

IDENTIFICATION

NO. 61-1665701

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Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

L.A.C.

Name

Approved

We, Howard R. Grant, JD, MD, *President / *Vice President,

and David G. Spackman, JD, *Clerk / *Assistant-Clerk,

of Lahey Health System, Inc.

(Exact name of corporation)

located at 41 Mall Road, Burlington, MA 01805

(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on June 20, 2014, by a vote of _____ members,

twelve (12) directors, or _____ shareholders**.

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; 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 where there is an amendment to the Articles of Organization.

C
P
M
R.A.

**Delete the inapplicable words.*

***Check only one box that applies.*

Notes: 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 as long as each article requiring each addition is clearly indicated.

P.C.

ARTICLE I

The name of the corporation is:

Lahey Health System, 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 corporation shall not have members.

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.

Attachment Sheet
Lahey Health System, Inc.
Attachment II

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

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Lahey Clinic, Inc., Lahey Clinic Hospital, Inc., Northeast Hospital Corporation, Northeast Behavioral Health Corporation, Northeast Senior Health Corporation, Seacoast Nursing and Rehabilitation Center, Inc., Winchester Hospital, Winchester Hospital Foundation, Inc., Winchester Community Accountable Care Organization, Inc., and Addison Gilbert Society, Inc. and their affiliated organizations that are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and classified as other than a private foundation under Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code. In this capacity, the Corporation may:

(a) (i) maintain and operate charitable hospitals for the surgical and medical treatment and care of the sick and injured; (ii) maintain and operate 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) advance the knowledge and practice of, and education and research in, medicine, surgery, nursing and other subjects related to the care, treatment and healing of humans; and (iv) improve public health in cooperation with federal, state, municipal and other health departments and officers;

(b) (i) receive in trust or otherwise and from whatever source, and administer, gifts, legacies and devises, grants and grants-in-aid, whether unrestricted or for specific purposes; (ii) cooperate with other organizations in promoting the purposes of this cooperation; and (iii) do all things incidental to the foregoing; and

(c) 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 Section 501(c)(3) of the Internal Revenue Code.

Attachment Sheet
Lahey Health System, 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 officer or trustee 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 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 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 (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 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 by a disinterested majority of the trustees then in office.

(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.

(c) 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 officer or trustee 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(e) 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.

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 as of 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:

Article II and Article IV

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

Howard Grant, *President / *Vice-President

David Spackman, *Clerk / *Assistant-Clerk

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

Attachment Sheet
 Lahey Health System, Inc.
 Attachment VI

Officers (continued):

Name	Position	Residential Address	Post Office Address
Ann-Ellen Hornidge, J.D.	Chair	79 Wilsondale Street Dover, MA 02030	Mintz Levin One Financial Center Boston, MA 02111
Linda Moulton	Vice-Chair	9 Doty Avenue Danvers, MA 01923	9 Doty Avenue Danvers, MA 01923
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

Directors:

Name	Residential Address	Post Office Address
Ann-Ellen Hornidge, J.D.	79 Wilsondale Street Dover, MA 02030	Mintz Levin One Financial Center Boston, MA 02111
Linda Moulton	9 Doty Avenue Danvers, MA 01923	9 Doty Avenue Danvers, MA 01923
Paul J. Andrews	238 Winn Street Woburn, MA 01801	238 Winn Street Woburn, MA 01801
Craig Benson	3 Merry Meeting Lane Rye, NH 03870	3 Merry Meeting Lane Rye, NH 03870
Joseph Corkery, M.D.	11 Azalea Road Winchester, MA 01890	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
Steven Defosse, M.D.	32 Sunrise Road Boxford, MA 01921	Beverly Hospital 85 Herrick Street Beverly, MA 01915
David DiChiara, M.D.	4 Treetops Lane Danvers, MA 01923	Essex County OB/GYN 83 Herrick Street Beverly, MA 01915
Robert Fortunato, M.D.	14 Magnolia Drive Lynnfield, MA 01940	14 Magnolia Drive Lynnfield, MA 01940
Howard R. Grant, J.D., M.D.	11 Journey's End Lane Lexington, MA 02420	Lahey Health 41 Mall Road Burlington, MA 01805

Name	Residential Address	Post Office Address
Tom Grant	868 Hale Street Beverly, MA 01915	868 Hale Street Beverly, MA 01915
Roger Jenkins, M.D.	15 West Parish Andover, MA 01810	Lahey Hospital & Medical Center 41 Mall Road Burlington, MA 01805
Marc Meiches	43 Paine Avenue Prides Crossing, MA 01965	43 Paine Avenue Prides Crossing, MA 01965
Patricia Meservey, RN, PhD	9 Settlers Way Salem, MA 01970	Salem State University 352 Lafayette Street Salem, MA 01970
J. William Poduska	295 Meadowbrook Road Weston, MA 02493	295 Meadowbrook Road Weston, MA 02493
Joseph Taylor, M.D.	127 Prospect Street Reading, MA 01867	127 Prospect Street Reading, MA 01867
Jane C. Walsh	47 Mystic Valley Parkway Winchester, MA 01890	47 Mystic Valley Parkway Winchester, MA 01890

THE COMMONWEALTH OF MASSACHUSETTS

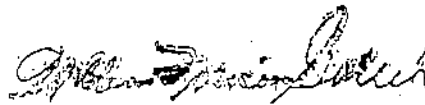
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RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 1 day of July, 20 14.

Effective Date: July 1, 2014



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

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CORPORATION

TO BE FILLED IN BY CORPORATION

Contact information:

Jennifer Demaree, JD

Lahey Health System

41 Mall Road, Burlington, MA 01805

Telephone: 781-744-5444

Email: Jennifer.A.Demaree@lahey.org

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