

Upe
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

042

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

Name Approved

We, Alan H. Robbins, M.D. Alan H. Robbins, *President / ~~*Vice President~~

and Martha Horsefield Martha Horsefield, *Clerk / ~~*Assistant Clerk~~

of New England Baptist Hospital
(Exact name of corporation)

located at 125 Parker Hill Avenue, Boston, MA 02120
(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~~ ~~xxxxxxxxxxxxxxxxxx~~ ~~by vote of~~ by action by written consent of one corporate member on February 6, 1998

~~xxxxxxxxxxxxxxxxxx members~~ ~~xxxxxxxxxxxxxxxxxx directors or~~ ~~xxxxxxxxxxxxxxxxxx shareholders~~

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (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):

The Articles of Organization shall be amended to add the following provision to the purposes of this Corporation immediately following the phrase "...and Dispensing in the Commonwealth":

- C
- P
- M
- R.A.

"and for the purpose of promoting by guarantee, loan or otherwise, the interests of CareGroup, Inc. and any charitable and federally tax-exempt organizations that are affiliated with this Corporation."

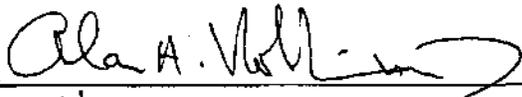
3
P.C.

*Delete the inapplicable words.
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.

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.

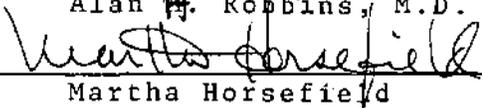
Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 6th day of February, 19 98,



Alan ~~M.~~ Robbins, M.D.

_____, *President ~~*/~~ *Vice President,



Martha Horsefield

_____, *Clerk ~~*/~~ *Assistant Clerk.

140459

THE COMMONWEALTH OF MASSACHUSETTS

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

605742

SECRETARY OF
THE COMMONWEALTH
98 FEB -9 PM 3:58
CORPORATION DIVISION

I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ 1500 having been paid, said articles are deemed
to have been filed with me this 9th day of FEBRUARY
19 98.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Anne P. Ogilby, Esq.
Ropes & Gray

One International Place

Boston, MA 02110

Telephone: (617) 951-7472

By PETITION

The Commonwealth of Massachusetts
Office of the Secretary of State
Michael Joseph Connolly, Secretary
One Ashburton Place, Boston, Massachusetts 02108

08/07/94
Fee \$35.00

Examiner
46



ARTICLES OF ~~CONSOLIDATION~~* MERGER*

Pursuant to General Laws, Chapter 180, Section 10
(Domestic and Domestic Corporation)

FEDERAL IDENTIFICATION NO.
042-10-3612 (HOSPITAL)

666001431

FEDERAL IDENTIFICATION NO.
22-2710-922 (NEBHCC) ✓

~~Consolidation~~ Merger* of New England Baptist Hospital

and New England Baptist Health Care Corporation
the constituent corporations

into New England Baptist Hospital
one of the constituent corporations ~~XXXXX CORPORATION~~*

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of ~~consolidation~~* merger* complies with the requirements of General Laws, Chapter 180, Section 10.
2. That if any of the constituent corporations constitutes a public charity, then the resulting or surviving corporation shall be a public charity.
3. The resulting or surviving corporation shall furnish a copy of the agreement of ~~consolidation~~* merger* to any stockholder or member upon written request and without charge.
4. The effective date of the ~~consolidation~~* merger* determined pursuant to the agreement referred to in paragraph 1 shall be: July 1, 1994.

5.
(For a merger)

(A)*The following amendments to the articles of organization of the SURVIVING corporation have been effected pursuant to the agreement of merger referred to in paragraph 1: None

P.C.
27

*Delete the inapplicable words.

(For a consolidation)

(B) ~~THE PURPOSE OF THE RESULTING CORPORATION IS AS FOLLOWS:~~

(C) If the resulting corporation has one or more classes of members, 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:

(D) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the resulting corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, of its directors or members, or of any class of members, are as follows:

6. The following information shall not for any purpose be treated as a permanent part of the articles of organization of the ~~resulting~~ surviving* corporation.

(A) The post office address of the initial principal office of the ~~resulting~~ surviving* corporation in Massachusetts is: 125 Parker Hill Avenue
Boston, MA 02120

(B) The name, residence and post office address of each of the initial directors and president, treasurer and clerk of the ~~resulting~~ surviving* corporation is as follows:

Name	Residence	Post Office Address
President	See Continuation Sheet 6(B)	
Treasurer		
Clerk		
Directors (or officers having the powers of directors)		

See Continuation Sheet 6(B)

(C) The fiscal year of the ~~resulting~~ surviving* corporation initially adopted is: October 1 through September 30

COMMONWEALTH OF MASSACHUSETTS
SECRETARY OF STATE
PETITION OF NEW ENGLAND BAPTIST HEALTH CARE CORPORATION
TO ENTER INTO AND FILE
ARTICLES OF MERGER PURSUANT TO
MASSACHUSETTS GENERAL LAWS CHAPTER 180, §7A

New England Baptist Health Care Corporation (the "Corporation" or the "Petitioner") hereby petitions Michael Joseph Connolly, as he is the Secretary of State of the Commonwealth of Massachusetts (the "Secretary"), for approval of Articles of Merger (the "Articles of Merger"), which Articles of Merger are attached hereto as Appendix A and made a part hereof by this reference. This Petition is made pursuant to Massachusetts General Laws Chapter 180, §7A.

In support of this Petition, the Petitioner represents:

(1) The Petitioner is a charitable corporation which was organized on October 18, 1985, and currently exists under Chapter 180 of the Massachusetts General Laws.

