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# 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)

Nair	10
App	roved

We, Howard	R. Grant, JD, MD		, *President
and David G	6. Spackman, JD		, *Clerk
of Northea	ast Hospital Corporatio	<b>Ση</b> .	
located at 85	Herrick Street, Beverl	(Exact name of ty, MA 01915	corporation)
		(Street address of corporat	ion in Massachusetts)
do hereby cert	ify that the following Res	statement of the Articles of Organizati	ion was duly adopted at a meeting
held on	June 20	, 20 <u>14</u> , by a vote of:	one (1) membe
		directors, or	shareholders
		members or directors legally qualified Articles of Organization; OR	I to vote in meetings of the corporation where
	1. 1. 6.	1 1 11 (62.1	certings of the correction where there is an
	at least two-thirds of its n Iment to the Articles of C	nembers legally qualified to vote in m Drganization; OR	eetings of the corporation where there is an
amenc	iment to the Articles of C at least two-thirds of its d	Organization; OR	pursuant to General Laws, Chapter 180, Secti
amenc  Being 3 and	diment to the Articles of C at least two-thirds of its of there is an amendment to case of a corporation hav	Organization; OR directors where there are no members to the Articles of Organization; OR	pursuant to General Laws, Chapter 180, Secti
amenc  Being 3 and	diment to the Articles of C at least two-thirds of its of there is an amendment to case of a corporation hav	Organization; OR  directors where there are no members the Articles of Organization; OR  ring capital stock, by the holders of at	pursuant to General Laws, Chapter 180, Secti
amenc  Being 3 and	diment to the Articles of C at least two-thirds of its of there is an amendment to case of a corporation hav	Organization; OR  directors where there are no members the Articles of Organization; OR  ring capital stock, by the holders of at	pursuant to General Laws, Chapter 180, Secti

R.A.

<sup>\*</sup>Delete the inapplicable words.

\*\*Check only one box that applies.

#### ARTICLE I

The name of the corporation is:

Northeast	Hospital	Corporation
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#### ARTICLE II

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

SeeAttachmentll.

#### 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:

SeeAttachmentIV.

#### 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:

85 Herrick Street, Beverly, MA 01915

	NAME	ce address of each director and officer of the cor 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
Clerks	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	l year of the corporation shall end	on the last day of the month of: September	
d. The nam	e and business address of the reside	ent agent, if any, of the corpotation is: Not App	llcable
	ntion as heretofore amended, exc	tated Articles of Organization affect no amer ept amendments to the following articles. Br	
Allows have at	NINCO TUE DENIZITIES AS BI	ERJURY, this 30th day of Jun	e . <sub>20</sub> 14
SIGNED U	MADEY LUBLEMARTIES OF L	22.9 D 2(2) 1/20	

\*Delete the inapplicable words, "If there are no each amendments, state "Notic".

Attachment Sheet
Northeast Hospital Corporation
Attachment II

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

For charitable and benevolent purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection to own, manage and operate hospitals and other healthcare facilities located in the Commonwealth of Massachusetts (including but not limited to acute care hospitals, diagnostic and interventional health facilities) and to provide financial and other support to healthcare facilities and organizations, including but not limited to skilled nursing, rehabilitation, long term care and behavioral health facilities in furtherance of the provision of health services, the treatment and healing of humans, the performance of development, community relations and volunteer activities, the sponsorship and development of programs and activities which are charitable, scientific or educational in nature and which address the physical or mental health needs of the community at large, and all activities directly or indirectly related to the foregoing.

In furtherance of the foregoing purposes, and subject to the Bylaws as the same may be amended from time to time, the Corporation shall have the following powers:

- (a) to purchase, receive, 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;
- (b) to sell, convey, build, own, 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;
- (c) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, 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;
- (d) to 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;
- (c) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the repayment of funds so loaned or invested;
- (f) to make donations or contributions only for religious, charitable, scientific, literary or educational purposes; and
- (g) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; <u>provided</u>, <u>however</u>, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180, or the General Laws of the Commonwealth, or Section 501(c)(3) of the Internal Revenue Code as now in force or as hereafter amended.

