

ARTICLE I

The name of the corporation is:

Lahey Clinic Foundation, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Attachment II.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The manner and election or appointment, the duration of membership, and the qualifications and other rights of any member shall be set forth in the Bylaws of the Corporation.

ARTICLE IV

**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 Attachment IV.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

To be effective July 1, 2014

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

41 Mall Road, Burlington, MA 01805

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Howard R. Grant, JD, MD	11 Journey's End Lane Lexington, MA 02421	11 Journey's End Lane Lexington, MA 02421
Treasurer:	Timothy O'Connor	4 Sparrow Lane Danvers, MA 01923	4 Sparrow Lane Danvers, MA 01923
Clerk:	David G. Spackman, JD	303 Third Street, Unit S-519 Cambridge, MA 02142	303 Third Street, Unit S-519 Cambridge, MA 02142
Directors: (or officers having the powers of directors)	See Attachment VI		

c. The fiscal year of the corporation shall end on the last day of the month of: September

d. The name and business address of the resident agent, if any, of the corporation is: Not Applicable

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Articles III and IV.

SIGNED UNDER THE PENALTIES OF PERJURY, this 30th day of June, 2014

Howard R. Grant, *President.

David G. Spackman, *Clerk.

*Delete the inapplicable words. **If there are no such amendments, state "None".

Attachment Sheet
Lahey Clinic Foundation, Inc.
Attachment II

The Corporation is formed and shall be operated exclusively for the following charitable, educational and scientific purposes:

(a) (i) maintaining and operating charitable hospitals for the surgical and medical treatment and care of the sick and injured; (ii) maintaining and operating other services associated with charitable hospitals, including but not limited to medical centers, affiliated physician services organizations, laboratories, clinics, and other medical, surgical, dental, educational and scientific and research facilities and home health agencies; (iii) the advancement of the knowledge and practice of, and education and research in medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans; and (iv) the improvement of public health in cooperation with federal, state, municipal and other health departments and officers;

(b) (i) the receipt in trust or otherwise and from whatever source, and the administration of, gifts, legacies and devises, grants and grants-in-aid, whether unrestricted or for specific purposes; (ii) the cooperation with, contribution to and support of other organizations in promoting the purposes of this corporation, including the support of all corporations affiliated with this corporation that are determined to be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; and (iii) the doing of all things incidental to the foregoing;

(c) to conduct any business that may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and that is not inconsistent with this Corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Attachment Sheet

Lahey Clinic Foundation, Inc.

Attachment IV

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:

4.1. The Corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in Paragraph (m) of said Section 9) as now in force or as hereafter amended, and may carry on any operation or activity referred to in Article 2 to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws applicable to the Corporation or inconsistent with exemption from federal income tax to which the Corporation may be entitled under Section 501(c)(3) of the Internal Revenue Code.

4.2. The trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Corporation. To the extent permitted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts (in particular, but without limitation, as permitted in the third paragraph of Section 3 of such Chapter 180), and notwithstanding any other provision of law imposing such liability, no trustee or officer shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as trustee or officer of the Corporation. No amendment, modification or repeal of this Section 4.2 shall apply to or have any effect on the liability or alleged liability of any trustee or officer of the Corporation for or with respect to any acts or omissions of such trustee or officer occurring prior to such amendment, modification or repeal. If the General Laws of the Commonwealth of Massachusetts are amended to authorize corporate action further eliminating or limiting the personal liability of officers, directors or trustees, then the liability of an officer or trustee of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Laws of the Commonwealth of Massachusetts, as so amended.

