

10-02-MF

**PULLMAN
& COMLEY, LLC**
ATTORNEYS

Jennifer N. Willcox
850 Main Street
P.O. Box 7006
Bridgeport, CT 06601-7006
p 203 330 2122
f 203 330 2089
jwillcox@pullcom.com
www.pullcom.com

2010 May 3 A 9:26

COMMUNICATIONS SECTION
HEALTH CARE ACCESS

April 30, 2010

Christine Vogel, Deputy Commissioner
Department of Public Health, Office of Health Care Access
410 Capitol Ave.
MS #13HCA
Hartford, CT 06134-0308

Via Facsimile: (860) 418-7053 (*original via hand delivery*)

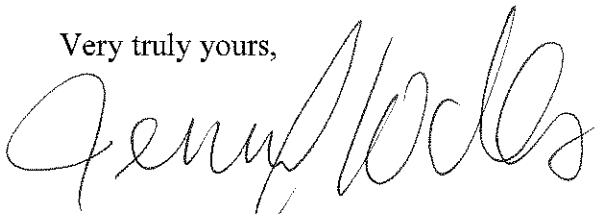
Dear Commissioner Vogel:

Yale New Haven Health System, parent of Bridgeport Hospital, has formed a medical foundation pursuant to Public Act No. 09-212, *An Act Concerning Medical Foundations and Medical Group Clinic Corporations* (the "Act"). In accordance with Section 2(c) of that Act, attached please find a copy of the amended certificate of incorporation for Northeast Medical Group, Inc., formerly known as Mill Hill Medical Consultants, Inc. ("Mill Hill"). Mill Hill was a medical group clinic corporation formed under chapter 594 of the general statutes, revision of 1958, which has elected to bring itself within the provisions of Sections 1 through 6 of the Act.

The transition from Mill Hill to Northeast Medical Group, Inc. was complex and involved many different moving parts. This filing therefore was delayed beyond the ten-day timeframe set forth in the Act. Fault for the tardy filing rests entirely with the undersigned, and I respectfully request that the Office of Health Care Access accept the enclosed without penalizing Northeast Medical Group, Inc. or Yale New Haven Health System.

Please contact me at the number above if you have any questions.

Very truly yours,



Jennifer N. Willcox

cc: Karen Roberts, Office of Health Care Access

ACTIVE/58513.11/JWILLCOX/2131534v1

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

Office of the Secretary of the State

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Fee \$20.00

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SECRETARY OF THE STATE
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1. NAME OF CORPORATION

Mill Hill Medical Consultants, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

The Certificate of Incorporation of Mill Hill Medical Consultants, Inc. (the "Corporation"), filed by the Secretary of State of Connecticut on September 5, 1991, and amended on December 9, 1993 (the "Certificate of Incorporation"), is hereby amended and restated to effect the following amendments or changes as authorized by the Connecticut Revised Nonstock Corporation Act, as amended (the "Act"):

(1) Section 1 titled "Name" has been amended to change the name of the Corporation to Northeast Medical Group, Inc.;

(2) Section 2(a) has been amended to state that the Corporation will operate one or more offices or facilities, and to remove the reference to Section 33-180 of the General Statutes of Connecticut;

(3) Section 2(b) has been amended to specify those medical providers who are authorized to render medical and surgical treatment, consultation or advice on behalf of the Corporation, and to remove the qualification that medical and surgical treatment, consultation or advice will be provided to patients of *Bridgeport Hospital*;

(4) Section 2(c) has been amended to state that a purpose of the Corporation is to promote, enhance, improve and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation (such affiliates are listed and collectively referred to as "Affiliated Delivery Networks"), as opposed to at only *Bridgeport Hospital*;

(5) Section 2(d) has been amended to state that a purpose of the Corporation is to promote, enhance, improve and augment the quality of medical and clinical education and patient care at Affiliated Delivery Networks and other sites determined by the Corporation, as opposed to at only Bridgeport Hospital;

(6) Section 2(i) has been amended to state that a purpose of the Corporation is to engage in any lawful act or activity for which a medical group clinic corporation may be organized under Sections 1 through 6 of Public Act 09-212 or for which a nonstock corporation may be organized under Chapter 602 of the General Statutes of Connecticut; references to Chapters 594 and 600 of the General Statutes of Connecticut have been removed;

(7) Section 4 titled "Member" has been amended to state that the Corporation shall now have one voting member which shall be Yale-New Haven Health Services Corporation and explain such member's right to vote and other rights;

(8) Section 6 titled "Board of Directors" has been amended (1) to allow the Bylaws of the Corporation to provide for ex-officio directors with the right to be counted in determining a quorum and the right to vote; (2) to allow for staggered terms for directors, and (3) to remove restrictions on the number of directors;

(9) Section 8 titled "Dissolution" has been amended to state that upon dissolution or termination of the existence of the Corporation, a final liquidating distribution shall be made to Yale-New Haven Health Services Corporation, as opposed to Bridgeport Hospital Foundation, Inc;

(10) Section 9 has been amended to change the title of the section to "Limitation of Liability of Directors", to add clarifying language to the section without changing the meaning of the section, and to update the statutory reference within the section;

(11) Section 10 titled "References" was removed in its entirety; and

(12) A new Section 10 titled "Indemnification" was added that provides for indemnification of Directors and officers of the Corporation.

