2006 04:00 PM PAGE 02876
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

RESOLUTIONS

- (c) Chairperson of the Department of Emergency Medicine;
- (d) Chairperson of the Department of Psychiatry;
- (e) Chairperson of the Department of Laboratory Medicine and Nuclear Medicine;
- (f) Chairperson of the Department of Anesthesia;
- (g) Chairperson of the Department of Pediatrics;
- (h) Chairperson of the Department of Surgery; and
- (i) The Chief Medical Officer of the Hospital."

RESOLVED, that Section 3 of Article V of the Certificate of Incorporation of the Corporation be added in its entirety to read as follows:

"Section 3. Restrictions

- (b) All stock shall be held and voted solely for the benefit of Danbury Health Systems, Inc., and its subsidiary, The Danbury Hospital."

RESOLVED, that Section 3 of Article V of the Certificate of Incorporation of the Corporation be added in its entirety to read as follows:

"Section 3. Restrictions

- (c) i The Corporation shall repurchase a share, at its original purchase price, within thirty (30) days of such time as its owner ceases to be eligible for membership in the Corporation or otherwise ceases to be a Member of the Corporation."

RESOLVED, that Section 1 of Article VI of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"Section 1. Number

The directors of the Corporation shall be its Trustees. The number of Trustees of the Corporation shall be not less than nine (9), nor more than eleven (11)."

FILED #0003163547 PG 04 OF 06 VOL B-000889
FILED 03/13/2006 04:00 PM PAGE 02871
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

RESOLUTIONS

RESOLVED, that Section 2 of Article VI of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"Section 2. Qualifications

Nine (9) Trustees shall serve ex officio and be persons holding the following appointments at the Hospital:

- (a) Chairperson of the Department of Medicine;
- (b) Chairperson of the Department of Obstetrics-Gynecology;
- (c) Chairperson of the Department of Emergency Services;
- (d) Chairperson of the Department of Psychiatry;
- (e) Chairperson of the Department of Laboratory Medicine and Nuclear Medicine;
- (f) Chairperson of the Department of Anesthesia;
- (g) Chairperson of the Department of Pediatrics;
- (h) Chairperson of the Department of Surgery; and
- (i) Chief Medical Officer of the Hospital.

The Members may elect up to two (2) additional Trustees from among the physician-employees of the Corporation and may consider the recommendations of the physician-employees of the Corporation in electing such additional Trustees."

RESOLVED, that Section 1 of Article VII of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"Section 1. Transfers to Danbury Health Systems Inc.

Upon dissolution of the Corporation the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to Danbury Health Systems, Inc., a Connecticut nonprofit corporation, or its successor, provided that said corporation or its successor is then in existence and qualifies as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the

FILED 03/13/2006 04:00 PM PAGE 02872
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE
FILING #0003163547 PG 05 OF 06 VOL B-000889

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

RESOLUTIONS

corresponding provisions of any future United States Internal Revenue law).”

FILED 03/13/2006 04:00 PM PAGE 02873
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE
FILING #0003163547 PG 06 OF 06 VOL B-000889

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

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FILING #0002236989 PG 01 OF 04 VOL B-00402
FILED 04/04/2001 04:00 PM PAGE 00393
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

See attached Resolutions approved on January 22, 2001

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

4. VOTE INFORMATION (check A, B, or C):

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. Section 33-900 as amended in the space provided below)

The Corporation has one class of stock and eight (8) shares of stock issued and outstanding.


Shareholders (members) holding all eight shares executed a unanimous written consent to the amendments, with the last shareholder signature obtained on January 22, 2001

B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION:

Dated this 03/28/01 day of March, 2001

Ramon Kranwinkel, M.D.	President	
Print or type name of signatory	Capacity of signatory	Signature

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

RESOLUTIONS

RESOLVED, that Section 1 of Article V of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"Section 2. Qualifications. The persons holding the following appointments at the Hospital, and no other persons, shall be eligible for membership in the Corporation:

- (a) Chairperson of the Department of Medicine;
- (b) Chairperson of the Department of Obstetrics/Gynecology;
- (c) Chairperson of the Department of Emergency Services;
- (d) Chairperson of the Department of Psychiatry;
- (e) Chairperson of the Department of Laboratory Medicine and Nuclear Medicine;
- (f) Chairperson of the Department of Anesthesia;
- (g) Chairperson of the Department of Pediatrics; and
- (h) Chairperson of the Department of Surgery."

Each person shall become a member of the Corporation ("Member") upon the purchase of one (1) share of Membership Stock of the Corporation. Notwithstanding anything to the contrary, exceptions regarding membership and membership eligibility may be made upon the approval of the Board of Trustees with the written consent of Danbury Health Systems, Inc."

RESOLVED, that Section 2 of Article VI of said Certificate of Incorporation be amended in its entirety to read as follows:

"Section 2. Qualifications. Eight (8) Trustees shall be persons holding the following appointments at the Hospital:

- (a) Chairperson of the Department of Medicine;
- (b) Chairperson of the Department of Obstetrics/Gynecology;
- (c) Chairperson of the Department of Emergency Services;
- (d) Chairperson of the Department of Psychiatry;
- (e) Chairperson of the Department of Laboratory Medicine and Nuclear Medicine;
- (f) Chairperson of the Department of Anesthesia;
- (g) Chairperson of the Department of Pediatrics; and
- (h) Chairperson of the Department of Surgery.

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

The Members shall elect two (2) additional Trustees from among the physician-employees of the Corporation and may consider the recommendations of the physician-employees of the Corporation in electing such additional Trustees."

CERTIFICATE AMENDING OR RESTATING CERTIFICATE OF INCORPORATION
61-38 Rev. 9/90
Stock Corporation

STATE OF CONNECTICUT
SECRETARY OF THE STATE
30 TRINITY STREET
HARTFORD, CT 06106

1. Name of Corporation (Please enter name within lines)

Danbury Office of Physician Services, P.C.

2. The Certificate of Incorporation is: (Check one)

- A. Amended only, pursuant to Conn. Gen. Stat. §33 - 360.
- B. Amended only, to cancel authorized shares (state number of shares to be cancelled, the class, the series, if any, and the par value, P.A. 90-107.)
- C. Restated only, pursuant to Conn. Gen. Stat. §33 - 362(a).
- D. Amended and restated, pursuant to Conn. Gen. Stat. §33 - 362(c).
- E. Restated and superseded pursuant to Conn. Gen. Stat. §33 - 362(d).

Set forth here the resolution of amendment and/or restatement. Use an 8 1/2 X 11 attached sheet if more space is needed. Conn. Gen. Stat. §1 - 9.

See Attached Resolutions

(If 2A or 2B is checked, go to 5 & 6 to complete this certificate. If 2C or 2D is checked, complete 3A or 3B. If 2E is checked, complete 4.)

3. (Check one)

- A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 & 6 to complete this certificate.)
- B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4, if true, and go to 5 & 6 to complete this Certificate.)

4. (Check, if true)

- This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supercedes such Certificate of Incorporation.

5. The manner of adopting the resolution was as follows: (Check one A, or B, or C)

A. By the board of directors and shareholders, pursuant to Conn. Gen. Stat. §33 - 360.
Vote of Shareholders: (Check (i) or (ii), and check (iii) if applicable.)

(i) No shares are required to be voted as a class; the shareholder's vote was as follows:

Vote Required for Adoption 8 Vote Favoring Adoption 8

(ii) There are shares of more than one class entitled to vote as a class. The designation of each class required for adoption of the resolution and the vote of each class in favor of adoption were as follows:
(Use an 8 1/2 x 11 attached sheet if more space is needed. Conn. Gen. Stat. § 1 - 9.)

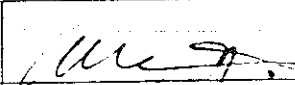
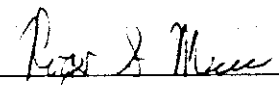
(iii) Check here if the corporation has 100 or more recordholders, as defined in Conn. Gen. Stat. §33 - 311a(a).

B. By the board of directors acting alone, pursuant to Conn. Gen. Stat. § 33 - 360(b)(2) or 33-362(a).

The number of affirmative votes required to adopt such resolution is: _____

The number of directors' votes in favor of the resolution was: _____

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

(Print or Type)	Signature	(Print or Type)	Signature
Name of Pres. / V. Pres.		Name of Sec/Assnt Sec.	
George Terranova, M.D.		Roger S. Mecca, M.D.	

