

ATTACHMENT 9

**ARTICLES OF ORGANIZATION, RESTATED
AND AMENDED**

W.H.2

We, William C. Earle, President, George E. Emerson Treasurer,
William J. Holbrook Clerk or Secretary, and W. Carleton Barnes, Vice-Pres, and
Sidney G. Dunbar, John F. Reardon, Parker T. Pearson,
Prince H. Tirrell, Alonzo M. Newbert, Sidney G. Dunbar, James B. B. Smith,
Patrick J. Derrig, and William J. Fitzsimmons.

Trustees
being a majority of the ~~directors~~, or (having the powers of directors), of
the Weymouth Hospital

in compliance with the requirements of the seventh section of
chapter one hundred and eighty of the General Laws, 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 chapter one hundred and eighty of the General Laws,
and the Acts in amendment thereof and in addition thereto.

The name by which the Corporation shall be known is Weymouth Hospital

The Corporation is constituted for the purposes of maintaining, managing and carrying
on a hospital or hospitals for the treatment of medical, surgical and
obstetrical cases; to receive and hold title to any real estate or
personal property that may be found necessary or convenient for the uses
of said hospital, whether by purchase or exchange, lease, gift or other-
wise; and to receive and hold any endowments, funds, money or property
that may be donated to the hospital or for the use thereof; and to do
any and all things necessary or convenient in connection with any and
all of the foregoing purposes.

The place within which the Corporation is established or located is the Town
of Weymouth within said Commonwealth.

The amount of its capital stock is Fifty Thousand (\$50,000)
dollars. The par value of its shares is Ten (10) dollars. The number of
its shares is five thousand (5000).

(If seven days' notice is waived, use the following form:)

We hereby waive all requirements of the statutes of Massachusetts for notice of the first meeting for
organization, and appoint the sixth day of February, 1922,
at 8:00 o'clock P.M., at Town Offices, East Weymouth, Mass., as the
time and place of holding said first meeting.

IN WITNESS WHEREOF, we have hereunto set our hands, this sixth day of
February in the year nineteen hundred and twenty two.

m. 2 Wed. W.H.2a

NAME:	RESIDENCE:	AMOUNT OF STOCK SUBSCRIBED FOR:
Parker T. Pearson,	North Weymouth, Mass.	1
William J. Fitzsimmons,	East Weymouth, "	1
James B. B. Smith,	" "	1
Sidney G. Dunbar,	North Weymouth, "	1
Prince H. Tirrell,	South Weymouth, "	1

We, William C. Earle, President, George E. Emerson Treasurer,
 William J. Holbrook Clerk or Secretary, and W. Carleton Barnes, Vice-Pres., and
 Sidney G. Dunbar, John F. Reardon, Parker T. Pearson,
 Prince H. Tirrell, Alonzo M. Newbert, Sidney G. Dunbar, James B. B.
 Smith, Patrick J. Derrig, and William J. Fitzsimmons.

Trustees

being a majority of the ~~directors~~, or

(having the powers of directors), of

the Weymouth Hospital

in compliance with the requirements of the seventh section of
 chapter one hundred and eighty of the General Laws, 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 chapter one hundred and eighty of the General Laws,
 and the Acts in amendment thereof and in addition thereto.

The name by which the Corporation shall be known is Weymouth Hospital

The Corporation is constituted for the purposes of maintaining, managing and carrying
 on a hospital or hospitals for the treatment of medical, surgical and
 obstetrical cases; to receive and hold title to any real estate or
 personal property that may be found necessary or convenient for the uses
 of said hospital, whether by purchase or exchange, lease, gift or other-
 wise; and to receive and hold any endowments, funds, money or property
 that may be donated to the hospital or for the use thereof; and to do
 any and all things necessary or convenient in connection with any and
 all of the foregoing purposes.

The place within which the Corporation is established or located is the Town
 of Weymouth within said Commonwealth.

The amount of its capital stock is Fifty Thousand (\$50,000)
 dollars. The par value of its shares is Ten (10) dollars. The number of
 its shares is five thousand (5000).

