

The Commonwealth of Massachusetts

OFFICE OF THE SECRETARY OF STATE
ONE ASHBURTON PLACE, BOSTON, MA 02108

Michael Joseph Connolly, Secretary

FEDERAL IDENTIFICATION

NO. 04-2103577 ✓

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, Richard M. Mangion
Anthony M. Detarando

President/Member and
Clerk/Assistant Clerk of

Harrington Memorial Hospital, Inc.

(Name of Corporation)

located at 100 South Street, Southbridge, Massachusetts, 01550.

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on October 26, 1993, by vote of 133* members being at least two thirds of its members legally qualified to vote in meetings of the corporation ~~(the stockholders of the corporation having a right to vote at least two thirds of the stock having the right to vote)~~

- 1 The name by which the corporation shall be known is -

Harrington Memorial Hospital, Inc.

- 2 The purposes for which the corporation is formed are as follows -

See attached Continuation Sheet "A".

*64 at the annual meeting on October 26, 1993 and 69 by proxy vote at the reconvened annual meeting (held for the purpose of counting the proxy votes) which was held on January 25, 1994.

10-18-1994

NOTE: If provisions for which the space provided under Articles 2, 3 a- 14 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

(h) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property or any interest therein, wherever situated.

(i) The Corporation may purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.

(j) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(k) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Chapter 180 of the Massachusetts General Laws as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the Corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(m) The Corporation may pay pensions, establish and carry out pension, profit-sharing, and other retirement, incentive and benefit plans, trusts and provisions for any and all of its employees, including employees who serve as its officers or trustees, and for any or all of the trustees, officers, and employees of any corporation or other entity fifty (50%) percent or more of the shares of which outstanding and entitled to vote on the election of directors or comparable equity interests are owned, directly or indirectly, by the Corporation.

(n) The Corporation may solicit and receive contributions from any and all sources and may receive and hold in trust or otherwise funds received by gift or bequest.

(o) The Corporation may be an incorporator of other corporations of any type or kind. The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The trustees or the members, may make, amend or repeal the By-laws, in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or

the By-laws requires action by the members. In the event the members or trustees propose to make, amend or repeal any By-laws, a majority vote of the trustees or the members (as the case may be) present and voting at a meeting shall be sufficient to approve such By-laws, except as otherwise required by law, the Articles of Organization or the By-laws.

(q) The Corporation may make contracts of guarantee and suretyship when such contracts are necessary or convenient to the conduct, promotion or attainment of the business of a corporation all of the outstanding stock of which is owned, directly or indirectly, by the Corporation;

(r) The Corporation may have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is formed, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the General Laws of the Commonwealth.

(s) To the extent permitted by the By-laws, meetings of the trustees and the members of this Corporation may be held anywhere in the United States.

(t) To the extent permitted by the By-laws, no person shall be disqualified from holding any office in, or contracting or transacting business with the Corporation by reason of any personal interest or interest as a stockholder, director, officer, member, trustee or beneficiary of any other corporation, association, trust, partnership, firm or entity.

(u) An officer or trustee of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer or trustee notwithstanding any provision of law imposing such liability except for liability: (i) for any breach of the officer's or trustee's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or trustee derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or trustee occurring prior to such amendment or repeal.

(v) No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, any officer or trustee of the Corporation or any private individual for any purpose other than those purposes as set forth herein, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes. 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 that the Corporation makes expenditures for purposes of influencing legislation in conformity

with the requirement of 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 any candidate for public office. The Corporation intends to be entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and intends not to be a private foundation under Section 509(a) of the Internal Revenue Code.

(w) Except as may be otherwise required or permitted by law, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the trustees of the Corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of the Code, as a majority of the total number of the trustees of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.

For such period of time as the Corporation shall maintain its exemption from the income tax laws of the United States, the provisions of this Clause (w) shall not be amended or repealed by the Corporation or by vote of its trustees.

(x) In the event that 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 By-laws of the Corporation, the following provisions shall apply:

The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

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 incur tax liability under Section 4944 of the Internal Revenue Code; nor make any

taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

(y) The Corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of The Commonwealth of Massachusetts; and provided, further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

(z) 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.

