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Also licensed in Ohio

CERTIFIED MAIL, RETURN RECEIPT REQUESTED

11-04-mF

December 22, 2011

Ms. Kimberly R. Martone
Director of Operations, Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS#13HCA
PO Box 340308
Hartford, Connecticut 06134

RE: Day Kimball Medical Group, Inc.

Dear Ms. Martone:

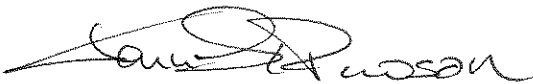
Enclosed is a copy of the Certificate of Incorporation which was recently filed for Day Kimball Medical Group, Inc. a medical foundation formed under Title 33, Chapter 594B of the Connecticut General Statutes.

This Certificate is being provided to you in compliance with the direction of C.G.S.A. § 33-182bb(b).

The sole member of Day Kimball Medical Group, Inc. is Day Kimball Healthcare, Inc.

If you have any questions or need any further information, please let me know.

Sincerely,



Jennifer L. Rawson

enclosure

cc: Robert Smanik (w/ encl., via email)
Sarah Carlins, Esq. (w/ encl., via email)

2011 DEC 28 P 2: 33



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-8003

WEBSITE: www.conncorp-sects.ct.gov

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

FILING #0004485758 PG 01 OF 04 VOL B-01584

FILED 12/13/2011 04:00 PM PAGE 02146

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 91/2

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS)		MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
NAME:		
ADDRESS:		
CITY:		
STATE:	ZIP:	

1. NAME OF CORPORATION:
DAY KIMBALL MEDICAL GROUP, INC.

THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

A. THE CORPORATION SHALL NOT HAVE MEMBERS.

B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE.

C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS.

D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS:
PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.

3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)

A. INDIVIDUAL'S AGENT NAME: ROBERT SMANIK

BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE)	RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE)
ADDRESS: DAY KIMBALL MEDICAL GROUP, INC. 320 POMFRET ST	ADDRESS: 263 Wolf Den Road
CITY: PUTNAM	CITY: Brooklyn
STATE: CT ZIP: 06260	STATE: CT ZIP: 06234

B. BUSINESS ENTITY AGENT NAME:

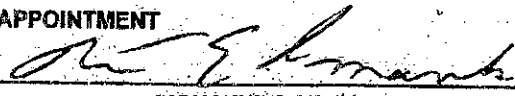
ADDRESS: (P.O. BOX UNACCEPTABLE)

ADDRESS:

CITY:

STATE: ZIP:

ACCEPTANCE OF APPOINTMENT



SIGNATURE OF AGENT

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

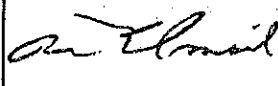
SEE ATTACHMENT

5. OTHER INFORMATION:

SEE ATTACHMENT

6. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR

DATED THIS 15th DAY OF November, 2011

NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
Robert Smanik	ADDRESS: 320 Pomfret St. CITY Putnam STATE: CT ZIP: 06260	
	ADDRESS: CITY STATE: ZIP:	
	ADDRESS: CITY STATE: ZIP:	
	ADDRESS: CITY STATE: ZIP:	

**ATTACHMENT TO
CERTIFICATE OF INCORPORATION
DAY KIMBALL MEDICAL GROUP, INC.**

4. The nature of the activities to be conducted or the purposes to be promoted by the Corporation:

Day Kimball Medical Group, Inc. shall be organized and operated exclusively for charitable, scientific, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, provided, however, the purpose of the Corporation shall be exclusively for practicing medicine and providing healthcare services as a medical foundation under Title 33, Chapter 594B of the Connecticut General Statutes. In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Connecticut upon nonprofit corporations; provided, however, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or as a medical foundation under Title 33, Chapter 594B of the Connecticut General Statutes.

5. Other Information.

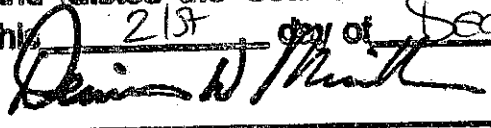
- a. The sole member of the Corporation shall be Day Kimball Healthcare, Inc., a Connecticut not-for-profit, non-stock corporation with a registered address of 320 Pomfret Street, Putnam, Connecticut, 06260. Said Member shall not be subject to election or removal by the Board of Trustees of the Corporation. Said Member shall have all of the rights and liabilities of a member as provided in the Connecticut Revised Nonstock Corporation Act (C.G.S.A. § 33-1000, et. seq.) and in the Bylaws of the Corporation.
- b. Amendments to this Certificate of Incorporation for any purpose may be made by the Member or by the Board of Trustees of the Corporation, provided that no amendment may be made to this Certificate of Incorporation by the Board of Directors without the prior consent of the Member as provided in the Bylaws of the Corporation.
- c. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- d. The term of existence of the Corporation shall be perpetual.

- e. The Corporation shall be governed by a Board of Trustees, which shall consist of such numbers of directors as may be fixed from time to time in the Bylaws of the Corporation, subject to oversight of the Member as provided in the Bylaws of the Corporation.
- f. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization, contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
- g. Upon dissolution of the Corporation or the winding up of its affairs, the Board of Trustees shall, after making provision for the payment of all of the liabilities of the Corporation, transfer the assets of the Corporation to Day Kimball Healthcare, Inc., an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). If Day Kimball Healthcare, Inc. shall not exist or shall no longer qualify as an exempt organization under Section 501(c)(3) of the Code at the time of the dissolution or liquidation of this Corporation, any assets of the Corporation shall be transferred to such organizations which are described in Section 501(c)(3) of the Code or the corresponding provisions of any subsequent United States Internal Revenue law, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations described in Section 501(c)(3) of the Code or in accordance with the corresponding provisions of any subsequent United States Internal Revenue law, as such court shall determine.

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 21st day of December A.D. 2011



SECRETARY OF THE STATE