The terms, provisions and conditions of the Certificate of Incorporation, and any amendments thereto, are hereby deleted in their entirety and are hereby replaced in their entirety by the Amended and Restated Certificate of Incorporation of Mill Hill Medical Consultants, Inc. attached as Exhibit A hereto.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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4. VOTE INFORMATION (check/complete A, B or C)

A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The Amendment was duly approved by the incorporators and member approval was not required.

C. The Amendment was duly approved by the board of directors and member approval was not required.

5. EXECUTION

Dated this 19th day of March, 2010.

Bruce McDonald, M.D.	President	<i>Bruce McDonald M.D.</i>
Print or type name of signatory	Capacity of signatory	Signature

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

MILL HILL MEDICAL CONSULTANTS, INC.

§1. **Name.** The name of the corporation shall hereafter be: NORTHEAST MEDICAL GROUP, INC. (the "Corporation").

§2. **Purposes.** The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include the following:

(a) to operate and maintain one or more offices or facilities for the study, diagnosis and treatment of human ailments and injuries by licensed persons;

(b) to render medical and surgical treatment, consultation or advice by employees or agents of the Corporation who are physicians licensed under Chapter 370 of the Connecticut General Statutes, chiropractors licensed under Chapter 372 of the Connecticut General Statutes or podiatrists licensed under Chapter 375 of the Connecticut General Statutes, to patients without regard to race, color, creed, sex, age or ability to pay for such care and services;

(c) to promote, enhance, improve, and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation, including, for so long as such providers are affiliated with Yale-New Haven Health Services Corporation, Bridgeport Hospital, Greenwich Hospital, Yale-New Haven Hospital and such other providers that may affiliate with Yale-New Haven Health Services Corporation in the future (the "Affiliated Delivery Networks") and throughout the communities they serve;

(d) to promote, enhance, improve and augment the quality of medical and clinical education and patient care at Affiliated Delivery Networks and at any other sites determined by the Corporation;

(e) to promote and enhance a high quality of medical care and other human services for the benefit of all persons in the communities it serves;

(f) to augment the planning process for the promotion of the general well-being and human health needs of the communities it serves;

(g) to solicit, accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disperse or donate the income or principal thereof for exclusively charitable and educational purposes in such manner

as, in the judgment of the Board of Directors of the Corporation, will best promote the purposes of the Corporation;

(h) to contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wheresoever situated, as may be necessary to promote and further the purposes and objectives of the Corporation; and

(i) to engage in any lawful act or activity for which a medical group clinic corporation may be organized under Sections 1 through 6 of Public Act 09-212 or for which a nonstock corporation may be organized under Chapter 602 of the General Statutes of Connecticut.

The member of the Corporation has elected to bring the Corporation within the provisions of Sections 1 through 6 of Public Act 09-212.

§3. **Nonprofit.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

§4. **Member.** The Corporation shall have but one voting member. The member shall be Yale-New Haven Health Services Corporation, a "Health System" as defined in Section 1 of Public Act 09-212. The member shall have the right to vote for the election of the Board of Directors and such other rights as shall be provided by the Corporation's Bylaws, and the member shall also have all of the rights, privileges, and obligations which are by Connecticut law accorded to the members of a medical group clinic corporation and which are not conferred upon the Board by Connecticut law, by this Certificate of Incorporation or by the Corporation's Bylaws.

§5. **Duration.** The duration of the Corporation shall be perpetual.

§6. **Board of Directors.** Subject to the rights and powers of the member, the Corporation shall operate under the management of its Board of Directors. The Bylaws may provide that certain persons occupying certain positions within or without the Corporation shall be ex-officio directors, who may be counted in determining a quorum and may have the right to vote as may be provided in the Bylaws. As may be further provided in the Bylaws, the terms of elected directors may be staggered by dividing the elected directors into up to three groups so that approximately an equal number of such directors have terms that expire each year.

§7. **Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof. 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. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other

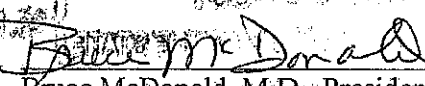
activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

§8. **Dissolution.** Upon the dissolution or termination of the existence of the Corporation, all of its property and assets, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, shall be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to Yale-New Haven Health Services Corporation, or, if at the time of the dissolution or termination of the existence of the Corporation, Yale-New Haven Health Services Corporation is not in existence or does not qualify as exempt under Section 501(c)(3) of the Code, to any organization (or organizations) that qualifies as an organization exempt under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Directors may determine.

§9. **Limitation of Liability of Directors.** In addition to and not in derogation of any other rights conferred by law, the personal liability of a Director to the Corporation or its Members for monetary damages for breach of duty as a Director shall be no greater than the amount of compensation received by the Director for serving the Corporation during the year of the violation, provided that such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

§10. **Indemnification.** The Corporation shall indemnify a Director for liability arising out of or relating to any act or omission as a Director to the fullest extent permitted by law. Unless otherwise provided in the Bylaws, by resolution of the Board of Directors or by contract, the Corporation shall indemnify an officer for liability arising out of or relating to any act or omission as an officer to the same extent as a Director.

Dated this 19th day of March, 2010.



Bruce McDonald, M.D., President

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 25th day of March A.D. 2010

Susan Bysiewicz

SECRETARY OF THE STATE

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