(2) As of May 24, 1994, prior to the special meeting of members hereinafter described in paragraph 5, the officers of the Petitioner were as follows:

Samuel C. Fleming, Chairman
D. Barr Clayson, Vice Chairman
Edward Fraioli, Treasurer
Martha R. Horsefield, Secretary
Raymond C. McAfoose, President and Chief Executive Officer

(3) As of May 24, 1994, prior to the special meeting of the members hereinafter described in paragraph 5, the Petitioner had 167 members, who were as follows:

Term Expiring 1994:

Sheldon Adelson
Tenley E. Albright, MD
Theodore C. Batton, MD
Edward P. Bliss
Irirangi C. Bloomfield, Ph.D.
Maria Pia Caldini, MD
Lavinia B. Chase
Elliott P. Cooke
Stavros Cosmopoulos
Albert B. Dean
Richard D. Eiseman
Stephen H. Farrington
David D. Fleming
Richard S. Gates

David A. Godolphin
Gary S. Grimes
Betsy Shure Gross
Richard C. Harriott, DMD
Rev. Charles E. Hendricks, DD
Edward Johns
Suzanne C. Kameese
Amin J. Khoury
Peter R. Leone
Eugene F. Merkert
George E. Phalen
H. Burton Powers
Charles F. Putnam
Alan H. Robbins, MD
Regina S. Rockefeller
Charles K. Rourke
Roderick H. Turner, MD
Carole M. Windle
Richard D. Wittrup
Edward Woll Jr.

Term Expiring 1995:

Frederick C. Basilico, MD
Mrs. Allen H. Bornheimer
Barbara A. Burgess
Walter M. Carleton
Robert F. Chick
D. Barr Clayson
Albert H. Curtis, II
Michael H. Davis
David Fitzgerald
Kevin Fitzgerald
Mrs. Lewis M. Foster
Edward Fraioli
John Grady
Mary F. Greaney
Nissle Grossman
Peter T. Johnson
Henry G. Kara
John H. Martis
Albert G. Mather, Jr.
Ernest McAlister
Michael J. McCormack
Mary Jane McGlennon
Thomas H. Nicholson
Emanuel V. Orfanon
Norman M. Resha
Mrs. George M. Rideout
George M. Rideout
James St. Clair
Arnold D. Scheller, Jr., MD
Burton D. Sheppard

Kane Simonian
Allan Tofias
Kenneth W. Warren, MD
Thomas T. Warren

Term Expiring 1996:

Herbert A. Abramson
St. George Tucker Aufranc, MD
H. Elmore Blanton
Hon. Marianne B. Bowler
William M. Breed
Stephen J. Camer, MD
Anthea K. Christian
William G. Coughlin
John F. Cremens
William L. Dawson, Jr.
S. David Ellenbogen
Barbara Bowers Farquhar
Gretchen S. Fish
David R. Gavitt
Rev. Michael E. Haynes, DD
Merie A. Legg, MD
David A. Mattingly, MD
Raymond C. McAfoose
Hon. Thomas J. McGrimley
Joan L. Nelson
Peter C. Nordblom
Kevin R. Parke
James S. Plaut
Charles T. Reynolds, MD
Rev. Roscoe C. Robison, D.Min.
Charles F. Rogers, II
John K. Sargent
James P. Sherblom
Loretta Ho Sherblom
Joseph Stavenhagen
Galen L. Stone
Joseph Wm. Viola, MD
Walter H. Weld
Allan R. White
Randall E. Wise

Term Expiring 1997:

Menelaos A. Aliapoulios, MD
Robert P. Beach
James W. Currie
Ronald V. DiPaolo
Elias C. Dow, MD
Robert A. Farmer
Philip C. Garber, Consul
Lena Genello Goldberg

Mrs. Richard E. Grainger
John A. Hannah
Mrs. James Higgins
Daniel C. Kenary
John F. Kennedy
Very Rev. Joseph Krastel, CSSR
Robert J. MacMillan, MD
John J. Mahoney
Jerry C. Maliot, MD
Hannah Manshel
Donald W. Mason
Mark A. Massey
W. Randle Mitchell, Jr.
Mrs. Walter S. Railsback
Ann Sargent
Scott Schuster
Robert E. Shea
William J. Shepard, Jr.
Helen R. Strieder
Ralph S. Tate
Thomas W. Thaler
Efrem Weinreb
John P. Wilkins
Delight Wolfe, RN
Charles E. Yon

Term Expiring 1998:

James S. Ansara
Benjamin E. Bierbaum, MD
Arthur D. Bond, Jr.
Robert H. Bradley
Hugh A. Dunlap, Jr.
William P. Egan
Gary O. Emmer
Samuel C. Fleming
Royce N. Flippin
Lewis M. Foster
Paul Fremont-Smith, MD
Mrs. Richard S. Gates
F. Laurence Gosnell
Rev. John Hennessy, CSSR
Patrick Hughes
Marion Kilson, Ph.D.
Jeffrey W. Kinell
Rabbi Howard K. Kummer
Mrs. Stanley M. Lane
Sarah Leggat
Nino Micozzi
Ahmed Mohiuddin, MD
Donald J. Moore
David G. Powell
Maj. Gen. Timothy J. Regan, Jr.

Erven A. Samsel
Richard D. Scott, MD
Robert H. Silver
David A. Splaine
Mrs. Robert K. Wilson
Franklin Wyman , Jr.

(4) The Petitioner and New England Baptist Hospital (the "Hospital"), a charitable Massachusetts hospital corporation whose sole member is the Petitioner, have agreed to enter into an alliance (the "Alliance") with NEDH Corp., the parent corporation of New England Deaconess Hospital. Pursuant to the Alliance, the governing body of NEDH Corp. will be reconstituted to include representatives of the Hospital. The newly reconstituted NEDH Corp. will become the sole member of the Hospital. In order to effectuate the alliance, the Petitioner intends to merge with and into the Hospital, with the Hospital as the surviving corporation.

(5) A special meeting of the membership of Petitioner was held on May 24, 1994 after due notice thereof was given to all members and a quorum was present. The notice to members included a draft of the proposed Agreement of Merger and a notification that the Agreement of Merger and Articles of Merger would be acted upon at the meeting. A copy of the notice to members is attached hereto as Appendix B and made a part hereof by reference. Fifty-six of the 167 members attended the May 24, 1994 meeting, and all 56 attendees voted in favor of the Agreement of Merger and Articles of Merger. No members registered their opposition to the Agreement of Merger and Articles of Merger at the meeting.

(6) Simultaneously with the notice attached hereto as Appendix B, Petitioner provided each of the members with a proxy form, a copy of which is attached hereto as Appendix C, upon which each member who was unable to attend the May 24, 1994 meeting could signify his or her approval of the Agreement of Merger and Articles of Merger. Prior to the May 24, 1994 meeting, 41 members signed and returned the proxy forms, bringing the number of members who signified their approval of the Agreement of Merger and Articles of Merger at or prior to the May 24, 1994 meeting to 96. In addition, 17 members have since signed and returned the proxy forms, bringing the total number of members who have signified their approval to the Agreement of Merger and Articles of Merger to 114. This combined vote of 114 represents more than two-thirds of the total membership of 167. No members have returned the consent form in order to express opposition (or have otherwise expressed opposition) to the Articles of Merger and Agreement of Merger.

(7) While Petitioner has been able to secure the combined approval of more than two-thirds of its members, it has been

unable to obtain such approval at a single meeting duly called for that purpose as required by Massachusetts General Laws, Chapter 180, §10. Such inability is caused by the relatively large number of members and their unavailability to attend the meeting given the timing of the alliance with NEDH Corp. and despite the notice of meeting duly sent to the membership.

(8) Petitioner believes that the adoption of the Articles of Merger and Agreement of Merger is in the best interests of the Corporation and the community at large because it will allow the Hospital to enter into the Alliance with NEDH Corp. The merger of the Corporation into the Hospital does not change the essential mission of Petitioner of furthering health care in the community. To the contrary, the merger will facilitate Petitioner's ability to carry forward its mission into the future with continued and enhanced strength.

WHEREFORE, the Petitioner respectfully requests that the Secretary find that this petition conforms to the provisions of law, that he endorse his approval upon the Articles of Merger attached hereto and made a part hereof, and that said Articles of Merger be approved to be filed by the Petitioner and otherwise dealt with in accordance with Massachusetts General Laws, Chapter 180, §7A and any other applicable provision of law, and be treated in all respects as Articles of Merger of Petitioner at such time as Petitioner files the same.

Signed on this 20 day of June, 1994, under penalties of perjury.

NEW ENGLAND BAPTIST HEALTH
CARE CORPORATION

By: Raymond C. McAfoose
Raymond C. McAfoose, President
and Chief Executive Officer

107640\068\#0PETS.KL.01

A



ALL STAT/LEGAL SUPPLY CO. 1-800-377-0010 E8811 RECYCLED



ALL-STATE LEGAL SUPPLY CO. 1-800-275-0510 E3311 RECYCLED

B



New England
Baptist
Health Care
Corporation

125 Parker Hill Avenue
Boston, Massachusetts 02120

617 738-5800

FACSIMILE 617 731-5742

To: The Members and Directors of the New England Baptist Health Care Corporation and The Trustees of the New England Baptist Hospital

From: Marianne B. Bowler, Chairman of the Board of Trustees, New England Baptist Hospital
Samuel C. Fleming, Chairman of the Board of Directors, New England Baptist Health Care Corporation
Raymond C. McAfoose, President

Date: May 3, 1994

Earlier this year the Directors of the New England Baptist Health Care Corporation (NEBHCC) and the Trustees of the New England Baptist Hospital (Trustees) approved the execution of a Memorandum of Understanding (MOU) between the NEBHCC and the NEDH Corp., the parent corporation of the Deaconess Hospital. Pursuant to the MOU, the Baptist intends to enter into an alliance (the Alliance) with the NEDH Corp. and its affiliates. Representatives of the Baptist are in the process of negotiating the final terms of the Alliance. Following implementation of the Alliance, the Baptist will be appointing four of the thirteen members of a new, reconstituted Board of Directors of NEDH Corp. This newly reconstituted and renamed Network Parent will become the new sole member of the Baptist, the Deaconess and other hospitals, with authorities and responsibilities as set forth in the MOU.

Because the reconstituted Network Parent will become the sole Member of the Baptist, the NEBHCC will no longer serve in that capacity. After our careful consideration of a number of alternatives, we believe that the best way to position the Baptist within the Alliance is for NEBHCC to be merged back into the Baptist, with the Baptist linking directly with the new Parent. This internal reorganization, to be effective only once the Alliance is consummated, will also mean that NEB Enterprises and the New England Baptist Surgicenter Corporation, currently subsidiaries of NEBHCC, will become subsidiaries of the Baptist. In effect, this internal reorganization will return the corporate structure of the Baptist to its pre-1985 status through a merger of NEBHCC into the Baptist Hospital corporation (see attachment "Agreement of Merger"). Two charts, one showing the current structure of NEBHCC, the Baptist and their affiliates, and the other showing the proposed structure if the alliance proceeds, are attached for your review (see attachments "Organization Charts").

(over)

May 2, 1994

page 2

Implementation of the alliance will require several steps in addition to the internal merger of NEBHCC with the Baptist. These steps include amendments to the by-laws of the Baptist, the Surgicenter Corporation and NEB Enterprises, as well as the execution by the Baptist and the new Network Parent of a formal Agreement of Alliance. All of these documents will be available for your review once they are in final form.

We have scheduled meetings of the Members and Directors of NEBHCC and of the Trustees of the Baptist for May 24, 1994 to discuss and review the terms of our Alliance and the contemplated structure of our internal reorganization (see attachment "Notice of Special Meeting of the Members"). At these meetings we expect also to seek certain votes necessary to proceed, which approvals will become effective once we have negotiated final terms and secured all other approvals necessary for the Alliance.

It is very important that you as a Member attend the meeting on May 24 to act upon these recommendations. If, however, you are unable to attend, please complete and return in the pre-addressed, stamped envelope enclosed the written consent and proxy (see attachment "Written Consent and Proxy of Members to the Merger of the Corporation with and into New England Baptist Hospital").