(If seven days' notice is waived, use the following form:)

We hereby waive all requirements of the statutes of Massachusetts for notice of the first meeting for
 organization, and appoint the sixth day of February, 1922,
 at 8:00 o'clock P.M., at Town Offices, East Weymouth, Mass., as the
 place and place of holding said first meeting.

IN WITNESS WHEREOF, we have hereunto set our hands, this sixth day of
 February in the year nineteen hundred and twenty two.

NAME	RESIDENCE	AMOUNT OF STOCK SUBSCRIBED FOR
Wm J. Holbrook	South Weymouth	1
W C Earle	East Weymouth	1
J F Reardon	So Weymouth	1
G E Emerson	So Weymouth	1
Alonzo M Newbert	So Weymouth	1
W Carleton Barnes	So Weymouth	1
Patrick J Derrig	North Weymouth	1

Proper First Name should be Written in Full

Initials and abbreviations are not sufficient.

(OVER)

Weymouth Hospital)
(3-25-22)

W.H.3

That the first meeting of the subscribers to said agreement, was held on the sixth day of February, in the year nineteen hundred and twenty two.

(If the corporation has a capital stock fill in the following:)

That the amount of capital stock now to be issued is

shares of preferred stock

4,000

shares of common stock

to be paid for as follows:—

AMOUNT AND CLASS OF STOCK ISSUED.

	SHARES PREFERRED.	SHARES COMMON.
IN CASH:		
In full		500
By instalments		500
Amount of instalments to be paid before commencing business		None
IN PROPERTY:		
Real estate:		
Location 564 Main St., South Weymouth, Mass.		2000
Area <i>Just 3 1/2 acres</i>		
Personal Property:		
Machinery		
Merchandise		
Bills receivable		
Stocks and securities		
Patent rights		
Trade marks		
Copyrights		
Good will		
<i>Services and Equipment</i>		1000
Expenses		

[NOTE. — State clearly the nature of such services or expenses and the amount of stock to be issued therefor]

The name, residence and post-office address of each of the officers are as follows: —

NAME OF OFFICE.	NAME.	RESIDENCE.	POST-OFFICE ADDRESS.
President,	William C. Earle	East Weymouth, Mass.,	East Weymouth, Mass.
Treasurer,	George E. Emerson,	South " "	South " "
Clerk (or secretary),	William J. Holbrook,	" "	" "
Co-President.	W. Carleton Barnes,	Weymouth, "	Weymouth, "
(Officers having the powers of directors),			

RESIDENCE

POST-OFFICE ADDRESS

W.H.4

rick J. Berri,	North Weymouth, Mass.,	North Weymouth, Mass.,	Trustees for 3 years
ry I. Tild,	East Weymouth, Mass.,	East Weymouth, Mass.,	
th Kelley,	Weymouth, "	Weymouth, "	
Q. Reardon,	South Weymouth "	South Weymouth, Mass.,	
liam Whiting,	North " "	North " "	Trustees for 2 years
er T. Pearson,	Weymouth, Mass.,	East Weymouth, Mass.,	
iam J. Fitzsimmons,	" " "	" " "	
n F. Dryer,	Weymouth, "	Weymouth, "	
es B. B. Smith,	Weymouth, "	East Weymouth, "	Trustees for 1 year
nzo M. Newbert,	Weymouth, "	South Weymouth, "	
ney G. Dunbar,	North Weymouth, Mass.,	North Weymouth, Mass.,	
er E. Leonard,	East Weymouth, "	East Weymouth, "	
hur B. Bryant,	Weymouth, "	Weymouth, "	Trustees for 1 year
Leonard Bicknell,	South Weymouth, "	South Weymouth, "	
nce H. Tirrell,	" " "	" " "	

MASSACHUSETTS

W.H.46

1922

COMMONWEALTH OF MASSACHUSETTS

Weymouth

9, 1922.

Then personally appeared William J. Holbrook

and swore that the foregoing certificate by him subscribed is

the best of his belief.

Before me, a foregoi

Before

Ref

Joseph P. Bishop
Justice of the Peace

best

Justice of the Peace.

W.H.H.