4.3. (a) The Corporation shall, to the extent legally permissible and consistent with the Corporation's tax-exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, indemnify the Member (as that term is defined in the Bylaws), and each person who is serving, or who has served at any time: (i) as a director, trustee or officer, committee member, or employee of the Corporation or of any of its affiliates, or (ii) at the Corporation's request, as a member, director, trustee, officer, committee member, or employee of another organization or in a capacity with respect to any employee benefit plan of the Corporation (Member and each such person described in (i) and (ii) above being called a "Person"). Such Indemnification will be against any and all expenses and liabilities (including counsel fees, judgments, fines, penalties

and amounts payable in settlements if such settlements are approved pursuant to this Section 4.3) reasonably incurred by or imposed upon such Person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such Person may become involved by reason of serving or having served as such a Member, director, trustee, officer, employee or committee member or in such a capacity with respect to any employee benefit plan of the Corporation; provided, however, that no indemnification shall be provided for or with respect to: (x) a proceeding voluntarily initiated by such Person unless s/he is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding such Person's own conduct; or (y) any such Person with respect to any matter as to which s/he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her or his action was in, or not opposed to, the best interests of the Corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. A Person whose duties include service or responsibilities as a fiduciary with respect to an affiliate of the Corporation shall be deemed to have acted in good faith in the reasonable belief that her or his action was in the best interests of the Corporation if s/he acted in good faith in the reasonable belief that her or his action was in the best interests of such affiliate or of the participants or beneficiaries of, or other persons with interests in such subsidiary or organization to whom s/he had a fiduciary duty.

(b) Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Person to repay such payment if s/he shall be adjudicated to be not entitled to indemnification under this Section 4.3, which undertaking may be accepted without regard to the financial ability of such Person to make repayment.

(c) Notwithstanding the foregoing, as to any matter disposed of by compromise or settlement payment by any Person pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise or settlement shall, after notice that it involves such indemnification, be approved as in the best interests of the Corporation: (i) by a disinterested majority of the trustees then in office; or (ii) by the Member.

(d) Any indemnification or advance of expenses under this Section 4.3 shall be paid promptly, and in any event within thirty (30) days, after the receipt by the Corporation of a written request therefor from the Person, unless with respect to a claim for indemnification the Corporation shall have determined that the Person is not entitled to indemnification. If the Corporation denies the request or if payment is not made within such thirty-day period, the Person may at any time thereafter seek to enforce her or his rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, s/he shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the Person is not entitled to indemnification shall be on the Corporation.

(e) The right of indemnification under this Section 4.3 shall be a contract right inuring to the benefit of the Persons entitled to be indemnified hereunder and no amendment or repeal of this Section 4.3 shall adversely affect any right of such Person existing at the time of such amendment or repeal. This amendment of the Corporation's Articles of Organization and the contemporaneous amendment of the Corporation's Bylaws shall not adversely affect any right inuring to the benefit of the Persons entitled to be indemnified thereunder existing at the time of such amendments.

(f) The indemnification provided hereunder shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of the Persons entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation, apply to the directors, trustees, officers and other persons associated with constituent corporations that have been merged into or consolidated with the Corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Corporation.

(g) The right of indemnification under this Section 4.3 shall be in addition to and not exclusive of all other rights to which such Persons may be entitled. Nothing contained in this Section shall affect any rights to indemnification to which Corporation employees or agents other than the Persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

4.4. Under the same circumstances as described in Section 4.3 above, the Corporation may, but shall not be required to, indemnify and/or pay reasonable interim expenses incurred by: (a) an agent, non-employed member of the Medical Staff of the Corporation (if applicable), or non-employed member of the Medical Staff of an affiliate of the Corporation; or (b) an employee or agent of another entity while serving in such capacity at the request of the Corporation, to the maximum extent permitted by applicable law. A determination as to whether the Corporation shall indemnify or pay interim expenses in any specific case pursuant to this Section 4.4 shall be made by the Board in accordance with applicable law. No amendment or repeal of this Section or any relevant provision of applicable law shall in any way diminish the right to indemnification under this Section with respect to any act or omission occurring prior to such amendment or repeal.

4.5. No part of the assets or net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation or any individual; 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 permitted by 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 (or in opposition to) 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.

4.6. If and so long as 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 Bylaws of the Corporation, the following provisions shall apply:

(a) the income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and

(b) the Corporation 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 subject the Corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

4.7. 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 one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.8. The Corporation shall not discriminate in administering its policies and programs or in the employment of its personnel on the basis of race, color, religion, national or ethnic origin, sex, handicap or otherwise.

4.9. The Corporation may make contracts of guarantee and suretyship, whether or not in furtherance of its purposes; provided, however, that (i) such contracts are necessary and convenient to the conduct, promotion, or attainment of the purposes of a corporation all of the outstanding stock or membership interests of which are owned, directly or indirectly by the Corporation; and (ii) the Board of Trustees of the Corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.

4.10. All references herein: (a) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (b) 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 (c) to particular sections of the Internal Revenue Code or said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

Attachment Sheet
 Lahey Clinic Foundation, Inc.
 Attachment VI

Officers:

Name	Position	Residential Address	Post Office Address
Peter Lloyd	Assistant Treasurer	16 Allgrove Lane Wilmington, MA 01887	Lahey Health 41 Mall Road Burlington, MA 01805
Maryellen Lear	Assistant Clerk	19 Country Drive Beverly, MA 01915	Lahey Health 41 Mall Road Burlington, MA 01805
Ann Marie Connolly	Chair	775 Monument Street Concord, MA 01742	775 Monument Street Concord, MA 01742

Directors:

Name	Residential Address	Post Office Address
Ann Marie Connolly	775 Monument Street Concord, MA 01742	775 Monument Street Concord, MA 01742
Carolyn Ain	8 Dane Road Lexington, MA 02421	8 Dane Road Lexington, MA 02421
Eric M. Bailey	18 Zrylenas Way Hampton, NH 03842	NeuroLogica Corporation 14 Electronics Ave. Danvers Industrial Park Danvers, MA 01930
Craig R. Benson	3 Merry Meeting Lane Rye, NH 03870	3 Merry Meeting Lane Rye, NH 03870
Betsey Crawford, M.D.	9 Preservation Way Westford, MA 01886	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
Richard S. D'Agostino, M.D.	1022 North Road Carlisle, MA 01741	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
Jane C. Edmunds	5 Pioneer Circle Sharon, MA 02067	Babson College 231 Forest Street Wellesley, MA 02481
Edward Eskandarian	34 Highland Meadows Lane Weston, MA 02493	34 Highland Meadows Lane Weston, MA 02493

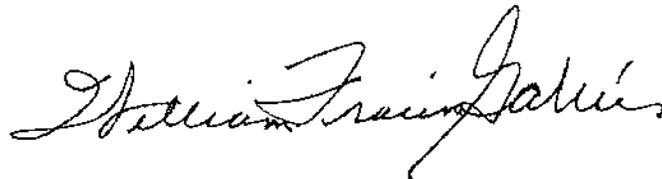
Name	Residential Address	Post Office Address
Howard R. Grant, J.D., M.D.	11 Journey's End Lane Lexington, MA 02420	Lahey Health 41 Mall Road Burlington, MA 01805
James D. Irving	33 Hampton Road Rothsay, New Brunswick E2E 5L3 Canada	J.D.Irving, Ltd. P.O. Box 5777 300 Union Street Street John, New Brunswick E2L 4M3
Roger L. Jenkins, M.D.	15 West Parish Andover, MA 01810	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
John A. Libertino, M.D.	39 Old Colony Road Wellesley, MA 02481	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
Deborah McKenna	57 School Street #5 Manchester, MA 01944	P.O. Box 161000 46 Fossil Road Big Sky, MT 59716
Arthur P. Mourtziнос, M.D.	2 Talbot Lane Chelmsford, MA 01824	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
Richard W. Nesto, M.D.	39 Doublet Hill Road Weston, MA 02493	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
J. William Poduska	295 Meadowbrook Road Weston, MA 02493	295 Meadowbrook Road Weston, MA 02493
Windle B. Priem	174 Starboard Lane Osterville, MA 02655	Korn/Ferry International 265 Franklin Street 17 th Floor Boston, MA 02110
Stuart Reese	1625 Ludlow Road Marco Island, FL 34145-6621	1625 Ludlow Road Marco Island, FL 34145-6621
Andrew G. Villanueva, M.D.	8 Blackberry Lane Andover, MA 01810	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
David Wajsgras	152 Lowell Road Wellesley, MA 02481	Raytheon Company 870 Winter Street Waltham, MA 02451

Name	Residential Address	Post Office Address
Rebecca Yang, M.D.	3 Avery Street Apt. 505 Boston, MA 02111	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

July 01, 2014 02:50 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth