

ARTICLE I

The name of the corporation is:

Winchester Healthcare Management, 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 of election or appointment, the duration of membership and the qualification 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

Attachment Sheet
Winchester Healthcare Management, Inc.
Attachment II

The corporation is operated in furtherance of the purposes of Winchester Hospital and Winchester Hospital Foundation, Inc., and is organized exclusively for charitable, educational and scientific purposes, including but not necessarily limited to the following purposes, and not for pecuniary profit: (a) to provide general guidance, planning, direction, management and other services to a multi-entity corporate organization which includes Winchester Hospital and Winchester Hospital Foundation, Inc.; (b) to raise funds and to make and receive contributions of property and services for such purposes; and (c) more generally, to support the advancement and practice of, and education and research in, medicine and surgery and all other subjects relating to the care, treatment, and healing of humans, and to sponsor, develop and promote services and programs which are charitable, scientific or educational and which address the physical and mental needs of the community at large; provided, however, that the corporation shall not engage in the practice of medicine.

Attachment Sheet
Winchester Healthcare Management, 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 directors 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 director or officer shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as director 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 director or officer of the Corporation for or with respect to any acts or omissions of such director 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 director 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 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 directors 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 director 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 Directors 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 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 Highland Avenue, Winchester, MA 01890

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, J.D., M.D.	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 Grant, *President / *Vice-President

David Spackman, *Clerk / *Assistant Clerk

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

Winchester Healthcare Management, Inc.
Attachment VI

Officers (continued):

Name	Position	Residential Address	Post Office Address
Paul J. Andrews	Chair	238 Winn Street Woburn, MA 01801	238 Winn Street Woburn, MA 01801
Jane C. Walsh	Vice-Chair	47 Mystic Valley Parkway Winchester, MA 01890	47 Mystic Valley Parkway Winchester, MA 01890
Kevin F. Smith	Chief Executive Offier	15 Ellis Avenue Reading, MA 01867	15 Ellis Avenue Reading, MA 01867
Matthew Woods	Assistant Treasurer	107 Drake Road Burlington, MA 01803	107 Drake Road Burlington, MA 01803
Joseph R. Tarby, III	Assistant Clerk	83 Pleasant Street Woburn, MA 01801	83 Pleasant Street Woburn, MA 01801

Directors:

Name	Residential Address	Post Office Address
Paul J. Andrews	238 Winn Street Woburn, MA 01801	238 Winn Street Woburn, MA 01801
Jane C. Walsh	47 Mystic Valley Parkway Winchester, MA 01890	47 Mystic Valley Parkway Winchester, MA 01890
Kevin F. Smith	15 Ellis Avenue Reading, MA 01867	15 Ellis Avenue Reading, MA 01867
James Ficociello, D.D.S.	500 Main St. Wilmington, MA 01887	500 Main St. Wilmington, MA 01887
James H. Young	3 Lawrence Street Woburn, MA 01801	3 Lawrence Street Woburn, MA 01801
Jonathan L. Adler, M.D.	7 Wainwright Road, Unit 28 Winchester, MA 01890	7 Wainwright Road, Unit 28 Winchester, MA 01890
James Conway	8 Mount Pleasant Street Woburn, MA 01801	8 Mount Pleasant Street Woburn, MA 01801
Robert Fortunato, M.D.	14 Magnolia Drive Lynnfield, MA 01940	14 Magnolia Drive Lynnfield, MA 01940
Eric W. Hayden	7 Wainwright Road, Unit 2 Winchester, MA 01890	7 Wainwright Road, Unit 2 Winchester, MA 01890
Janice Houghton	21 Cricklewood Drive Stoneham, MA 02180	21 Cricklewood Drive Stoneham, MA 02180

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 Rd. Burlington, MA 01805
Arthur "Terry" Little, M.D.	312 Walnut Street Brookline, MA 02445	312 Walnut Street Brookline, MA 02445
Dale M. Lodge	5 Clear Pond Falmouth, MA 02450	5 Clear Pond Falmouth, MA 02450
Robert Lord	15 Madison Avenue WEST Winchester, MA 01890	15 Madison Avenue WEST Winchester, MA 01890
John C. Martini	169 Place Lane Woburn, MA 01801	169 Place Lane Woburn, MA 01801
Deborah R. McDonough	900 Lynnfield Street Unit 23 Lynnfield, MA 01940	900 Lynnfield Street Unit 23 Lynnfield, MA 01940
Richard C. Ockerbloom	80 Arlington Street Winchester, MA 01890	80 Arlington Street Winchester, MA 01890
Peter J. Rotolo, M.D.	7 Wainwright Road Unit #90 Winchester, MA 01890	7 Wainwright Road Unit #90 Winchester, MA 01890
Richard H. Sayre	16 Sheffield Road Winchester, MA 01890	16 Sheffield Road Winchester, MA 01890
Joseph Taylor, M.D.	127 Prospect Street Reading, MA 01867	127 Prospect Street Reading, MA 01867
Michael Travaglini	18 Harrison Street Winchester, MA 01890	18 Harrison Street Winchester, MA 01890
Marlene Williamson	3 Fieldstone Drive Winchester, MA 01890	3 Fieldstone Drive Winchester, MA 01890
Dana Zitkovsky, M.D.	50 Waltham Street, Unit 207 Lexington, MA 02421	50 Waltham Street, Unit 207 Lexington, MA 02421

THE COMMONWEALTH OF MASSACHUSETTS

Cash
485303

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

SECRET
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CORPORATION

1225369

TO BE FILLED IN BY CORPORATION

Contact information:

Jennifer Demaree, J.D.

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.