

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Paul W. Allison
456 Belmont Street
Watertown, MA 02170

STT 000 440

88-322031

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

Seacoast Regional Health Systems, Inc.

2. The purposes for which the corporation is formed is as follows:

The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Anna Jaques Hospital and other organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code and described in Sections 509(a)(1) or 509(a)(2) thereof which further the purposes of Anna Jaques Hospital by providing health care and related services.

- C
- P
- M
- R.A.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

7

Examiner

Name Approved

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

The initial members of the corporation shall be those persons who were members of Anna Jaques Hospital on the day this corporation becomes the sole member of Anna Jaques Hospital.

- *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 of any class of members, are as follows:-

See Continuation Sheets 4A and 4B

CONTINUATION SHEET 4A

Subject to the limitations contained in paragraphs (a) through (e) below, the Corporation shall have the following powers: (1) the powers set forth in Massachusetts General Laws c. 156B, §9 (a) through (k); (2) the power to pay pensions and to establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and (3) the power to be a partner with one or more other organizations exempt from Federal income taxation under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) in any enterprise which carries out the purposes on which the corporation's tax-exempt status is based.

(a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

(b) No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, and no member, officer or employee of the Corporation shall receive or

CONTINUATION SHEET 4B

be lawfully entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation for services in effecting one or more of its purposes.

(c) 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 any candidate for public office.

(d) Persons of any race and of either sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race or sex in administering its policies and programs.

(e) In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed pursuant to Massachusetts General Laws c. 180, §11A to Anna Jaques Hospital, so long as it is exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, and otherwise to such organization or organizations with similar charitable, religious and educational purposes as at the date of dissolution are described in §501(c)(3) of the Internal Revenue Code.

(f) Meetings of the members may be held anywhere in the United States.

CONTINUATION SHEET 7B

INITIAL TRUSTEES

Douglas Sloane, IV
 Rolfe's Lane
 Newburyport, MA 01950

Mrs. Edward Fitzgerald
 63 High Street
 Newburyport, MA 01950

John F. Bradshaw
 P.O. Box 6130
 Newburyport, MA 01950

William L. Plante, Jr.
 Hay Street
 Newbury, MA 01950

Mr. Francis T. Bresnahan
 57 Jefferson Street
 Newburyport, MA 01950

Frank F. Morrill
 231 High Street
 Newburyport, MA 01950

Kennard L. Bowlen
 2 Jefferson Court
 Newburyport, MA 01950

Mr. Thomas Vigeant
 M&V Electroplating
 5 Greenleaf Street
 Newburyport, MA 01950

Vincent J. Russon, M.D.
 21 Highland Avenue
 Newburyport, MA 01950

Joseph E. Tuthill, M.D.
 18 Highland Avenue
 Newburyport, MA 01950

Josiah H. Welch
 59 High Street
 Newburyport, MA 01950

Miss Lorna Learned
 190 High Street
 Newburyport, MA 01950

Jonathan J. Woodman
 Woodman Associates
 20 Inn Street
 Newburyport, MA 01950

John H. Pramberg, Jr.
 Institution for Savings
 93 State Street
 Newburyport, MA 01950

Mrs. Jean Shula
 433 Main Street
 West Newbury, MA 01950

Charles W. Morse, Jr.
 19 Green Street
 Newbury, MA 01950

John J. Witherspoon
 Glen Road
 Rowley, MA 01969

Benjamin Pearson, Jr.
 7 West Street
 Byfield, MA 01922

Christopher J. Armstrong
 One Coleman Road
 Byfield, MA 01922

William J. Driscoll, M.D.
 21 Highland Avenue
 Newburyport, MA 01950

Ann Marie Scalletti*
 8 Finnegan way
 Newburyport, MA 01950

Harrington Moore, Jr.
 George W. Moore, Inc.
 100 Beaver Street
 Waltham, MA 02154

Leslie A. Ferlazzo
 Woodstock Corporation
 18 Tremont Street
 Boston, MA 02108

Daniel L. Leary, Jr., MD*
 18 Highland Avenue
 Newburyport, MA 01950

John R. Musser, Jr., MD
 21 Highland Avenue
 Newburyport, MA 01950

Thomas Ambrosi
 One Harris Street
 Newburyport, MA 01950

William L. Lipman, MD*
 21 Highland Avenue
 Newburyport, MA 01950

* = ex Officio

5. 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 below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:
 Anna Jaques Hospital
 25 Highland Avenue
 Newburyport, MA 01950
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
Chairman of the Board:	William L. Plante, Jr. Hay Street, Newbury, MA 01950	Same
Vice Chairman of Board:	Josiah H. Welch 59 High Street, Newburyport, MA 01950	Same
President:	Allan L. DesRosiers 24 Bishops Lane Lynnfield, MA 01940	Same
Treasurer:	John H. Prmaberg, Jr. 59 Washington Street Newburyport, MA 01950	Same
Clerk:	John J. Witherspoon Glen Street Rowley, MA 01969	Same

Directors: (or officers having the powers of directors)
 See Continuation Sheet 7B

- c. The date initially adopted on which the corporation's fiscal year ends is:
 September 30
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
 First Thursday in December
- e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 17th day of November, 19 86

I/We the below signed INCORPORATORS 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 principal officers have not been similarly convicted. If so convicted, explain.

Paul W. Allison

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The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

30261

SECRETARY OF STATE
CORPORATION DIVISION

NOV 18 1986

THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED
RECEIVED

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

NOV 18 1986

SECRETARY OF STATE
CORPORATION DIVISION

I hereby certify that, upon an examination of the within-written 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 \$30.00 having been paid, said articles are deemed to have been filed with me this *19th* day of *November* 19*86*

Effective date

Michael J. Connolly

MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Paul W. Allison, Esq.
CHOATE, HALL & STEWART
Exchange Place
53 State Street
Boston, MA 02109

Telephone.....(617) 227-5020

Filing Fee \$30.00

Copy Mailed

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