C. The corporation does not have any shareholders. The resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers for shares of the corporation. If there are no subscribers, state NONE below.

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Signed Incorporator	Signed Incorporator	Signed Incorporator
Signed Subscriber	Signed Subscriber	Signed Subscriber

(Use an 8 1/2 X 11 attached sheet if more space is needed. Conn. Gen. Stat. § 1 - 9)

6. Dated at Danbury, CT this 22nd day of June, 19 95

FILED BY 2001 THE OFFICE OF THE SECRETARY OF STATE

IC, GS: (Type or Print)

Please provide filer's name and complete address for mailing receipt

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

Resolutions

FILING #0001541509 PG 03 OF 03 VOL B-00020
FILED 06/30/1995 08:30 AM PAGE 01774
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

RESOLVED, that Section 1 of Article VI of the Certificate of Incorporation be amended in its entirety to read as follows:

"Section 1. Number. The directors of the Corporation shall be its Trustees. The number of Trustees of the Corporation shall be ten (10), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than three (3)."

RESOLVED, that Section 2 of Article VI of the Certificate of Incorporation be amended in its entirety to read as follows:

"Section 2. Qualifications. The persons holding the following salaried, full-time positions with the Corporation, and no other persons shall be qualified to serve as Trustees of the Corporation:

- (a) Four (4) Chairpersons of clinical departments of the Corporation.
- (b) Three (3) Primary Care Physicians; and
- (c) Three (3) Specialist Physicians."

CERTIFICATE

AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION BY ACTION OF
61-38

INCORPORATORS

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS
(Stock Corporation)

BOARD OF DIRECTORS AND MEMBERS
(Nonstock Corporation)

065783A032 06/26/90RH37010 57.00

065783A032 06/26/90RH37100 50.00

VOL 1166

1966

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION Danbury Office of Physician Services, P.C.	DATE June 21, 1990
--	-----------------------

2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

See attached Resolutions

3. (Omit if 2 A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS

4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNED	SIGNED	SIGNED
APPROVED		
(All subscribers, or if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)		
SIGNED	SIGNED	SIGNED

(Over)

1967

(Continued)

4. (Omit if 2.C is checked.) The above resolution was adopted by the board of directors acting alone,
 there being no shareholders or subscribers. the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended
 the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is:

6. The number of directors' votes in favor of the resolution was:

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE
Ten (10)

TOTAL VOTING POWER
Ten (10)

VOTE REQUIRED FOR ADOPTION
Seven (7)

VOTE FAVORING ADOPTION
eight (8)

(b) If the shares of any class are entitled to vote as a class, indicate the class, the number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

Paul Iannini, M.D.

Lester Silberman, M.D.

SIGNED (President or Vice President)
Paul Iannini M.D.

SIGNED (Secretary or Assistant Secretary)
Lester Silberman M.D.

4. The above resolution was adopted by the board of directors and by members.

Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING

TOTAL VOTING POWER

VOTE REQUIRED FOR ADOPTION

VOTE FAVORING ADOPTION

(b) If the members of any class are entitled to vote as a class, indicate the class, the number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

FILED
STATE OF CONNECTICUT
JUN 20 3 00 PM '67
BY *[Signature]*
SECRETARY OF THE STATE

FILING FEE \$ 45 ⁰⁰ 25	CERTIFICATION FEE \$ 12 ⁰⁰ 25	TOTAL FEES \$ 100 ⁰⁰ -
SIGNED (For Secretary of the State) <i>Richard Glenice KAM</i>		
CERTIFIED COPY SENT ON _____ INITIALS _____		
TO <i>Piney Ridge, Van Cortlandt, Burroughs</i>		
OS. Walter Height		
CARD	LIST	PROOF
<i>Danbury Ct 06818</i>		

1968

DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

Resolutions

RESOLVED, that Section 1 of Article V of the Certificate of Incorporation be amended to read:

"Section 1, Membership. The persons, holding the following salaried, full-time positions at the Hospital, and no other persons, shall be eligible for membership in the Corporation.

- a. Chairman of the Department of Medicine;
- b. Chairman of the Department of Obstetrics/Gynecology;
- c. Chairman of the Department of Emergency Medicine;
- d. Chairman of the Department of Psychiatry;
- e. Chairman of the Department of Laboratory Medicine; and Nuclear Medicine;
- f. Chairman of the Department of Anesthesia;
- g. Chairman of the Department of Pediatrics; and
- h. Chairman of the Department of Surgery."