If you have any questions regarding our Alliance with the Deaconess or our internal reorganization to position us for that Alliance, please do not hesitate to contact any one of us prior to May 24.

Attachments:

- "Agreement to Merger"
- Charts (2) Current Structure and Proposed Structure
- "Notice of Special Meeting of the Members"
- return postcard
- "Written Consent and Proxy of Members to the Merger of the Corporation with and into New England Baptist Hospital"
- Pre-addressed, stamped envelope



New England
Baptist
Health Care
Corporation

125 Parker Hill Avenue
Boston, Massachusetts 02120

617 738-5800

FACSIMILE 617 731-5742

NEW ENGLAND BAPTIST HEALTH CARE CORPORATION
NOTICE OF SPECIAL MEETING OF THE MEMBERS

To the Members of the New England Baptist Health Care Corporation:

NOTICE IS HEREBY GIVEN that a Special Meeting of the Members of the New England Baptist Health Care Corporation will be held in the Potter Conference Room at the New England Baptist Hospital, 125 Parker Hill Avenue, Boston, Massachusetts on May 24, 1994 at 4:30 p.m. for the following purposes:

1. In connection with the proposed alliance with NEDH Corp., the parent of the Deaconess Hospital, to consider and act upon an agreement of merger of New England Baptist Health Care Corporation with and into New England Baptist Hospital, with New England Baptist Hospital as the surviving corporation, and to consider and act upon any other matters necessary or advisable in connection with such merger, including an Agreement of Merger and Articles of Merger (a copy of the Agreement of Merger is enclosed).
2. To consider and act upon any matters incidental to the foregoing and any other matters which may properly come before or any adjournment thereof.

A handwritten signature in cursive script, appearing to read 'Martha Horsefield'.

Martha Horsefield
Secretary

Please complete and return the enclosed post card by May 19 indicating whether or not you plan to attend the meeting on May 24.

May 3, 1994

AGREEMENT OF MERGER

AGREEMENT OF MERGER, made as of _____, 1994, by and among New England Baptist Hospital ("Baptist") and New England Baptist Health Care Corporation ("NEBHCC"), each being a not-for-profit corporation organized under and/or subject to Chapter 180 of the General Laws of the Commonwealth of Massachusetts and operated exclusively for charitable, scientific and educational purposes (such corporations being hereinafter sometimes called the "Constituent Corporations"),

W I T N E S S E T H T H A T :

WHEREAS, NEBHCC is the sole member of Baptist; and

WHEREAS, in connection with the proposed alliance of and among Baptist, NEDH Corp. and New England Deaconess Hospital Corporation, the Board of Directors of NEBHCC and the Board of Trustees of Baptist deem it advisable and in the best interests of their respective corporations and members that NEBHCC be merged with and into Baptist, with Baptist as the surviving corporation (the "Merger"); and

WHEREAS, Section 10 of Chapter 180 of the Massachusetts General Laws authorizes the merger of two or more charitable corporations organized and existing under the laws of the Commonwealth of Massachusetts;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Baptist and NEBHCC hereby agree each with the other that NEBHCC shall merge with and into Baptist and Baptist shall be the surviving corporation, pursuant to Chapter 180, Section 10, of the General Laws of the Commonwealth of Massachusetts, and the Constituent Corporations do hereby agree upon and prescribe the following terms of the Merger:

1. Merger. This Agreement of Merger (hereinafter the "Agreement") shall be executed by the President and Secretary and under the corporate seal of each of Baptist and NEBHCC, and it shall then be submitted for adoption and approval by each of Baptist and NEBHCC in the following manner:

- (a) The Agreement shall be submitted to the NEBHCC Board of Directors, acting on behalf of NEBHCC in its capacity as sole member of Baptist, for adoption by a vote of a majority of the Directors legally qualified to vote in meetings of the NEBHCC Board of Directors; and
- (b) The Agreement shall be submitted to the members of NEBHCC for adoption by a vote of two-thirds of the

members legally qualified to vote in meetings of the NEBHCC members; and

- (c) The Agreement shall be submitted to the Board of Trustees of Baptist for adoption by a vote of a majority of the Trustees legally qualified to vote in meetings of the Board of Trustees of Baptist; and
- (d) Upon the adoption of this Agreement by the Board of Directors of NEBHCC, acting on behalf of NEBHCC in its capacity as sole member of Baptist and by the members of NEBHCC, respectively, Articles of Merger in substantially the form attached hereto shall be executed and submitted to the Secretary of State of the Commonwealth of Massachusetts (the "Secretary") for his approval and filing.

NEBHCC shall be merged with and into Baptist on the Effective Date (as that term is defined in Section 6 below), the separate existence of NEBHCC shall then cease and the Constituent Corporations shall become a single corporation which shall be Baptist and which shall continue in existence as the surviving corporation (Baptist being sometimes hereinafter referred to as the "Surviving Corporation" whenever reference is being made to Baptist as of the date of the Merger or thereafter). The name of the Surviving Corporation shall continue to be "New England Baptist Hospital", and the Surviving Corporation shall continue to be governed by Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

2. Purposes. The purposes of the Surviving Corporation shall be the purposes of Baptist as set forth in the Articles of Organization of Baptist, a copy of which is attached hereto as Exhibit A.

3. Other Lawful Provisions. The following provisions shall govern and regulate the business, affairs and powers of the Surviving Corporation:

(a) The corporation may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed, including the foregoing powers and all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under or subject to Chapter 180 of the General Laws of the Commonwealth, provided that:

(i) No part of the income, net profits or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except organizations which are exempt from federal income taxation under Section 501(c)(3) of the Internal

Revenue Code, provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes;

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(iii) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on:

(aa) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or

(bb) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code;

(b) In the event of the dissolution of the corporation or of the winding up of its affairs or other liquidation of its assets, the corporation's property shall be conveyed or distributed [to such organization(s) designated by the Board of Trustees which are organized and operated for charitable purposes similar to those of the corporation and which are, at the time of such conveyance or distribution, exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code] [THIS PROVISION IS UNDER DISCUSSION]; otherwise to such organization(s) which are organized and operated exclusively for charitable purposes similar to those of the corporation, as determined by a court of competent jurisdiction of the Commonwealth of Massachusetts under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts;

(c) 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 the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

4. Articles of Organization. The Articles of Organization of Baptist, a copy of which is attached hereto as Exhibit A, shall be the Articles of Organization of the Surviving Corporation.