The name, residence and post-office address of each of the officers are as follows: —

NAME OF OFFICE.	NAME.	RESIDENCE.	POST-OFFICE ADDRESS.
President,	William C. Earle	East Weymouth, Mass.	East Weymouth, Mass.
Treasurer,	George E. Emerson	South " "	South " "
Clerk (or secretary),	William J. Holbrook	" "	" "
Co-President,	W. Carleton Barnes	Weymouth, "	Weymouth, "
Substitutes (or officers having the powers of directors),			

RESIDENCE

POST-OFFICE ADDRESS

W.H.H.

Patrick J. Derrig	North Weymouth, Mass.	North Weymouth, Mass.
W. P. Tilden	East Weymouth, Mass.	East Weymouth, Mass.
W. H. Kelley	Weymouth, "	Weymouth, "
J. F. Reardon	South Weymouth, "	South Weymouth, "

IN WITNESS WHEREOF, we have hereunto signed our names, this sixth day of February, in the year nineteen hundred and twenty two.

P. F. Pearson
William J. Fitzsimmons
Sidney G. Dunbar
James B. B. Smith
Prince H. Tirrell

W. C. Earle
J. F. Reardon
G. E. Emerson
W. Carleton Barnes
Patrick J. Derrig
Alonzo M. Jewbert
Parker T. Pearson
William J. Fitzsimmons
Sidney G. Dunbar
James B. B. Smith
Prince H. Tirrell

THE COMMONWEALTH OF MASSACHUSETTS.

Norfolk ss.

February 9th

1922

Then personally appeared the above-named W. C. Earle, J. F. Reardon, George E. Emerson, W. Carleton Barnes, Patrick J. Derrig, Alonzo M. Jewbert, Parker T. Pearson, William J. Fitzsimmons, Sidney G. Dunbar, James B. B. Smith, and Prince H. Tirrell.

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

Before me,

Wm J. Holbrook

Justice of the Peace.

CORPORATION FOR CHARITABLE AND CERTAIN
OTHER PURPOSES

RECEIVED

FEB 27 1922

CORPORATION DIVISION
SECRETARY'S OFFICE

Weymouth Hospital

Fee \$5.00

Certificate of Organization

[FULL FORM]

GENERAL LAWS, CHAP. 180, SECT. 7

Filed in the office of the Secretary of the Com-
monwealth,
March 25, 1922

I hereby certify that it appears, upon an examination
of the within written certificate and the records of the
corporation duly submitted to my inspection, that the re-
quirements of sections one, two and three of chapter one
hundred and eighty, section nine of one hundred fifty-
five, and sections six, eight, nine, ten, eleven, and twelve
of chapter one hundred fifty-six of General Laws have
been complied with, and I hereby approve said cer-
tificate, this *Feb. 26* day of *Feb.* - *1922*
A.D. 1922

Samuel Davis
Commissioner of Corporations
and Taxation

W. J. Webster
55-721-51
COMMISSIONER OF

FEB 27 1922

CORPORATIONS AND TAXATION

(Weymouth Hospital)
(3-25-22)
511

COMMISSIONER OF
CORPORATIONS AND TAXATION

FEB 27 1922

WITH FEE OF \$.

2
2/28/22

THE COMMONWEALTH OF MASSACHUSETTS

Be it Known that whereas

Raymouth Hospital,

a corporation organized under the laws of this Commonwealth, has come
filled with the provisions of section eleven of chapter one hundred and
eighty of the General Laws, Tercentenary Edition, as amended, as appears
from the petition, duly executed by the President of said corporation,
authorizing said corporation to change its name and adopt the name of

South Shore Hospital,

duly approved and filed in this office, and said Officer of the corpora-
tion having given public notice of such change of name by publication
two times in the Raymouth Gazette and Transcript a newspaper published
in the Town of Raymouth, and County of Norfolk in said Commonwealth:
Now, Therefore, I, HENRIK W. COOK, Secretary of The Commonwealth
of Massachusetts, DO HEREBY CERTIFY, that the name which said corpora-
tion shall bear is

South Shore Hospital,

which shall hereafter be its legal name.