RESOLVED, that Section 1 of Article VI of the Certificate of Incorporation be amended in its entirety to read as follows:

"Section 1. Number. The directors of the Corporation shall be its Trustees. The number of Trustees of the Corporation shall be eight (8), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3)."

RESOLVED, that Section 2 of Article VI of the Certificate of Incorporation be amended in its entirety to read as follows:

"Section 2. Qualifications. The persons holding the following salaried, full-time positions at the Hospital, and no other persons shall be qualified to serve as Trustees of the Corporation:

- a. Chairman of the Department of Medicine;
- b. Chairman of the Department of Obstetrics/Gynecology;
- c. Chairman of the Department of Emergency Medicine;
- d. Chairman of the Department of Psychiatry;
- e. Chairman of the Department of Laboratory Medicine; and Nuclear Medicine;
- f. Chairman of the Department of Anesthesia;
- g. Chairman of the Department of Pediatrics; and
- h. Chairman of the Department of Surgery."

CERTIFICATE

AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION BY ACTION OF

025628A932 12/22/PERH37010

30
19-88
90/A

INCORPORATORS
3440

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS
(S-C Corporation)

BOARD OF DIRECTORS AND MEMBERS
(Nonstock Corporation)

VOL 1 129

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

to eliminate

For office use only	
ACCOUNT NO.	
INITIALS	
<i>g</i>	

1. NAME OF CORPORATION Danbury Office of Physicians Services, P.C.	DATE December 20, 1988
---	---------------------------

2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

RESOLVED, that Section 1 o. Article V of the Certificate of Incorporation be amended to add subsection (j) to read " (j) Vice President for Clinical Programs".

RESOLVED, that Section 1 of Article VI of the Certificate of Incorporation be amended to increase the member of Trustees to ten (10).

RESOLVED, that Section 2 of Article VI of the Certificate of Incorporation be amended to add subsection (j) to read " (j) Vice President for Clinical Programs. "

RESOLVED, that Section 1(b) of Article III of the Certificate of Incorporation be amended to eliminate the words "as approved by the Board of Directors of DAN-HOSP Corporation, and".

3. (Omit if 2.A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS

4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNED	SIGNED	SIGNED
APPROVED		
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)		
SIGNED	SIGNED	SIGNED

(Over)

BY ACTION OF BOARD OF DIRECTORS

- 4. (Omit if 2C is checked.) The above resolution was adopted by the board of directors acting alone,
- there being no shareholders or subscribers. the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended
- the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: _____

6. The number of directors' votes in favor of the resolution was: _____

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) _____

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) _____

SIGNED (President or Vice President) _____

SIGNED (Secretary or Assistant Secretary) _____

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

- 4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
9	9	6	9

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) ~~Paul B. Iannini, M.D.~~

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) ~~Lester Silberman, M.D.~~

SIGNED (President or Vice President) *Paul B. Iannini, M.D.*

SIGNED (Secretary or Assistant Secretary) *Lester Silberman*

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

- 4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) _____

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) _____

SIGNED (President or Vice President) _____

SIGNED (Secretary or Assistant Secretary) _____

For office use only

FILED STATE OF CONNECTICUT DEC 20 1983 <i>Proff...</i>	FILING FEE	CERTIFICATION FEE	TOTAL FEE
	\$ 30	\$	\$ 30
	SIGNATURE (For Secretary of the State)		INITIALS
	<i>Geo. Amney Payne Van Lintun et al</i>		<i>90/A</i>
CERTIFIED COPY SENT ON (Date)		ADDRESS	
<i>1/31/84</i>		<i>P.O. Box 650</i>	
CITY AND STATE		PHONE NUMBER	
<i>Danbury CT</i>		<i>06813-0650</i>	
CARD		LIST	
<i>ATTN: Gregory James Gregory</i>		<i>cert letter.</i>	

CERTIFICATE

VOL 1096

2607

**AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION**
61-38

BY ACTION OF

INCORPORATORS

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS
(Stock Corporation)

BOARD OF DIRECTORS AND MEMBERS
(Nonstock Corporation)

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

For office use only
ACCOUNT NO.
INITIALS <i>J</i>

1. NAME OF CORPORATION - Danbury Office of Physician Services, P.C.	DATE August 1, 1987
---	-------------------------------

2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

RESOLVED, that Section 1 of Article V of the Certificate of Incorporation be amended to add subsection (i), to read as follows:

"(i) Chairman of the Department of Surgery."