5. By-Laws. Simultaneously with the Merger, the By-Laws of Baptist shall be amended and restated in the form attached hereto as Exhibit B, and such Amended and Restated By-Laws shall be the By-Laws of the Surviving Corporation until such By-Laws are thereafter altered, amended or repealed as provided therein or by law.

6. Trustees and Officers. Those persons who are the Trustees and officers of Baptist on the Effective Date shall be the Trustees and officers of the Surviving Corporation and such persons shall continue to hold office, subject to the By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.

7. Effective Date. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts under Section 10 of Chapter 180 of the Massachusetts General laws, or any successor statute (such date being referred to elsewhere in this Agreement as the "Effective Date").

8. Members. NEDH Corp., a not-for-profit corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, will be the sole member of the Surviving Corporation in accordance with the Amended and Restated By-Laws of the Surviving Corporation.

9. Effect of the Merger. On the Effective Date of the Merger, any and all assets of every description and all of the estate, property, rights, privileges, powers and franchises of the Constituent Corporations and all of their property, real, personal and mixed, and all the debts due on whatever account to either of them, as well as all stock subscriptions and other choses in action belonging to either of them, shall be transferred to and vested in the Surviving Corporation without further act or deed. The rights of creditors of any of the Constituent Corporations shall not in any manner be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause existing against any of the Constituent Corporations, or any Director, Trustee or officer thereof, be released or impaired by the Merger, but the Surviving Corporation shall be deemed to have assumed, and shall be liable for, any and all liabilities and obligations of each of the Constituent Corporations in the same manner and to the same extent as if the Surviving Corporation had itself incurred such liabilities or obligations. The Directors, Trustees and officers of the Constituent Corporations shall continue to be subject to all the claims, demands and liabilities existing against them as

such at or before the Merger. No action or proceeding then pending before any court or tribunal of the Commonwealth in which either of the Constituent Corporations is a party, or in which any such Director, Trustee or officer is a party, shall abate or be discontinued by reason of the Merger, but any such action or proceeding may be prosecuted to final judgment as though the Merger had not taken place, or the Surviving Corporation may be substituted as a party in place of any of the Constituent Corporations by the court in which such action or proceeding is pending. If at any time the Surviving Corporation shall consider or be advised that any further assignments, assurances in law, or other acts or instruments are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of NEBHCC, NEBHCC and its proper officers and Directors shall and will do all such acts and things as may be necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

10. Termination. This Agreement may be terminated and abandoned by the Board of Directors or Board of Trustees of any Constituent Corporation at any time prior to the Effective Date notwithstanding approval of this Agreement by the member of any Constituent Corporation.

11. Governing Law. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and so long as each party has executed at least one counterpart, such counterparts shall together constitute a single, fully-executed original.

IN WITNESS WHEREOF, the parties have caused this Agreement of Merger to be executed in their respective corporate names and under their respective corporate seals by their respective Presidents and by their respective Secretaries, as of the day and year first written above.

NEW ENGLAND BAPTIST HOSPITAL

By: _____
Raymond C. McAfoose, President

And By: _____
Edward Fraioli, Treasurer

NEW ENGLAND BAPTIST HEALTH
CARE CORPORATION

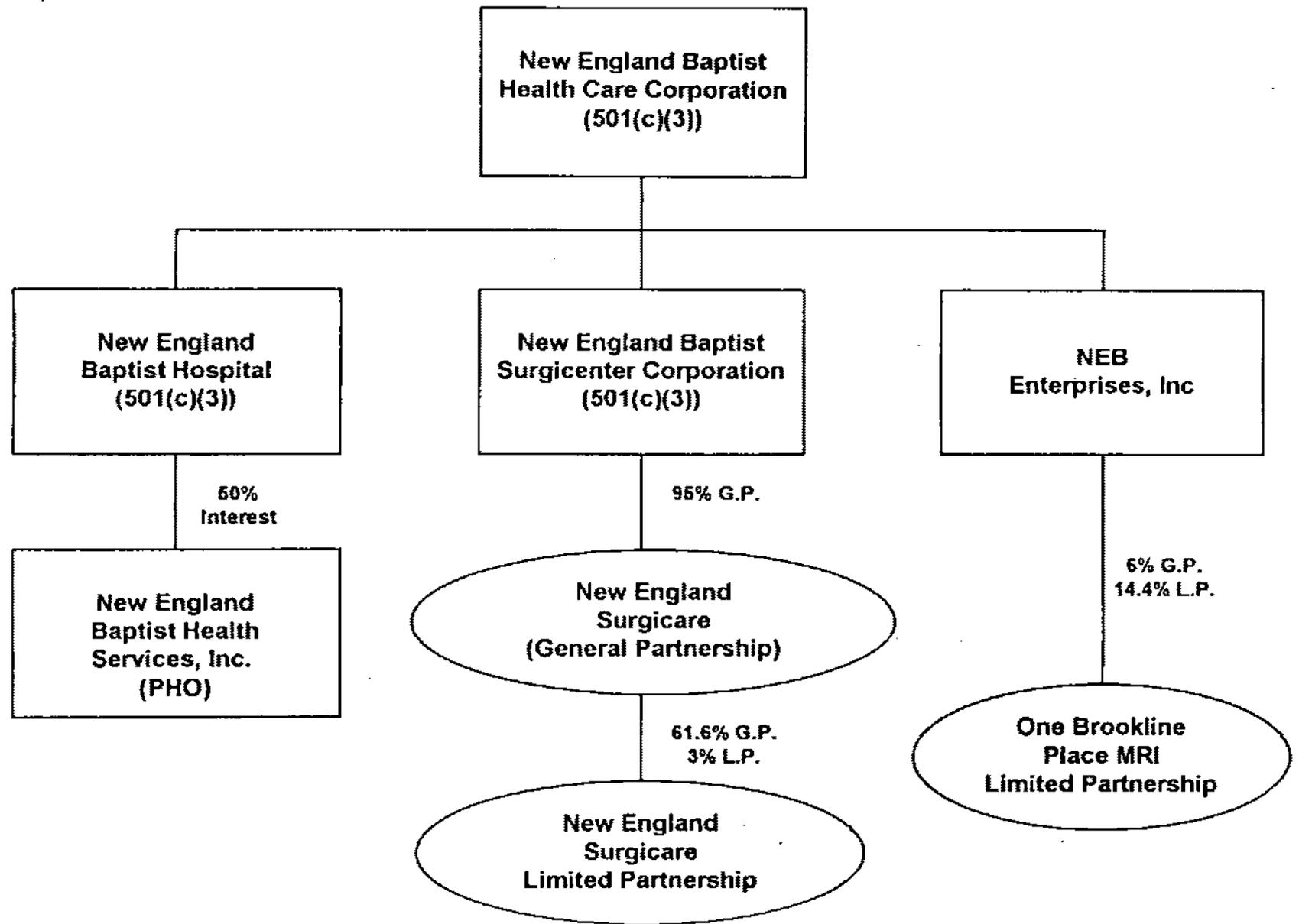
By: _____
Raymond C. McAfoose, President