Witness my official signature hereunto subscribed,
and the Great Seal of The Commonwealth of
Massachusetts hereunto affixed, this twentieth
day of August in the year of our Lord one
thousand nine hundred and forty-five.

(L. S.)

F. W. Cook
Secretary of the Commonwealth.

may be a partner

045

\$30.00

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

NO. 04-2105926

Secretary of the Commonwealth

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

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, William F. Meara, Jr.
Frederick C. Truelove

, President/~~Vice President~~ and
, Clerk/~~Assistant Clerk~~ of

South Shore Hospital

106920

(Name of Corporation)

located at 55 Fogg Road, Weymouth, Massachusetts

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on September 27, 19 82, by vote of 69 members ~~shareholders~~, being at least two thirds of its members 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 thereon):

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

South Shore Health and Educational Corporation ✓

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

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, and to sponsor, develop and promote services and programs which are charitable, scientific or educational and which address the physical and mental needs of the community at large, provided, however, that the corporation shall not engage in the practice of medicine, and provided further, that it shall operate exclusively for the benefit of South Shore Hospital, Inc. and its affiliated organizations, including medical centers, health care centers, nursing centers, laboratories, clinics and other medical, surgical or dental facilities, in the conduct of their charitable, educational and scientific functions.

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 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 8½" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

T.H.

JP

9

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:—

Not Applicable

- 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 pages 4A through 4F attached hereto and made a part hereof.

4. The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation shall have perpetual succession in its corporate name.

(b) The corporation may sue and be sued.

(c) The corporation may have a corporate seal which it may alter at pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may purchase, receive or 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, in an unlimited amount.

(f) 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.

(g) 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.

(h) 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.

(i) 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.

(j) 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.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, 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.

(l) The corporation may pay pensions, 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.

(m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; 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.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

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

(r) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

(1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and

(3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

provided, however, that any contract, transaction or act in which any director or officer of this corporation is so interested individually or as a director, officer, trustee or member of any concern which is not a subsidiary or affiliate of this corporation, or in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of this corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed and who have made any findings required by law:

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern;

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation; and

the phrase "subsidiary or affiliate" meaning a concern in which a majority of the directors, trustees, partners or controlling persons is

elected or appointed by the directors of this corporation, or is constituted of the directors or officers of this corporation.

To the extent permitted by law, the authorizing or ratifying vote of a majority of each class of members of this corporation entitled to vote for directors at any annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of this corporation, or of the board of directors or any committee thereof, with regard to all members of this corporation, whether or not members at the time of such vote, and with regard to all creditors and other claimants under this corporation; provided, however, that

- A. with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or members of this corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or member therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;
- B. the members so voting shall have made any findings required by law;
- C. members so interested may vote at any such meeting except to the extent otherwise provided by law; and
- D. any failure of the members to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive this corporation, or its directors, officers or employees of its or their right to proceed with such contract, transaction or act.

No contract, transaction or act shall be avoided by reason of any provision or provisions of this paragraph (s) which would be valid but for such provision or provisions.

(s) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of

the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 requirements 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. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(t) Upon the 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 organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(u) 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 directors 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 directors 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.

(v) 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.

(w) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, 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.

"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
1, 2, 3, and 4

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

The Articles of Organization have been restated in their entirety.

Article I	Change of Name
Article II	Amdt. of purpose
Article III	Amdt. of membership
Article IV	Amdt. of other lawful provisions.

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

30TH day of SEPTEMBER

in the year 19 82

<i>William F. Heger Jr.</i>	President Witness President X
<i>Fredrich C. Feneber</i>	Clerk Assistant Clerk X

35344

5-39
A 3888

SECRETARY OF
THE COMMONWEALTH

1982 OCT -1 AM 11:42

CORPORATION DIVISION

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 30⁰⁰ \$
having been paid, said articles are deemed to have been
filed with me this 5th day
of October 1982

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: Ronald B. Schram, Esquire
Ropes & Gray
225 Franklin Street
Boston, Massachusetts 02110

Copy Mailed NOV 30 1982

A10
044

Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-210-5926

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

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 amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We,