RESOLVED, that Section 1 of Article VI of the Certificate of Incorporation be amended in its entirety, said Section 1 of Article VI, as amended, to read as follows:

"Section 1. Number. The directors of the Corporation shall be its Trustees. The number of Trustees of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3)."

RESOLVED, that Section 2 of Article VI of the Certificate of Incorporation be amended to add subsection (i), to read as follows:

"(i) Chairman of the Department of Surgery."

3. (Omit if 2A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS	<input type="checkbox"/> 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)
	We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statement made in the foregoing certificate are true.
	SIGNED _____ SIGNED _____ SIGNED _____
	APPROVED (All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote; if none, so indicate)
SIGNED _____ SIGNED _____ SIGNED _____	

BY ACTION OF BOARD OF DIRECTORS

4. (Omit if 2.C is checked.) The above resolution was adopted by the board of directors acting alone,
 there being no shareholders or subscribers. the board of directors being so authorized pursuant to Section 33-241, Conn. G.S. as amended
 the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: _____ 6. The number of directors' votes in favor of the resolution was: _____

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
8	8	6	8

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) William A. Bauman, M.D.	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) Lester Silberman, M.D.
SIGNED (President or Vice President) <i>William A. Bauman</i>	SIGNED (Secretary or Assistant Secretary) <i>Lester Silberman</i>

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

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

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) <i>William A. Bauman</i>	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) <i>Lester Silberman</i>
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

For office use only

FILED
 STATE OF CONNECTICUT
 SEP 4 4 00 PM '87
John H. Taylor
 SECRETARY OF THE STATE

FILING FEE \$ 30	CERTIFICATION FEE \$ 9	TOTAL FEES \$ 39
SIGNED (For Secretary of the State) <i>Rec'd CC to Danbury Office of Physician Services, PC</i>		
CERTIFIED COPY SENT ON (Date) SEP 9-17-87		INITIALS <i>JS</i>
TO 95 Locust Ave, Danbury, CT. 06810		
CARD <i>James F. Gregory</i>	PROOF	

1.13.2.3 2.13.4.5

A

CERTIFICATE OF INCORPORATION
OF
DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

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CERTIFICATE OF INCORPORATION
OF
DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

ARTICLE I

NAME

The name of the Corporation (which is hereinafter called the "Corporation") is: DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

ARTICLE II

FORMATION

The Corporation is formed under and by virtue of Title 33, Chapters 594a and 599 of the General Statutes of Connecticut.

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed are as follows:

Section 1. Medical and Surgical Services.

Subject to Section 2 of this Article, the purpose of the Corporation shall be to render medical and surgical services and to engage in such additional and ancillary activities as permitted by the laws of Connecticut; such medical and surgical services shall include but not necessarily be limited to the following:

(a) Providing patient care;

(b) Improving and developing the quality of medical education and patient care at Danbury Hospital (the "Hospital") through the operation and maintenance of the Medical Service Plan (the "Plan") as approved by the Board of Directors of Dan-Hosp Corporation, and as amended from time to time;

(c) Recruiting and retaining exemplary physicians for the Hospital;

(d) Assisting the Hospital to continue a high degree of excellence in the pursuit of academic and clinical education and patient care;

(e) Advancing teaching, research and patient care at the Hospital and other affiliated health care institutions;

(f) Ensuring the provision of medical care to all persons who come to the Hospital or other affiliated health care institutions in need of such care, to the extent possible or feasible;

(g) Promoting high quality medical care and other human services for the benefit of all persons suffering from illness and of the sick and injured generally, and human needs in any form whatsoever for the benefit of all persons;

(h) Taking an active part in the planning for and the promotion of the general mental and physical health and human needs of the community; and

(i) Providing for a responsive and cost-effective administrative organization and information system as a means of ensuring high-quality management and accountability in the accomplishment of the aforesaid purposes.

Section 2. Charitable, Educational and Scientific Purposes.

