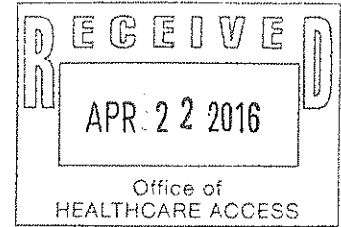


16-01-MF

BERSHTEIN, VOLPE & McKEON P.C.
ATTORNEYS AT LAW
105 COURT STREET, THIRD FLOOR
NEW HAVEN, CONNECTICUT 06511
203-777-5800
Fax: 203-777-5806



Michele M. Volpe
Direct Dial (203) 777-6995

VIA EMAIL ONLY
jack.huber@ct.gov

April 22, 2016

Jack A. Huber
Health Care Analyst
Department of Public Health
Office of Health Care Access
410 Capitol Avenue
P.O. Box 340308 MS #13HCA,
Hartford, CT 06134

RE: Notification of Filing of Medical Foundation Certificate of Incorporation

Dear Mr. Huber:

In accordance with CGS Section 33-182bb(b) please accept this letter as notification to OHCA of the filing of the Certificate of Incorporation for Prospect CT Medical Foundation, Inc., as enclosed. The Certificate was filed on April 15, 2016.

Please do not hesitate to contact me if you have any questions or require additional information.
Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "M. Volpe".

Michele M. Volpe

Cc: Jonathan Spees, Senior Vice President, Corporate Development, Prospect Medical Holdings, Inc.

Certificate of Incorporation

of

Prospect CT Medical Foundation, Inc., a Connecticut Nonstock Corporation

1. The name of the corporation shall be **Prospect CT Medical Foundation, Inc., a Connecticut Nonstock Corporation** (the "Corporation").
2. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall include the following:
 - a. To provide professional medical services to the patients of hospitals affiliated with Prospect CT, Inc. (the "Hospitals") and other affiliates of Prospect CT, Inc. and to other individuals in the Hospitals' service areas; provided, however, that all professional medical services rendered by the Corporation shall be rendered only through individuals who are authorized by the laws of the State of Connecticut to render professional medical services.
 - b. To promote and support the mission and purposes of the Hospitals by providing professional medical services to their patients and engaging in education 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 the promotion of health in 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 services.
 - e. To otherwise engage in any lawful act or activity from which a medical foundation may be organized under Chapter 594b of the Connecticut General Statutes or for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act (the "Act").
 - f. Medical foundation status will not be effective until Member or a Member affiliate owns a Connecticut licensed hospital.
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 Prospect CT, Inc., a Delaware corporation. 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 and officers of the Corporation in accordance with the Corporation's Bylaws and shall have all other rights, powers and privileges usually or by law accorded to the members of a non-stock nonprofit corporation and conferred thereby or by the Corporation's Certificate of Incorporation or Bylaws.
5. Subject to the rights and powers of the Member, the Corporation shall operate under the management of its Board of Directors. The Member shall prescribe the number, qualifications (if any) and manner of election of the Directors of the Corporation. The Member 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.
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.
7. Upon any dissolution or termination of the existence of the Corporation, all its property and assets shall be applied and distributed as follows: (i) All liabilities and other obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; (ii) assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; (iii) assets received and held by the Corporation subject to limitations permitting their use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in section 33-1175; (iv) other assets, if any, shall be distributed to the Member except to the extent that the certificate of incorporation provides for distribution to others; and (v) any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign corporations, whether for

profit or nonprofit, as may be specified in a plan of distribution adopted as provided in section 33-1175.

8. The personal liability of a Director of the Corporation to the Corporation for breach of duty as a Director of the Corporation shall be limited to the fullest extent permitted by the Act and as set forth in Section 1104 or any other applicable laws presently or hereafter in effect.
9. The Corporation shall indemnify its Directors and officers as follows:
 - a. The Corporation shall, to the fullest extent permitted by law, indemnify its Directors or officers from and against any and all of the liabilities, expenses and other matters referenced in or covered by the Act or any other applicable laws presently or hereafter in effect. In furtherance and not in limitation thereof, the Corporation shall indemnify a Director for a liability, as defined in Section 33-1116 of the Act, to any person for any action taken, or any failure to take any action, as a Director, except a liability that (i) involved a knowing and culpable violation of law by the Director; (ii) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain; (iii) showed 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) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.
 - b. In addition to the foregoing, the Corporation shall provide to its Directors and officers the full amount of indemnification that the Corporation is permitted to provide to such Directors and officers pursuant to Sections 33-1116 to 33-1125, inclusive, of the Act or any other applicable laws presently or hereafter in effect. Expenses (including attorneys' fees) incurred by a Director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such officer or Director of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under Paragraph 8 of this Certificate of Incorporation; and (ii) an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that such Director or officer is not entitled to be indemnified by the Corporation as authorized in this Paragraph 9.

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. References in this Certificate of Incorporation to the Act shall be deemed to include amendments adopted from time to time to such Act.
11. The Corporation's registered agent shall be:

Name: C T Corporation System

Business Address: One Corporate Center, Hartford, CT 06103

Acceptance of Appointment:



Signature of Agent

Email address: NONE

Gary Scappini, Special Asst Sec

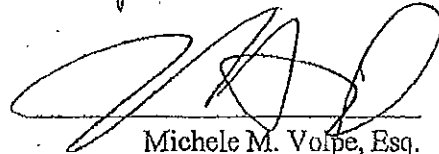
12. The name and address of the incorporator is:

Name: Michele M. Volpe, Esq.

Address: Bershtein, Volpe & McKeon PC
105 Court Street, 3rd Floor
New Haven, CT 06511

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

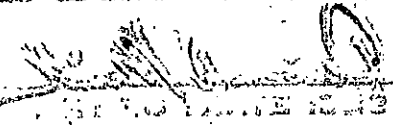
Dated this 14 of April, 2016



Michele M. Volpe, Esq.
Sole Incorporator

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE
28 HARTFORD


I hereby certify that this is a true copy of record
in the Office
of the Secretary of the State
of Connecticut, in accordance with the provisions of
the General Statutes of the State of Connecticut, Chapter 200, Section 3-100.



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 23RD day of APRIL A.D. 20 16



SECRETARY OF THE STATE