**NEW ENGLAND REHABILITATION SERVICES OF CENTRAL MASSACHUSETTS,   
INC. D/B/A FAIRLAWN REHABILITATION HOSPITAL, an affiliate of ENCOMPASS   
HEALTH   
DON APPLICATION #N/A-22022810-HE**

Articles of Organization

The Articles of Organization of the Applicant (the “Articles”) are filed with the Massachusetts Secretary of the Commonwealth.  The attached document has been transcribed for accessibility and is not intended to be a true and complete copy of the as-filed Articles. The official copy of the Articles may be found at: https://corp.sec.state.ma.us/CorpWeb/CorpSearch/CorpSummary.aspx?sysvalue=vsle\_iBnbKAM1hFVW7LNohmr3PftR01KcwlRNxIIKWM-

Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B) Incorporators

NAME POST OFFICE ADDRESS

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

Frank S. Puccio, Jr. One Exchange Place

Worcester, Mass 01608

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws. Chapter 156B and hereby state(s):

Name Approved

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

New England Rehabilitation Services of Central Massachusetts Inc.

2.

1. · The purpose for which the corporation is formed is as follows:

See attached "Addendum A"

#### C

P

M

R.A.

*8*

#### P.C.

**SG-224095**

'

Note: If the space provided under any article or item on this form is insufficient. additions shall be set forth on separate 8 ½ 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.

1. The total number of shares and the par value, if any of each class of stock within the corporation is authorized as follows: ·

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| CLASS OF STOCK | WITHOUT PAR VALUE | WITH PAR VALUE | | |
| NUMBER OF SHARES | NUMBER OF SHARES | **PAR**  VALUE | AMOUNT |
| **Preferred** |  |  |  |  |
|  |  |  |  |  |
| **Common** | **15,000** |  |  |  |

\*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers. qualifications, special or relative rights or privileges as to each class thereof and any series now established:

## None

.

•5. The restrictions, if any, imposed, by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

## None

\*6. Other lawful provisions, if any. for the conduct and regulation of 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 stockholders, or of any class of stockholders:

**None**

\*If there are no provisions state “None”

**The Edward LeRoux Group, Inc.**

**MEDICAL DIVISION**

TWO REHABILITATION WAY, WOBURN, MA 01801 (617) 935-5050

August 6, 1986

Michael J. Connolly, Secretary Commonwealth of Massachusetts One Ashburton Place

Boston, Massachusetts 02108

Dear Mr. Secretary:

RE: New England Rehabilitation Services of Central Massachusetts, Inc.

Please be informed that the undersigned, being the duly elected Treasurer of New England Rehabilitation Management Company, Inc., a New Hampshire corporation qualified to do business in the State of Massachusetts, hereby acknowledges the consent of said corporation to the use of the name to be similar to said corporation's name as referenced to both by such corporation to be formed under the provisions of Chapter 156B of the Massachusetts General Laws, whose Articles of Organization are attached hereto.

Very truly yours,

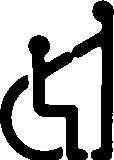
NEW ENGLAND REHABILITATION MANAGEMENT COMPANY, INC.

<Signature on File>

Raymond J. Dunn, III

Treasurer

RJD/klc

**NEW ENGLAND REHABILITATION HOSPITAL**

REHABILITATION WAY - WOBURN - MASSACHUSETTS 01801 - (617) 935-5050

**Member of: International Association of Rehabilitation Facilities Massachusetts Hospital Association**

**American Hospital Association Federation of American Hospitals**

**National Association of Rehabilitation Facilities**

**Accredited by: Commission on Accreditation of Rehabilitation Facilities Joint Commission on Accreditation of Hospitals**

August 6, 1986

Michael J. Connolly, Secretary Commonwealth of Massachusetts One Ashburton Place

Boston, Massachusetts 02108

Dear Mr. Secretary:

RE: New England Rehabilitation Services of Central Massachusetts, Inc.

Please be informed that the undersigned, being the duly elected President of New England Rehabilitation Hospital, Inc., a Massachusetts corporation, hereby acknowledges the consent of said corporation to the use of the name to be similar to said corporation's name as referenced to both by such corporation to be formed under the provisions of Chapter 156B of the Massachusetts General Laws, whose Articles of Organization are attached hereto.

Very Truly Yours,

<Signature on File>

Edward J. LeRoux, Jr.

President

EGL/klc

The Edward LeRoux Group, Inc., Medical Division

ADDENDUM A

To act as business consultants, and promotion and merchandising counsellors, and as public relations and research counsellors and in connection therewith to render management, negotiation, research, technical and advisory services to persons, firms, corporations (charitable and non-charitable) and others including but not limited to those engaged in the health and medical care fields in connection with their operation of business, including but not limited to, their relations with employees, stockholders, directors, trustees, government officials and agencies, and the general public and any person or special group.

To serve in an advisory, managerial, and consultative capacity to corporations (charitable and non-charitable), associations, partnerships, individuals, and others, including but not limited to those engaged in the health and medical fields and to engage generally in the business of providing, promoting and establishing systems, methods and controls for managerial efficiency and operations.

To make recommendations, revise, adopt, modernize and establish economics to effect managerial efficiency and in connection therewith to take over an entire operation and business of any type and to perform all such services as may be necessary to carry out the foregoing.

To devise, develop, contract for and furnish management services, systems, and operations.

To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on such lands buildings or other structures and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures so owned, held, or acquired, and to encumber

by mortgage or otherwise and to dispose of any lands or interests in lands, and any buildings and structures.

And in general to do any other act or thing permitted by law.

* 1. By-la vs of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
  2. 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 the date of filing.)
  3. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
     1. The post office address of the initial principal office of the corporation of Massachusetts is:

### 425 Lake Avenue North, Worcester, Massachusetts 01605

* + 1. The name, residence, and post office 'address of each of the initial directors and following officers of the corporation are as follows:

President

Vice-president

NAME RESIDENCE

Alan Stoll 160 Old Lantern Circle· Paxton, Mass 01612

Michael F. Curran 36 Christine Terrace

POST OFFICE' ADDRESS

same

same

Vice - President:

Arthur M. Pappas

S. Weymoth, Mass 02190 120 Robin Road

Weston, Mass 02193

same

Treasurer:

Raymond J. Dunn 111 169 Whitcomb Avenue

Littleton, Mass 01460

same

Clerk: Keith J. Waterbrook

43 Cataract Street

same

Worcester, Mass 01602

Directors:

Alan Stoll

Dennis Fitzgerald· Micheal F. Curran Arthur M. Pappas

160 old lantern Circle Paxton, Mass 01612

24 Rittenhouse.Road Worcester, Mass ·01602 36 Christine Terrace

S. Weymouth, Mass 02190 120 Robin Road

Weston, Mass 02193

same same same same

Raymond J. Dunn Ill 169 Whitcomb Avenue

Littleton, Mass 01460

same

Keith J. Waterbrook 43 Cataract St., Worcester,

* + 1. The date initially adopted on which the corporation’s fiscal year ends is:

July 31st

Mass 01602

same

* + 1. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

First Thursday of October

* + 1. The name and business address of the resident agent. if any. of the corporation is:

### NONE

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization

this 1st Day of August 1986.

<Signature of Frank Puccio Jr.>

The signature of each incorporator which is not a natural person must be 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.

Stamp of Secretary of State

COMMONWEALTH OF MASSACHUSETTS

.

ARTICLES OF ORGANIZATION GENERAL LAWS, CHAPTER 1568, SECTION 12

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 $150,000 having been paid, said articles are deemed to have been filed with me this 12th day of August 1986.

Effective Date

<Signature on File>

Michael Joseph Connolly

Secretary of State

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

# TO:

# Frank S. Puccio, Jr. Esq

# One Exchange Place

# Worcester, Massachusetts 01609

# Telephone (617) 754-1111

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value. but not less than $125. General Laws. Chapter 156B, Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

124008514v.1