

APPENDIX 9

ARTICLES OF INCORPORATION

DB
Examiner

DB
Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

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

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Beth Israel Lahey Health, Inc.

ARTICLE II

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

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "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 Beth Israel Deaconess Medical Center, Inc., Beth Israel Deaconess Hospital – Milton, Inc., Beth Israel Deaconess Hospital – Needham, Inc., Beth Israel Deaconess Hospital – Plymouth, Inc., New England Baptist Hospital, Mount Auburn Hospital, Lahey Clinic Foundation, Inc., Lahey Health Shared Services, Inc., Northeast Hospital Corporation, Winchester Hospital, Anna Jaques Hospital, Inc., Northeast Behavioral Health Corporation and their affiliated organizations that are exempt from taxation under Section 501(c)(3) of the Code, and classified as other than a private foundation under Section 509(a)(1) or 509(a)(2) of the Code (collectively, the "Supported Organizations"). In this capacity, the corporation:

(a) has been formed to maintain and operate charitable hospitals and services associated with charitable hospitals, to advance education and research in providing care to the sick and injured and in training health care professionals, and to promote the general health of the community, including, without limitation, behavioral health, and the needs of at-risk, underserved, uninsured and government payer patient populations;

(b) shall develop, provide and maintain, for the benefit of patients, patient families, employers, commercial payers, public payers, and the Commonwealth, a transformative, competitive model of care that provides the highest quality care in settings that are lower cost, clinically appropriate and both accessible and convenient to and for patients and their families;

(c) shall support the Supported Organizations, which may include support by gift, grant, guarantee, or other means, including without limitation by becoming jointly and severally liable with the Supported Organizations and/or their affiliated organizations in connection with the indebtedness of some or all of such organizations; and

(d) may engage in any other charitable activities that may be lawfully carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws and which is exempt from taxation under Section 501(c)(3) of the Code.

C ☐
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R.A. ☐

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P.C.

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.

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 have no members. All powers of members under Massachusetts law shall be exercised by the trustees.

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 Sheets 4A - 4C.

ARTICLE V

The 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 on the following page, have been duly elected.

***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.

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 trustees, 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 or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

4.2. The trustees may make, amend or repeal the bylaws in whole or in part.

4.3. Meetings of the trustees (and meetings of any committees elected or appointed by the trustees) may be held anywhere in the United States.

4.4. No trustee or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

4.5.(a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its trustees or officers, or who serves at its request as a director, trustee or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Section 4.5 a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding: (i) not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or (ii), to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, to not have acted in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for the purposes of this Section 4.5.

(b) Notwithstanding the foregoing, as to any matter disposed of by a compromise 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 shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a disinterested majority of the trustees then in office; or (b) by a majority of the disinterested trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to

the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation.

(c) Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 4.5. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(d) The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(e) As used in this Section 4.5, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" trustee or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

4.6.(a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any trustee or officer of this corporation, or any concern in which any such trustee or officer has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a "transaction") of this corporation, and

(1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and

(2) no such trustee, officer or concern shall be liable to account to this corporation for any profit or benefit realized through any such transaction; provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. No interested trustee of this corporation may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized, but may participate in discussion thereof.

(b) For purposes of this Section 4.6, the term "interest" shall include personal interest and also interest as a trustee, officer, stockholder, shareholder, overseer, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(c) No transaction shall be voided by reason of any provisions of this Section 4.6 which would be valid but for such provisions.

4.7. No part of the assets or net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or any individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse for reasonable expenses incurred on behalf of and for the benefit of the corporation); 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.

4.8. 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).

4.9. 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 of the Supported Organizations as are at that time exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.10. 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, gender, gender identity, sexual orientation, military status or otherwise.

4.11. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, 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 said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE VI

The effective date 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.

ARTICLE VII

The information contained in Article VII 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:

109 Brookline Avenue, Suite 300, Boston, MA 02215-3903

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:	Kevin Tabb, M.D.	64 Beethoven Ave, Waban, MA 02468	Same as Residential Address
Treasurer:	Kevin Tabb, M.D.	64 Beethoven Ave, Waban, MA 02468	Same as Residential Address
Clerk:	Jamie Katz	18 Barberry Rd, Lexington, MA 02421	Same as Residential Address
Directors: (or officers having the powers of directors)	Ann-Ellen Hornidge	79 Wilsondale St, Dover MA 02030	Same as Residential Address
	Kevin Tabb, M.D.	64 Beethoven Ave, Waban, MA 02468	Same as Residential Address
	Jamie Katz	18 Barberry Rd, Lexington, MA 02421	Same as Residential Address

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

~~I/We~~, the below signed incorporator(s), 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 officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, ~~I/we~~, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 23rd day of NOVEMBER, 2018.



David Spackman, 41 Burlington Mall Road, Burlington, MA 01805

SECRETARY OF THE
COMMONWEALTH

THE COMMONWEALTH OF MASSACHUSETTS

2018 NOV 27 AM 9:55

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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CORPORATIONS DIVISION

I hereby certify that, upon examination of these 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 \$ 35 having been paid, said articles are deemed to have been filed with me this 27 day of November 20 18.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

40848

TO BE FILLED IN BY CORPORATION

Contact information:

David Spackman

41 Burlington Mall Road

Burlington, MA 01805

Telephone: 781-744-3466

Email: David.G.Spackman@lahey.org

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

IDENTIFICATION

NO. _____
Filing Fee: \$15.00

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

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

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

Name
Approved

We, Kevin Tabb, M.D., *President / *Vice President,

and Jamie Katz, *Clerk / *Assistant Clerk,

of Beth Israel Lahey Health, Inc.,
(Exact name of corporation)

located at 109 Brookline Avenue, Suite 300, Boston, Massachusetts, 02215,
(Address of corporation in Massachusetts)

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

2

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

of the Articles of Organization were duly adopted at a meeting held on June 7 20 19, by vote of:

 members, 20 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.

Article II: The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "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 Beth Israel Deaconess Medical Center, Inc., Beth Israel Deaconess Hospital - Milton, Inc., Beth Israel Deaconess Hospital - Needham, Inc., Beth Israel Deaconess Hospital - Plymouth, Inc., New England Baptist Hospital, Mount Auburn Hospital, Lahey Clinic Foundation, Inc., Lahey Health Shared Services, Inc., Northeast Hospital Corporation, Winchester Hospital, Anna Jacques Hospital, Inc., Northeast Behavioral Health Corporation, and their affiliated organizations that are exempt from taxation under Section 501(c)(3) of the Code, and classified as other than a private foundation under Section 509(a)(1) or 509(a)(2) of the Code (collectively, the "Supported Organizations"). In this capacity, the corporation:

*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.

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R.A. ☐

PC.

(a) has been formed to maintain and operate charitable hospitals and services associated with charitable hospitals, to advance education and research in providing care to the sick and injured and in training health care professionals, and to promote the general health of the community, including, without limitation, a core commitment to (i) meeting the health care, including behavioral health, needs of at-risk, underserved, uninsured and government payer patient populations throughout the Commonwealth; and (ii) diversity and geographic representation from within the service areas of its affiliated safety net hospitals, Lawrence General Hospital, Cambridge Health Alliance, and Signature Healthcare Brockton Hospital, for so long as each such hospital maintains a clinical and/or contractual affiliation with the corporation.

(b) shall develop, provide and maintain, for the benefit of patients, patient families, employers, commercial payers, public payers, and the Commonwealth, a transformative, competitive model of care that provides the highest quality care in settings that are lower cost, clinically appropriate and both accessible and convenient to and for patients and their families;

(c) shall support the Supported Organizations, which may include support by gift, grant, guarantee, or other means, including without limitation by becoming jointly and severally liable with the Supported Organizations and/or their affiliated organizations in connection with the indebtedness of some or all of such organizations; and

(d) may engage in any other charitable activities that may be lawfully carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws and which is exempt from taxation under Section 501(c)(3) of the Code.

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 25 day of June, 20 19

Kevin Tabb, M.D.



_____, *President / *Vice President,

Jamie Katz



_____, *Clerk / *Assistant Clerk,

**Delete the inapplicable words.*

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 19, 2019 11:12 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth