

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

Examiner

Name
Approved

We, John T. Szum _____, "President" / "Vice President,"

and J. Mark Waxman _____, "Clerk" / "Assistant Clerk,"

of CareGroup, Inc. _____
(Exact name of corporation)

located at 109 Brookline Ave., Suite 300, Boston, MA 02215 _____
(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 _____ and September 7, 20 08 by a vote of _____ members.

13 directors, or _____ shareholders¹,

- 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.

¹ Delete the inapplicable words.
² X 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 in more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

EC

ARTICLE I

The name of the corporation is:

CareGroup, Inc.

ARTICLE II

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

See Attachment Sheet 1a.

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.

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 2a - 2c.

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

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

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2. The purpose of the corporation is to engage in the following activities:
 - (1) To develop and coordinate an integrated health care delivery network of health care providers, including but not limited to a system of health care providers controlled by or under common control with the corporation, for the well-being of those of any race, creed, color, or national or ethnic origin; to support the advancement of the knowledge and practice of, and education and research in, medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans; to improve the health and welfare of all persons; to develop, sponsor and promote services and programs that are charitable, scientific or educational and that address the physical and mental needs of the community at large, provided that the corporation shall operate exclusively for the benefit of Beth Israel Deaconess Medical Center, Inc., Beth Israel Deaconess Hospital -- Needham, Inc., Mount Auburn Hospital, New England Baptist Hospital, and Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center, Inc. and their affiliated hospitals and other affiliated charitable organizations in the conduct of their charitable, educational and scientific functions, and provided further, that the corporation shall not engage in the practice of medicine.
 - (2) to 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; to cooperate with, contribute to and support other organizations in promoting the purposes of this corporation, including all corporations affiliated with this corporation that are determined to be exempt from federal income taxation under Section 501(c)(3) of the Code of 1986, as amended (the "Code"); and to do all things incidental to the foregoing;
 - (3) to conduct any business that may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and that is not inconsistent with this corporation's qualification as an organization described in Section 501(c)(3) of the Code or expressly prohibited hereinabove.

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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 directors or members, or any class of members, are as follows:
 - (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 hereof 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 Code.
 - (2) No director 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. No director or officer of the corporation shall 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.

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- (3) 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; 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 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 Code and shall not be a private foundation under Section 509(a) of the Code.
- (4) If and so long as the corporation is a private foundation (as that term is defined in Section 509 of the Code), then notwithstanding any other provisions of the articles of organization or the by-laws 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 Code, and
 - (b) the corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).
- (5) Upon 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 corporations exempt from federal income tax under Section 501(c)(3) of the Code selected by a majority of the then serving members of the Board of Directors of the corporation.
- (6) The corporation shall not discriminate in administering its policies and programs or in the employment of its personnel on the basis of race, creed, color, national or ethnic origin, sex or handicap.

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- (7) All references herein: (i) to the 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 Code or said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

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OFFICERS OF CAREGROUP, INC.

	<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
President	Vacant		
Vice President	John Szum	3 Windsor Road East Walpole, MA 02032	
Treasurer:	Professor F. Warren McFarlan	37 Beatrice Circle Belmont, MA 02178	
Clerk:	J. Mark Waxman	56 Laurel Road Weston, MA 02493	

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BOARD OF DIRECTORS OF CAREGROUP, INC.

<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
D. Barr Clayson	60 Hidden Road Weston, MA 02493	
John H. Cogswell	1479 Great Plain Avenue Needham, MA 02492	
Samuel C. Fleming	61 Meadowbrook Road Weston, MA 02193	
Mark C. Gebhardt, M.D.	44 Willow Crescent Brookline, MA 02445	
Harold Hestnes, Esq.	2 Sudbury Road Weston, MA 02193	
Robert J. Lepofsky	47 Southwood Lane Needham, MA 02492	
Robert M. Melzer	61 Monmouth Street Brookline, MA 02446	
Professor F. Warren McFarlan	37 Beatrice Circle Belmont, MA 02178	
Thomas P. O'Neill, III	One Exeter Street Boston, MA 02116	
A. Kim Saal, M.D.	35 Shattuck Road Watertown, MA 02472	
Lois E. Silverman	One Commonwealth Avenue Boston, MA 02116	

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BOARD OF DIRECTORS OF CAREGROUP, INC. (cont'd.)

<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
Helen R. Strieder	83 Penniman Place Brookline, MA 02445	
John P. Wilkins	36 Amherst Road Wellesley, MA 02482	

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. October 1, 2006

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:

109 Brookline Avenue, Suite 300, Boston, Massachusetts 02215

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:	See Attachment Sheets 3a-3c	

Treasurer:

Clerk:

Directors:
(or officers
having the
powers of
directors)

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:

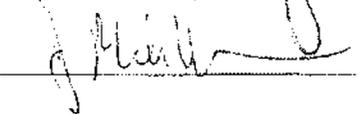
John T. Szum, 109 Brookline Avenue, Suite 300, Boston, Massachusetts 02215

"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, Section 2(1); (see Attachment Page 10) was amended to include the phrase "Beth Israel Deaconess Medical Center, Inc., Beth Israel Deaconess Hospital - Needham, Inc., Mount Auburn Hospital, and New England Baptist Hospital", in order to update the list of organizations for which the corporation serves as a "supporting organization" pursuant to S09(a)(3) of the Internal Revenue Code.

SIGNED UNDER THE PENALTIES OF PERJURY, this 29th day of September, 2006.

John T. Szum  President / Vice President

J. Mark Waxman  Clerk Assistant Clerk

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

THE COMMONWEALTH OF MASSACHUSETTS

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 \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____.

Effective Date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Linda Sleeper, CareGroup, Inc.

109 Brookline Avenue, Suite 300

Boston, Massachusetts 02215

Telephone: (617) 657-1722

Email: lsleeper@caregroup.harvard.edu

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