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the

making of distributions to organizations that qualify as organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law), and, more specifically, to receive and administer funds for such charitable, educational and scientific purposes, all for the public welfare, and for no other purposes, and to that end:

(a) To take and hold any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

(b) To sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; but no property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article X of this Certificate of Incorporation, or as shall, in the opinion of the Trustees, jeopardize the

federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law);

(c) To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and

(d) To exercise any, all and every power for which a corporation organized under the provisions of Title 33, Chapters 594a and 599 of the General Statutes of Connecticut for scientific, educational and charitable purposes, all for the public welfare and not for profit, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of the Corporation's exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

Section 3. Restrictions.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be

distributable to its Members, 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 this Article III.

(b) 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.

(c) Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law) or

(ii) By a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE IV

ADDRESS

The address at which the principal office of the Corporation in this State will be located is 95 Locust Avenue, Danbury, Connecticut 06810-0860.

ARTICLE V

MEMBERSHIP AND MEMBERSHIP STOCK

Section 1. Membership. The persons holding the following salaried, full-time positions at the Hospital, and no other persons, shall be eligible for membership in the Corporation:

- (a) Vice President for Medical Affairs;
- (b) Chairman of the Department of Medicine;
- (c) Chairman of the Department of Obstetrics-Gynecology;
- (d) Chairman of the Department of Emergency Medicine;
- (e) Chairman of the Department of Psychiatry;
- (f) Chairman of the Department of Laboratory Medicine;
- (g) Chairman of the Department of Anesthesia; and
- (h) Chairman of the Department of Pediatrics.

Each person shall become a member of the Corporation ("Member") upon the purchase of one (1) share of Membership Stock of the Corporation. Notwithstanding anything to the contrary, exceptions regarding membership and membership eligibility may be made upon approval of the Board of Trustees with the written consent of Danbury Health Systems, Inc.

Section 2. Authorization of Shares. The Corporation shall have authority to issue five thousand (5,000) shares of common stock without par value, to be called Membership Stock.

Section 3. Restrictions. Membership Stock shall be issued in accordance with this Certificate of Incorporation and the Bylaws of the Corporation, and any restrictions on share transfers imposed by the Certificate of Incorporation or Bylaws, as now in force or hereafter amended, shall be applicable to all shares issued at the time of or subsequent to such imposition.

(a) Only Members of the Corporation shall own Membership Stock, and no Member shall own more than one (1) share of Membership Stock.

(b) Membership Stock shall be nontransferable, except as follows:

(i) The Corporation shall repurchase a share, at its original purchase price, within thirty (30) days of such time as its owner ceases to be eligible for membership in the Corporation or otherwise ceases to be a Member of the Corporation.

(ii) At no time shall any share of Membership Stock be transferred except at its original purchase price.

Section 4. Minimum Capital. The Corporation shall commence business with at least a minimum of one thousand dollars (\$1,000) stated capital.

ARTICLE VI

TRUSTEES

Section 1. Number. The directors of the Corporation shall be its Trustees. The number of Trustees of the Corporation shall be eight (8), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3).

Section 2. Qualifications. The persons holding the following salaried, full-time positions at the Hospital, and no other persons shall be qualified to serve as Trustees of the Corporation:

- (a) Vice President for Medical Affairs;
- (b) Chairman of the Department of Medicine;
- (c) Chairman of the Department of Obstetrics-Gynecology;
- (d) Chairman of the Department of Emergency Medicine;

- (e) Chairman of the Department of Psychiatry;
- (f) Chairman of the Department of Laboratory Medicine;
- (g) Chairman of the Department of Anesthesia; and
- (h) Chairman of the Department of Pediatrics.

ARTICLE VII

DISSOLUTION

Section 1. Transfers to Dan-Hosp Corporation.

Upon dissolution of the Corporation the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to Dan-Hosp Corporation, a Connecticut nonprofit corporation, or its successor, provided that said corporation or its successor is then in existence and qualifies as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

Section 2. Transfers Determined by Trustees.

If, upon dissolution of the Corporation, Dan-Hosp Corporation, or its successor, is not then in existence or does not then qualify as an organization exempt under

Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law), the Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the exempt purposes of the Corporation, in such manner as the Trustees shall determine, or to such organization or organizations as shall at the time qualify as an organization or as organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law), as the Trustees shall determine.