HARRINGTON MEMORIAL HOSPITAL, INC.

Continuation Sheet "A"

To maintain, manage, and operate a voluntary, non-profit charitable institution as a community hospital dedicated solely to the health and general welfare of individuals in need of medical care and to the general welfare of the public.

To render medical and hospital services to all persons, regardless of gender, race, color, religion or creed.

To afford health, medical and hospital services to individuals who may require hospital care or be in need of medical or surgical diagnosis, advice and treatment through or by members of its Medical Staff as may be selected by the patient or as may otherwise be necessary or authorized.

To maintain a comprehensive self-assessment program which supports and promotes continuous improvement in the quality of patient care.

To promote the health and general welfare of the local community through participation in programs and research projects, as may from time to time be considered in the interests of the care and health of the local community, to improve the health status of patients and local community members and to address health problems of poor and other medically indigent or underserved populations in the local community.

To establish, manage, operate and maintain affiliated health centers of services, clinics, laboratories, and other medical, surgical, dental, educational, and scientific facilities, together with appropriate ancillary or supporting services, as may contribute to the mission of this Corporation.

To cooperate with all Federal, State and other authorized and qualified agencies engaged in health programs which are now or may hereafter be established for the health and welfare of the general public and individuals.

To provide emergency services through a full-time emergency room open to everyone in need of such services, regardless of ability to pay.

To provide non-emergency care, including, but not limited to inpatient and outpatient hospital services and home care services, to everyone in the community in need of such services, who is able to pay either privately or through third parties, including Medicare and Medicaid, or who is unable to pay, but qualifies for free care under standards established by the Commonwealth of Massachusetts.

HARRINGTON MEMORIAL HOSPITAL, INC.

Continuation Sheet "B"

The Corporation shall have the following powers in furtherance of its corporate purposes:

(a) The Corporation shall have 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 hereinafter 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 partially owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 of 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 Internal Revenue Code.

(b) The Corporation shall have perpetual succession in its corporate name.

(c) The Corporation may sue and be sued.

(d) The Corporation may have a seal, which it may alter at pleasure.

(e) The Corporation may elect or appoint trustees, officers, employees, trustees or other agents, fix their compensation and define their duties and obligations.

(f) The Corporation may make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes; provided that, as long as the Corporation is entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

(g) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

To receive in trust or otherwise and from whatever source, and to administer gifts, bequests, legacies and devisees, donations, contributions, grants and grant-in-aid, whether unrestricted or for specific purposes, provided that such purposes are consistent with the general charitable purposes of this Corporation; to cooperate with, contribute to and support other organizations in promoting the purposes of this Corporation and to do all things incidental to the foregoing.

To engage generally in any business which may be lawfully carried on by a corporation formed under Chapter 180 of the General Laws provided, however, that this corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which this corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

- 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:—

All matters concerning the membership shall be as set forth in the By-Laws of the Corporation as amended from time to time.

- 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 attached Continuation Sheet "B".

* If there are no provisions state "None"

"We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles:
2, 3, 4

(If there are no such amendments, state "None")

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

day of

in the year 19

Anthony M. Alexander

President, Vice President

Clerk, Assistant Clerk

455307

1168

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 \$35.00 having been paid, said articles are deemed to have been filed with me this 9th day of February 1994

1994 FEB 9 AM 11:27
FILED
124 FIVE 03

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

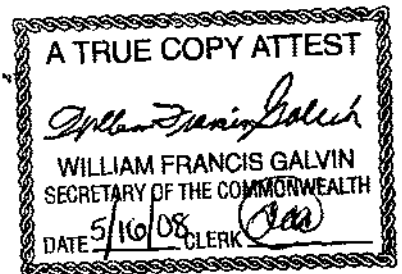
Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO William R. Mandell, Esq.
Bowditch & Dewey
The Meadows
161 Worcester Road
Framingham, MA 01701



In order to assist the Corporations Division process your Restated Articles as quickly as possible, please address all documents to:

Office of the Secretary of State
ATT: In-put Section
One Ashburton Place, Room 1717
Boston, MA 02108
Copy Mailed