Attachment Sheet Northeast Hospital Corporation 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 not withstanding 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/hc 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(e) 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; <u>provided</u>, <u>however</u>, 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 Northeast Hospital Corporation Attachment VI

# Officers (continued):

Name	Position	Residential Address	Post Office Address
Gary Marlow	Assistant Treasurer	85R Hale Street	Beverly Hospital
		Beverly, MA 01915	85 Herrick Street
			Beverly, MA 01915
Maryellen Lear	Assistant Clerk	19 Country Drive	Lahey Health
		Beverly, MA 01915	41 Mall Road
			Burlington, MA 01805
Nancy Palmer	Chair	9 Buttonwood Lane	9 Buttonwood Lane
		Danvers, MA 01923	Danvers, MA 01923
Denis Conroy	CEO	96 Woodlawn Avenue	Northeast Health System
		Wellesley, MA 02481	85 Herrick Street
			Beverly, MA 01915

# Directors:

Name	Residential Address	Post Office Address
Nancy Palmer	9 Buttonwood Lane	9 Buttonwood Lane
	Danvers, MA 01923	Danvers, MA 01923
George Burke	7 Ray Street	7 Ray Street
_	Beverly, MA 01915	Beverly, MA 01915
Denis Conroy	96 Woodlawn Avenue	Northeast Health System
•	Weliesley, MA 02481	85 Herrick Street
		Beverly, MA 01915
Steven Defossez, M.D.	32 Sunrise Road	Beverly Hospital
	Boxford, MA 01921	85 Herrick Street
		Beverly, MA 01915
DavidDiChiara, M.D.	4 Treetops Lane	4 Treetops Lane
	Danvers, MA 01923	Danvers, MA 01923
AlexanderDoumas, M.D.	17 Boxford Road	Essex Cardiology
	Topsfield, MA 01983	Associates, Inc.
		Parkhurst Medical Building
		75 Herrick Street, Suite 206
		Beverly, MA 01915
Charles Favazzo	16 Wallis Drive	Miller an Favazzo
	Wenham, MA 01984	27 Congress Street
		Salem, MA 01970

Name	Residential Address	Post Office Address
Chris George	12 Shipley Court	FTI Consulting Health
-	Middleton, MA 01949	Solutions
•		P.O. Box 359
		Middleton, MA 01949
Howard R. Grant, J.D.,	11 Journey's End Lane	Lahey Health
M.D.	Lexington, MA 02420	41 Mall Road
		Burlington, MA 01805
Robert Irwin	2 Sagamore Road	2 Sagamore Road
	Ipswich, MA 01938	Ipswich, MA 01938
Paul Lundberg	22 Raven Lane	Great Western Partners
•	Gloucester, MA 01930	22 Raven Lane
		Gloucester, MA 01930
Paul McConnell	8 Clipper Way	4 Guy Lanc
	Marblehead, MA 01944	York Beach, ME 03910
Kurt Melden	42 Masconomo Street	42 Masconomo Street
	Manchester by the Sea, MA 01944	Manchester by the Sca, MA
		01944
Paul Muniz	13 Brightside Avenue	Donovan Hatem LLP
	Gloucester, MA 01930	53 State Street
		Boston, MA 02109
Hugh O'Flynn, M.D.	18 Longmeadow Drive	Coastal Orthopedics
	Ipswich, MA 01938	85 Herrick Street
		Beverly, MA01915
Jagruti Patel, M.D.	144 Grapevine Road	144 Grapevine Road
•	Wenham, MA 01984	Wenham, MA 01984
Michael Shea	1 Lee Way	Pino & Shea
	Rockport, MA 01966	46 Middle Street
		Gloucester, MA 01930
Hugh Taylor, M.D.	103 Northridge Road	15 Railroad Avenue
- ·	Ipswich, MA 01938	Hamilton, MA01982

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## 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 02:58 PM

WILLIAM FRANCIS GALVIN

State Train Jakin,

Secretary of the Commonwealth