And By: _____
Edward Fraioli, Treasurer

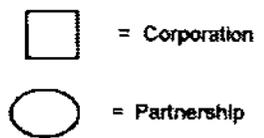
07540101080AOMSKL01

□ = Corporation
○ = Partnership

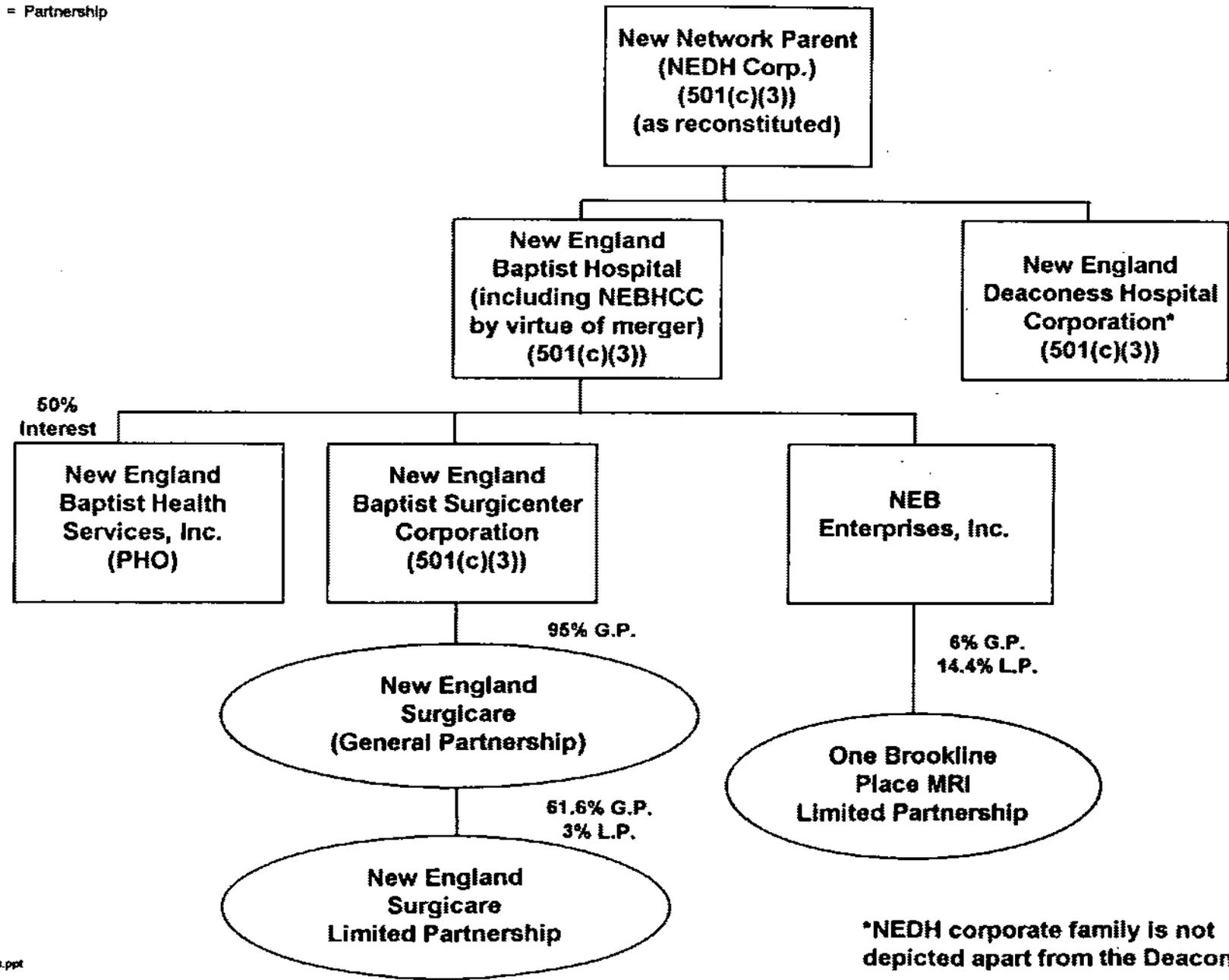
CURRENT NEBHCC STRUCTURE



C



PROPOSED STRUCTURE



*NEDH corporate family is not depicted apart from the Deaconess Hospital

NEW ENGLAND BAPTIST HEALTH CARE CORPORATION
Written Consent and Proxy of Members to the
Merger of the Corporation with and into
New England Baptist Hospital

The undersigned, being a member of New England Baptist Health Care Corporation (the "Corporation") qualified to vote, hereby consents to the adoption of the following resolutions of the membership of the Corporation:

RESOLVED: Subject to and effective upon the alliance of New England Baptist Hospital with NEDH Corp., the parent corporation of New England Deaconess Hospital (the "Alliance"), that the corporation be merged with and into New England Baptist Hospital (the "Hospital"), with the Hospital as the surviving corporation.

FURTHER RESOLVED: To authorize Raymond C. McAfoose, Martha R. Horsefield and Edward Fraioli, as President, Secretary and Treasurer of the Corporation, respectively, to execute, deliver and/or file, on behalf of the Corporation, an Agreement of Merger and Articles of Merger between the Corporation and the Hospital; and

FURTHER RESOLVED: To authorize any of such officers, acting singly, to execute, acknowledge, if necessary, deliver and/or file, such other documents and instruments as they may deem necessary or desirable to effectuate the merger contemplated by the above resolution.

In addition, the undersigned does hereby appoint Raymond C. McAfoose or Martha Horsefield as his/her true and lawful attorney, with power of substitution, for the undersigned and in his/her name, to vote as his/her proxy at the meeting of the Members of the Corporation to be held at the Hospital on May 24, 1994 at 4:30 p.m., or at any adjournment thereof, with all the powers which he/she would possess if personally present, and particularly to vote as his/her proxy in favor of resolutions substantially in the form set forth above, with such changes, additions and deletions as such proxy shall approve in his/her discretion, and also, if necessary, to sign his/her name to any confirmation of the record of said meeting.

The Clerk of the Corporation is directed to file this consent/proxy with the minutes of the meetings of the Members.

WITNESS my hand and seal.

Date

Signature

Please print your name

CONTINUATION SHEET 6(B)

Officers:

Chairman
Hon. Marianne B. Bowler
1258 Beacon Street
Brookline, MA 02146

Vice Chairman
Thomas H. Nicholson
440 Conant Road
Weston, MA 02193

Vice Chairman
Thomas T. Warren
8 Coursebrook Road
Sherborn, MA 01770

Treasurer
Edward Fraioli
20 Rhodes Avenue
Sharon, MA 02067

Secretary
Martha R. Horsefield
521 Adams Street
North Abington, MA 02351

President & Chief Executive Officer
Raymond C. McAfoose
101 Lake Street
Sherborn, MA 01770

Elected Trustees:

Term Expiring 1994

Theodore C. Barton, MD
466 High Street
Westwood, MA 02090

Joseph Stavenhagen
1337 Massachusetts Avenue
Lexington, MA 02173

Roderick H. Turner, MD
74 Yarmouth Road
Brookline, MA 02146

Term Expiring 1995

S. David Ellenbogen
9 Pauline Drive
Natick, MA 01760

David D. Fleming
24 Wildwood Drive
Sherborn, MA 01770

Robert H. Silver
23 Woodhaven Road
Newton, MA 02168

Term Expiring 1996

Arthur D. Bond, Jr.
12 Lakeview Avenue
Cambridge, MA 02138

Alan H. Robbins, MD
403E Dedham Street
Newton Centre, MA 02159

Ex Officio Trustees

Edward B. Murphy, Jr., MD
President, Medical Staff
125 Parker Hill Avenue
Boston, MA 02120

Benjamin E. Bierbaum, MD
Chairman, Orthopedic & Surgical Departments
54 Fernwood
Brookline, MA 02146

Gary R. Epler, MD
Chairman, Medical Department
6 Louis Drive
Wellesley, MA 02181

Honorary Trustees

D. Barr Clayson
60 Hidden Road
Weston, MA 02993

Albert H. Curtis II
501 Glen Road
Weston, MA 02193

Richard D. Eiseman
10221 Waller Drive
Dallas, TX 75229

Samuel C. Fleming
61 Meadowbrook Road
Weston, MA 02193

Lewis M. Foster
North Hill
865 Central Avenue
Needham, MA 02192

Richard S. Gates
North Hill
865 Central Avenue, G403
Needham, MA 02192

Rev. Michael E. Haynes, DD
26 Clifford Street
Roxbury, MA 02119

Charles F. Putnam
7 Agawam Road
West Acton, MA 01720

George M. Rideout
41 Kirkland Circle
Wellesley Hills, MA 02181

Mrs. Alan H. Robbins
President, NEBH League
403E Dedham Street
Newton Centre, MA 02159

Mrs. Marjorie Skillin
President, NEBH Woman's Auxiliary
21 Oakland Street
Medford, MA 02155

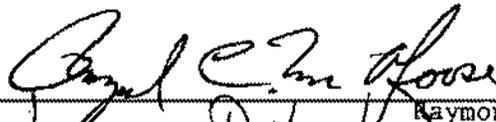
Kenneth W. Warren, MD
59 Ledgeways
Wellesley Hills, MA 02181

Allan R. White
P.O. Box 328
Milton, MA 02186

- (D) The date initially fixed in the by-laws for the annual meeting of members or stockholders of the ~~resulting~~ surviving corporation is the date fixed by the Board pursuant to the By-Laws.

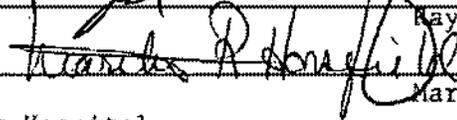
The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~consolidation~~ merger* which is set forth under paragraph 1 has been duly executed on behalf of such corporations and duly approved by the members/stockholders/directors of such corporations in the manner required by General Laws, Chapter 180, Section 10 and in compliance with all pertinent requirements of the articles of organization of such corporations at meetings of members/stockholders/ directors held on the following dates:

Names of Corporations	Dates of Members/Stockholders/Directors meeting
New England Baptist Hospital	May 24, 1994
New England Baptist Health Care Corporation	May 24, 1994



President* ~~XXXXXX~~

Raymond C. McAfoose



Secretary ~~XXXXXX~~

Martha R. Horsefield

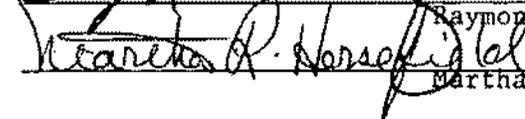
of New England Baptist Hospital

name of constituent corporation



President* ~~XXXXXX~~

Raymond C. McAfoose



Secretary ~~XXXXXX~~

Martha R. Horsefield

of New England Baptist Health Care Corporation

name of constituent corporation

to be executed on behalf of each constituent corporation

*Delete the inapplicable word.

469413

16707

RECEIVED BY SECRETARY OF THE STATE
JUL 23 1994

The Commonwealth of Massachusetts

1994 JUN 23 PM 3:21

ARTICLES OF CONSOLIDATION/MERGER

General Laws, Chapter 180, Section 10
(Domestic with Domestic Corporations)

I hereby approve the within articles of consolidation/merger and, the filing
fee in the amount of \$ 35 - having been paid, said articles are deemed
to have been filed with me this 29TH day of JUNE 19 94

EFFECTIVE
JULY 1, 1994



MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
Photocopy of Articles of Merger To Be Sent

TO: Harvey W. Freishtat
McDermott, Will & Emery
75 State Street
Boston, MA 02109
Telephone (617) 345-5000

Copy Mailed

No. 101

Commonwealth of Massachusetts.

Be it known that whereas *The Boston Baptist Hospital*

a corporation organized under the laws of this Commonwealth, and subject to the provisions of chapter one hundred and fifteen of the Public Statutes and acts amendatory thereof, has complied with the provisions of chapter three hundred and sixty of the Acts of the year eighteen hundred and ninety-one, as appears from the certified copy of the order of the Commissioner of Corporations, authorizing said corporation to change its name and adopt the name of *New England Baptist Hospital*

and the certificate of the President, Treasurer and a majority of the Trustees of said corporation, duly filed in this office pursuant to the provisions of section three of the aforesaid chapter:

Now, Therefore, I, *William M. Oliver* Secretary of the Commonwealth of Massachusetts, do hereby certify, that the name which said corporation shall bear is *New England Baptist Hospital* which shall hereafter be its legal name.

Witness my official signature hereunto subscribed, and the seal of the Commonwealth of Massachusetts hereunto affixed, this *thirtieth* day of *June* in the year of our Lord one thousand eight hundred and *ninety-seven*

L.S.

Wm. M. Oliver
Secretary of the Commonwealth.

SIGNED,

We, *Arthur W. Sawyer* President, *Charles W. Perkins* Treasurer,
 and *John Carr*, *Edgar O. Silver* Clerk, *Everett O. Purr*,
Fred H. Drisko, *C. W. Kingsley*, *Chas. W. Perkins*, *T. J. B.*
House, *Francis F. Whittier*, *H. Warren White*.

Boston Bap-
 tist Hospital
 The.

Trustees *The Boston Baptist Hospital*
 being a majority of the Trustees, of

in compliance with the requirements of the fourth
 section of chapter one hundred and fifteen of the Public Statutes, do hereby certify, that the following is a true copy
 of the agreement of association to constitute said Corporation, with the names of the subscribers thereto: --

"We, whose names are hereunto subscribed, do, by this agreement, associate ourselves with the intention to constitute
 a Corporation, according to the provisions of the one hundred and fifteenth chapter of the Public Statutes of the
 Commonwealth of Massachusetts, and the Acts in amendment thereof and in addition thereto.

The name by which the Corporation shall be known is
The Boston Baptist Hospital.

The purpose for which the Corporation is constituted is *to establish and maintain*
a Hospital and dispensary in this Commonwealth.

The place within which the Corporation is established or located is the *city*
Boston within said Commonwealth.

The amount of its capital stock is _____
 dollars. The par value of its shares is _____ dollars. The number
 of its shares is _____.

In Witness Whereof, we have hereunto set our hands, this *tenth* day of
March in the year eighteen hundred and ninety *three*.

Chas. W. Perkins
Arthur W. Sawyer
James W. Cook
H. Warren White M. D.
Fred H. Drisko
Francis F. Whittier
Wendell G. Corthell
C. W. Kingsley
Frederick M. Kilmer

Wm. G. Harris
Edgar O. Silver
Stephen Greene
Abel C. Whittier
T. J. B. House
Everett O. Purr
John Carr
Emory B. Gibbs

Certificate of Organization

Date *September 1903*

Fee, 50 cents paid

Ex d.

That the first meeting of the subscribers to said agreement was held on the seventeenth
day of April in the year eighteen hundred and ninety three and adjourned
at first meetings have been held on April 24th May
2nd May 4th and 16th and 24th and June 5th

In Witness Whereof, we have hereunto signed our names, this fifth
day of June in the year eighteen hundred and ninety three

Arthur W. Sawyer	Wm. G. Harris
John Carr	Chas. W. Perkins
Edgar C. Silver	F. J. B. House
Everett O. Burr	Francis F. Whittier
Fred H. Drisko	H. Warren White
C. W. Kingsley	

COMMONWEALTH OF MASSACHUSETTS, Suffolk ss. June 5th 1893

Then personally appeared the above-named Arthur W. Sawyer, John Carr,
Edgar C. Silver, Everett O. Burr, Fred H. Drisko,
C. W. Kingsley, Chas. W. Perkins, F. J. B. House, Fran-
cis F. Whittier, H. Warren White

and severally made oath that the foregoing certificate, by them subscribed, is true, to the best of their knowledge and
belief. Before me,

Emory P. Gilley
Justice of the Peace

I hereby certify that it appears upon an examination of the within written certificate and the records of the corpora-
tion duly submitted in my inspection, that the requirements of sections one, two and three of chapter one hundred and
fifteen, and sections eighteen, twenty and twenty-one of chapter one hundred and six, of the Public Statutes have
been complied with, and I hereby approve said certificate, this nineteenth day

of September A.D. eighteen hundred and ninety three
Chas. Endicott Commissioner of Corporations.

Charter issued September 17, 1893, to The Boston Baptist Hos-
pital as a new Corporation, No. 5376

a copy of which charter, or certificate of incorporation, is recorded in Charter Book, Vol. 31