Section 3. Transfers by Court. Any such assets not so disposed of shall be disposed of by the Superior Court of Fairfield County or 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.

ARTICLE VIII

BYLAWS

The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with this Certificate of Incorporation or contrary to the laws of the State of Connecticut or of the United States.

ARTICLE IX

AMENDMENTS

The Members, upon the affirmative vote of two-thirds thereof, present in person or by proxy, shall have the power and authority to amend, alter or repeal any provisions of this Certificate of Incorporation at any annual meeting as part of the general business of such meeting, or at any special meeting provided there shall have been stated in the notice of such special meeting the substance of such proposed amendment, alteration or repeal; provided also that to be effective, such amendment, alteration or repeal shall also receive the approval of two-thirds of the Board of Trustees voting at any meeting at

which a quorum for such purpose is present and the written consent of Danbury Health Systems, Inc.

ARTICLE X

CHARITABLE ORGANIZATIONS AND PURPOSES

In this Certificate of Incorporation:

Section 1. Charitable Organizations.

References to "charitable organizations" or "charitable organization" shall mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States; (a) organized and operated exclusively for charitable purposes; (b) no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual; (c) no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and (d) which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization(s) described in this Article X,

Section 1 be entitled to an exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

Section 2. Charitable Purposes. The term "charitable purposes" shall be limited to and shall include only charitable, scientific or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States.

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

IN WITNESS WHEREOF, I do hereby acknowledge this Certificate of Incorporation to be my act this 26th day of June, 1985.

William Bauman

William Bauman, M.D.
95 Locust Avenue
Danbury, Connecticut
06810-0860

FILED
STATE OF CONNECTICUT

Trans 50
Filing 30
Cost 30.50
110.50

JUN 28 1985

John H. Morgan

SECRETARY OF THE STATE

MD

THU 2 22 P.M.

- 15 -

Receipt to sent 10-2-85
Penney Payne VanKentem et al
Box 650
Danbury CT 06810

**APPOINTMENT OF STATUTORY AGENT FOR SERVICE
DOMESTIC CORPORATION**
61-6 REV. 6-66

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION
DANBURY OFFICE OF PHYSICIAN SERVICES, P.C.

APPOINTMENT

The above corporation appoints as its statutory agent for service, one of the following:

NAME OF NATURAL PERSON WHO IS RESIDENT OF CONNECTICUT BUSINESS ADDRESS
JAMES P. GREGORY **24 Hospital Avenue, Danbury, CT 06810**
RESIDENCE ADDRESS

NAME OF CONNECTICUT CORPORATION ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, give address of incorporation, but this agent for service
45 St. Johns Road, Ridgefield, CT 06877

NAME OF CORPORATION NOT ORGANIZED UNDER THE LAWS OF CONN. ADDRESS OF PRINCIPAL OFFICE (IN CONN. If none, enter "General Office of the State of Connecticut")

*Which has obtained a Certificate of Authority to transact business in conduct of its business in this state.

AUTHORIZATION

ORIGINAL APPOINTMENT (Must be signed by a majority of incorporators.)	NAME OF INCORPORATOR (Print or type): William Bauman	SIGNED (Print or type): <i>William Bauman</i>	DATE: June 26, 1985
	NAME OF INCORPORATOR (Print or type):	SIGNED (Print or type):	
	NAME OF INCORPORATOR (Print or type):	SIGNED (Print or type):	
SUBSEQUENT APPOINTMENT	NAME OF PRESIDENT, VICE PRESIDENT, OR SEC. SIGNED (President, or Vice President, or Secretary):		DATE:

ACCEPTANCE

Accepted: NAME OF STATUTORY AGENT FOR SERVICE (Print or Type):
JAMES P. GREGORY

SIGNED (Statutory Agent for Service):
James P. Gregory

For office use only

FILED
STATE OF CONNECTICUT
JUN 28 1985
John H. Pagan
SECRETARY OF THE STATE
By *MP* Time **3:30 P.M.**

FILING FEE \$ _____ CERTIFICATION FEE \$ _____ TOTAL FEES \$ _____
SIGNED (For Secretary of the State): _____
CERTIFIED COPY SENT ON (Date) _____ INITIALS _____
TO _____
CARD _____ LIST _____ PROOF _____