David T. Hannan

President

Henry Hoffman

Clerk

South Shore Health and Educational Corporation

(Name of Corporation)

851 Main Street, Weymouth, Massachusetts 02190

located at

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on March 23, 1987, by vote of 11 members

shareholders being at least two thirds of its members legally qualified to vote in meetings of the corporation (as in the case of a corporation having capital stock, by the holders of a majority of the outstanding shares of capital stock of the corporation):

VOTED: That the articles of organization of South Shore Health and Educational Corporation be and they are hereby amended to add the following language as Paragraph 4(x): No director, officer or trustee shall be personally liable to the corporation or its members for monetary damages for any breach of fiduciary duty by such person as a director, officer or trustee notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of such person's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which such person derived an improper personal benefit.

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.

Examined

Name
Approvedc ☐

P.C.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws 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 be-
coming effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
20th day of May, in the year 1987

David T. Hannan David T. Hannan President/Vice-President
Henry Hoffman Clerk/Assistant Clerk

14964

136

RECEIVED
COMMONWEALTH

37 MAY 21 PM 3:14

CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 10.00
having been paid, said articles are deemed to have been
filed with me this 21st
day of May, 1987

Michael J. Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

**TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT**

TO: Ronald B. Schram
.....Ropes & Gray.....
225 Franklin Street
.....Boston, MA 02110.....

Telephone (617) 423-6100

Copy Mailed

Examined

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)Name
ApprovedWe, David T. Hannan, *President / ~~Vice President~~and Jacqueline H. Haley, *Clerk / ~~Assistant Clerk~~of South Shore Health and Educational Corporation,
(Exact name of corporation)located at 55 Fogg Road, South Weymouth, MA 02190,
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

4

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on August 28 ~~xx~~ 2000, by vote of:15 members, ~~directors~~ ~~xx~~ ~~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):

-See Attached Sheet-

C ☐
P ☐
M ☐
R.A. ☐

*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.

P.C.

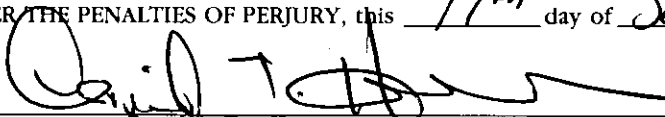
8/13/82

That the Articles of Organization of South Shore Health and Educational Corporation be and they are hereby amended by deleting the provisions of Paragraph 4(r) and adding the following in their place: (r) The Corporation shall adopt, and may amend from time to time, by-law provisions that address conflicts of interest on the part of directors and officers.

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 19th day of September, ~~at~~ 2000,


_____, *President / ~~*Vice President~~
David T. Hannan


_____, *Clerk / ~~*Assistant Clerk~~
Jacqueline H. Haley

*Delete the inapplicable words.

#12454

THE COMMONWEALTH OF MASSACHUSETTS

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

721651

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15.00 having been paid, said articles are deemed to have been filed with me this 19th day of SEPTEMBER 19 2000.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

00 SEP 19 PM 1:58
SECRETARY OF THE
COMMONWEALTH

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:
Kathleen A. Bugden, Health Care Paralegal
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

One Financial Center

Boston, MA 02111

Telephone: (617) 348-4731

IDENTIFICATION

no. _____
Filing Fee: \$15.00

Examiner:

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

Name
Approved

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

We, Gene E. Green, M.D., *President ~~XXXXXXX~~

and Margaret Holda, *Clerk / ~~XXXXXXX~~

of South Shore Health and Educational Corporation

(Exact name of corporation)

located at 55 Fogg Road, Weymouth, Massachusetts

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

One (1)

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on December 9 20 15, by vote of:

Fifteen (15) members, _____ directors, or _____ shareholders**,

- ☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR
- ☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; 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.

Article 1. The name by which the corporation shall be known, is hereby amended to read:

South Shore Health System, Inc.

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

**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 to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

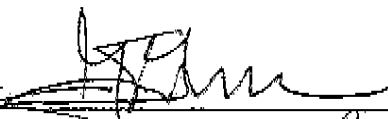
P.C.

