



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Identification Number: 043358566

We, ERIC DICKSON, MD President Vice President,

and KATHARINE ESHGHI Clerk Assistant Clerk ,

of UMASS MEMORIAL HEALTH CARE, INC.

located at: ONE BIOTECH PARK 365 PLANTATION ST. WORCESTER , MA 01605 USA

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

Article 1 Article 2 Article 3 Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 12/11/2019 , by vote of: 0 members, directors, or 0 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):

ARTICLE I

The exact name of the corporation, **as amended**, is:
(Do not state Article I if it has not been amended.)

ARTICLE II

The purpose of the corporation, **as amended**, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE (THE "CODE"), AND IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF OR TO CARRY OUT THE PURPOSES OF UMASS MEMORIAL MEDICAL CENTER, INC., MARLBOROUGH HOSPITAL, UMASS MEMORIAL HEALTH ALLIANCE-CLINTON HOSPITAL, INC., UMASS MEMORIAL MEDICAL GROUP, INC., UMASS MEMORIAL BEHAVIORAL HEALTH SYSTEM, INC., UMASS MEMORIAL COMMUNITY HOSPITALS, INC., UMASS MEMORIAL HEALTH VENTURES, INC., UMASS MEMORIAL REALTY, INC., COMMUNITY HEALTHLINK, INC., CENTRAL NEW ENGLAND HEALTHALLIANCE, INC., HEALTHALLIANCE HOME HEALTH AND HOSPICE, INC. AND SUCH OTHER AFFILIATED CHARITABLE ORGANIZATIONS OR HOSPITALS THAT (I) ARE EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE AND (II) ARE CLASSIFIED AS OTHER THAN PRIVATE FOUNDATIONS UNDER SECTION 509(A)(1) OR 509(A)(2) OF THE CO

DE (COLLECTIVELY, THE "SUPPORTED ORGANIZATIONS"). IN THIS CAPACITY, THE CORPORATION WILL ENGAGE IN THE FOLLOWING ACTIVITIES: (1) TO DEVELOP AND COORDINATE AN INTEGRATED HEALTH CARE DELIVERY SYSTEM THAT INCLUDES MULTIPLE HEALTH CARE PROVIDERS AND PROVIDES OPPORTUNITIES FOR AND SUPPORTS MEDICAL EDUCATION AND TRAINING; 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 AND IN THAT CONNECTION TO SUPPORT, PROMOTE AND ENHANCE THE ACADEMIC MEDICAL PROGRAMS AND ACTIVITIES OF THE UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL; 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 NEEDS OF THE COMMUNITY AT LARGE, PROVIDED THAT THE CORPORATION SHALL NOT ENGAGE IN THE PRACTICE OF MEDICINE; (2) TO RECEIVE IN TRUST OR OTHERWISE AND FROM WHATEVER SOURCE, AND ADMINISTER, GIFTS, LEGACIES AND DEVICES, GRANTS AND GRANTS-IN-AID, WHETHER UNRESTRICTED OR FOR SPECIFIC PURPOSES; TO COOPERATE WITH, CONTRIBUTE TO AND SUPPORT THE SUPPORTED ORGANIZATIONS IN PROMOTING THE PURPOSES OF THIS CORPORATION, AND TO DO ALL THINGS INCIDENTAL TO THE FOREGOING; AND (3) 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.

ARTICLE III

A corporation may have one or more classes of members. **As amended**, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications 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:

ARTICLE IV

As amended, 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 business entity, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

ARTICLE 4 OF THE CORPORATION'S ARTICLES REMAIN UNCHANGED EXCEPT ARTICLE 4.9 OF THE CORPORATION'S ARTICLES IS AMENDED AS FOLLOWS: 4.9 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 PURSUANT TO MASSACHUSETTS GENERAL LAWS, CHAPTER 180, SECTION 11A, TO UMASS MEMORIAL MEDICAL CENTER, INC. SO LONG AS IT IS THEN EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND OTHERWISE 50% TO THE UNIVERSITY OF MASSACHUSETTS AND 50% TO ONE OR MORE SUPPORTED ORGANIZATIONS THAT ARE THEN EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND ARE SELECTED BY A MAJORITY OF THE TRUSTEES THEN IN OFFICE OR, IF NONE OF SUCH ENTITIES ARE THEN EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, TO SUCH ONE OR MORE OTHER ENTITIES EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE OR AN INSTRUMENTALITY OF THE COMMONWEALTH OF MASSACHUSETTS SELECTED BY A MAJORITY OF THE TRUSTEES THEN IN OFFICE.

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.

