

Attachment 9
Articles of Organization



The Commonwealth of Massachusetts

Office of the Secretary of State
State House, Boston, MA 02133 (617) 727-2800

Michael Joseph Connolly, Secretary

RE: CHAPTER 180 CORPORATIONS

To Whom It May Concern:

Enclosed please find a photocopy of your Articles of Organization. The corporation has a legal existence as of the effective date stated on the last page of your Articles.

Under the provisions of Massachusetts General Law, Chapter 180, section 26A, non-profit corporations must prepare and submit Annual Reports on or before November first of each year (starting with the year after incorporation).

This section shall not apply to a church or a religious organization, a non-profit school or college, a charitable hospital, or a library association whose real or personal property is exempt from taxation.

This memorandum is intended as a reminder to you of your obligation to annually file this report with the Secretary of the Commonwealth.

In addition, you should be aware that Federal Identification Numbers (FIN'S) are used in our computer files as a means of positive identification. As soon as your corporation has been assigned a FIN, please notify the Secretary's office so that your corporate file may be completed. Remember to enter your FIN on all future filings.

Blank Annual Report forms (C.D. 369) may be obtained by calling (617) 727-4176.

Sincerely yours,

Yvonne Ellison
Clerk, Non-Profit Corporations
Specialized Section

YE/wpc

Enclosures

March 1, 1984

Secretary of State
Corporate Division
One Ashburton Place
Boston, Massachusetts 02108

Gentlemen:

Holyoke Hospital, a corporation, organized and existing under the Laws of Massachusetts and whose name is soon to be changed to Holyoke-Chicopee Area Health Resources, Inc., hereby consents to use of the name of Holyoke Hospital, Inc., by a corporation soon to be organized under Chapter 180 of the General Laws. In order to avoid confusion, the new Holyoke Hospital, Inc. will have no assets or employees nor will it conduct any activities until after this corporation changes its name.

Very truly yours,

HOLYOKE HOSPITAL

By: 

Harold B. Pine
Administrator

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

John T. Doyle

54 Longfellow Drive
Holyoke, MA 01040

110900

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is: Holyoke Hospital, Inc.

2. The purposes for which the corporation is formed is as follows: See Page 2A attached hereto and made a part hereof.

- C
- P
- M
- R.A.

84-066069

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

13

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

Not applicable.

- *4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

See Pages 4A through 4D attached hereto and made a part hereof.

26636

SECRETARY OF
COMMONWEALTH

1984 MAR -8 P 1:21

CORPORATION DIVISION THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this 6th day of March 1984

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:
.....Ronald B. Schram, Esq.....
.....Ropes & Gray, 225 Franklin Street.....
.....Boston, Massachusetts 02110.....
Telephone.....(617) 423-6100.....

Filing Fee \$30.00

Copy Mailed

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:
575 Beech Street
Holyoke, MA 01040
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Harold B. Pine	6 Montgomery Avenue Holyoke, MA 01040	Holyoke Hospital 575 Beech Street Holyoke, MA 01040
Treasurer:	Norman J. Moreau	72 Ferry Street So. Hadley, MA 01075	Holyoke Hospital 575 Beech Street Holyoke, MA 01040
Clerk:	Richard A. Rose	17 Helm Street So. Hadley, MA 01075	Holyoke Hospital 575 Beech Street Holyoke, MA 01040
Directors: (or officers having the powers of directors)			

See Pages 7A through 7C attached hereto and made a part hereof.

- c. The date initially adopted on which the corporation's fiscal year ends is:

September 30

- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Last Thursday in November

- e. The name and business address of the resident agent, if any, of the corporation is:

Not applicable.

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 6th day of March 19 84

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

John T. Doyle

In furtherance of its corporate purpose, the Corporation shall:

- A. maintain an institution for the care of the sick and injured with permanent facilities for both inpatient and outpatient care and to provide diagnosis and treatment for patients without regard to creed, color or nationality.
- B. carry on appropriate educational activities related to the rendering of care to the sick and the injured and the promotion of health.
- C. participate in community and regional activities designed to carry on and promote health care activities by cooperation with all other health related agencies.

4. The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation shall have perpetual succession in its corporate name.

(b) The corporation may sue and be sued.

(c) The corporation may have a corporate seal which it may alter at pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

(f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

(g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

(m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall 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 corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(q) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to Holyoke-Chicopee Area Health Resources, Inc., a Massachusetts corporation so long as it is then exempt from federal income tax under Section 501(1)(3) of the Internal Revenue Code, or if it is not then so exempt to, one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(r) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(s) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of The Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax

which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

(t) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended; (ii) to the General Laws of The Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of The Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

[Signature]
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

041

[Signature]
Name
Approved

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

We, Hank J. Porten, *President / ~~Vice President~~

and Hank J. Porten, *Clerk / ~~Assistant Clerk~~

of Holyoke Hospital, Inc.
(Exact name of corporation)

located at 575 Beech Street, Holyoke, MA
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

Article One
(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on October 26 2006, by vote of:

 members, 21 directors, or shareholders**

- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR
- In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.

C
P
M
R.A.

3
PC.

*Delete the inapplicable words.
**Check only one box that applies.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

3/6/1984

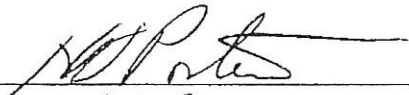

Article One of the Articles of Organization is hereby amended as follows:

The name of the corporation Holyoke Hospital, Inc. is changed to
Holyoke Medical Center, Inc.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 21ST day of November, 2006


_____, *President / ~~Vice President~~

_____, *Clerk / ~~Assistant Clerk~~

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

031779

RECEIVED
NOV 27 2006
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

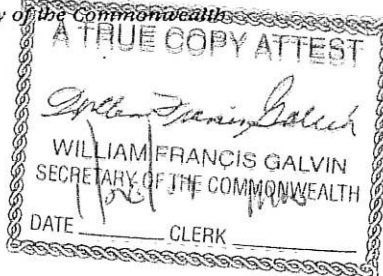
I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15 having been paid, said ~~articles are~~ deemed to have been filed with me this 27th day of November 2006.

1000235

Effective date: 11-27-06

William Francis Galvin
WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Contact information:

Hank J. Porten

President & CEO

575 Beech St., Holyoke, MA 01040

Telephone: 413-534-2554

Email: Porten_Hank@Holyokehealth.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.