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: April 1, 2016

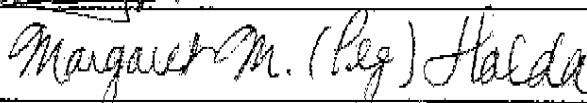
SIGNED UNDER THE PENALTIES OF PERJURY, this 31st day of March, 20 16

Gene E. Green, M.D.



, *President / ~~*Vice President~~

Margaret Holda



, *Clerk / ~~*Recording Clerk~~

**Delete the inapplicable words.*

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

March 31, 2016 02:17 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

IDENTIFICATION

no. 042105926

Filing Fee: \$15.00

OR
Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

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

Ray
Name
Approved

We, Gene E. Green, M.D., *President / *Vice President,

and Joseph R. Driscoll, Esq., *Clerk / *Assistant Clerk,

of South Shore Health System, Inc.

(Exact name of corporation)

located at 55 Fogg Road, South Weymouth, Massachusetts 02190

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

Two (2) and Four (4)

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on December 13 2017, by vote of:

 members, Unanimous consent of directors, or shareholders**.

☒ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; 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.

ARTICLE II: The purpose of South Shore Health System, Inc., as previously set forth in Article II of its Articles of Organization, is hereby amended in its entirety to read as follows:

The Corporation is formed and shall be operated exclusively for the following charitable, educational and scientific purposes:

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

**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 to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

3
P.C.

(a) To organize, operate and support a comprehensive health care delivery system (the "System"), including without limitation hospital and other health care services for all persons; 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 health needs of the community at large, provided that the corporation shall operate exclusively for the benefit of South Shore Hospital, Inc. (the "Hospital") and its other affiliated charitable organizations in the conduct of their charitable, educational, and scientific functions.

(b) To serve as the controlling and coordinating organization for the System, including the Hospital and such other health care services, professional services, managed and accountable care, charitable, scientific, educational, research, management, real estate organizations, and other entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise, by the Corporation;

(c) 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; and

(d) 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.

ARTICLE IV: The other lawful provisions for the conduct and regulation of the business and affairs of South Shore Health System, Inc., as previously set forth in Article IV of its Articles of Organization, are hereby amended to add the following paragraph:

Pursuant to Section 3 of Chapter 180 of the General Laws of Massachusetts, no officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that the foregoing provision shall not eliminate or limit the liability of an officer or director of the Corporation: (1) for any breach of the officer's or director's duty of loyalty to the Corporation; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or director of the Corporation for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provision shall apply or be effective with respect to actions or omissions of any officer or director of the Corporation occurring prior to the date said amendment or deletion became effective.

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: _____

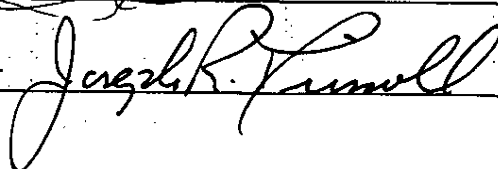
SIGNED UNDER THE PENALTIES OF PERJURY, this 21 day of September, 2018

Gene E. Green, M.D.



, *President / *Vice President,

Joseph R. Driscoll, Esq.



, *Clerk / *Assistant Clerk.

**Delete the inapplicable words.*

THE COMMONWEALTH OF MASSACHUSETTS

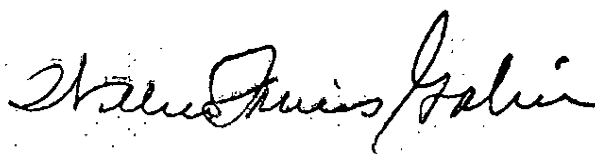
ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

1318661

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15.00 having been paid, said articles are deemed to have been filed with me this 12th day of October 2018.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

William M. Mandell, Esq.

Pierce & Mandell, P.C.

11 Beacon Street, Suite 800, Boston, MA 02108

Telephone: (617) 720-2444

Email: bill@piercemandell.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

SECRETARY OF THE
COMMONWEALTH
2018 OCT 12 PM 3:22
CORPORATIONS DIVISION