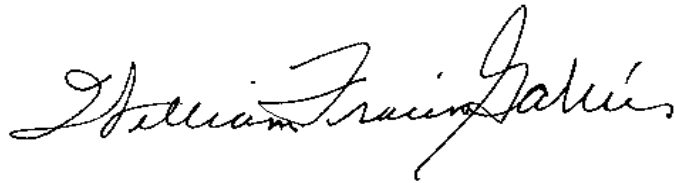
Later Effective Date:

**Signed under the penalties of perjury, this 12 Day of December, 2019, ERIC DICKSON, MD , its ,
President / Vice President,
KATHARINE ESHGHI , Clerk / Assistant Clerk.**

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:

December 12, 2019 03:50 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$15.00

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located at: ONE BIOTECH PARK 365 PLANTATION ST. WORCESTER , MA 01605 USA

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

Article 1 Article 2 Article 3 Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 6/10/2020 , by vote of: 0 members, x directors, or 0 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):

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ARTICLE IV

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(If there are no provisions state "NONE")

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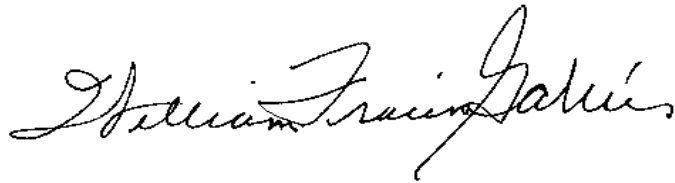
Later Effective Date:

**Signed under the penalties of perjury, this 11 Day of June, 2020, ERIC DICKSON, MD, its ,
President / Vice President,
KATHARINE ESHGHI, Clerk / Assistant Clerk.**

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:

June 11, 2020 01:52 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

ATTACHMENT 5

AFFIDAVIT OF TRUTHFULNESS AND COMPLIANCE



Massachusetts Department of Public Health

Determination of Need

Affidavit of Truthfulness and Compliance with Law and Disclosure Form 100.405(B)

Version: 7-6-17

Instructions: Complete Information below. When complete check the box "This document is ready to print:". This will date stamp and lock the form. Print Form. Each person must sign and date the form. When all signatures have been collected, scan the document and e-mail to: **dph.don@state.ma.us** Include all attachments as requested.e

Application Number: Original Application Date:

Applicant Name:
 Application Type:

Applicant's Business Type: Corporation Limited Partnership Partnership Trust LLCe Other
 Is the Applicant the sole member or sole shareholder of the Health Facility(ies) that are the subject of this Application? Yes No

The undersigned certifies, under the pains and penalties of perjury:

- 1.e The Applicant is the sole corporate member or sole shareholder of the Health Facility[ies] that are the subject of this Application;e
- 2.e I have read 105 CMR 100.000, the Massachusetts Determination of Need Regulation;e
- 3.e I understand and agree to the expected and appropriate conduct of the Applicant pursuant to 105 CMR 100.800;e
- 4.e I have read this application for Determination of Need including all exhibits and attachments, and certify that all of the information contained herein is accurate and true;e
- 5.e If subject to M.G.L. c. 6D, § 13 and 958 CMR 7.00, I have submitted such Notice of Material Change to the HPC - in accordance with 105 CMR 100.405(G);e
- 6.e Pursuant to 105 CMR 100.210(A)(3), I certify that both the Applicant and the Proposed Project are in material and substantial compliance and good standing with relevant federal, state, and local laws and regulations, as well as with all previously issued Notices of Determination of Need and the terms and Conditions attached therein;e
- 7.e I have read and understand the limitations on solicitation of funding from the general public prior to receiving a Notice of Determination of Need as established in 105 CMR 100.415;e
- 8.e Pursuant to 105 CMR 100.705(A), I certify that the Applicant has Sufficient Interest in the Site or facility; ande
- 9.e Pursuant to 105 CMR 100.705(A), I certify that the Proposed Project is authorized under applicable zoning by-laws or ordinances, whether or not a special permit is required; or,
 - a. If the Proposed Project is not authorized under applicable zoning by-laws or ordinances, a variance has been received to permit such Proposed Project; or,
 - b. The Proposed Project is exempt from zoning by-laws or ordinances.e

Corporation:
 Attach a copy of Articles of Organization/Incorporation, as amended

Eric Dickson, M.D. 
 CEO for Corporation Name: Signature: Date

Richard Siegrist 
 Board Chair for Corporation Name: Signature: Date

This document is ready to print: Date/time Stamp:

*been informed of the contents ofe
 **have been informed thate
 ***issued in compliance with 105 CMR 100.00, the Massachusetts Determination of Need Regulation effective January 27, 2017 and amended December 28, 2018