

15-01-MF

**Huber, Jack**

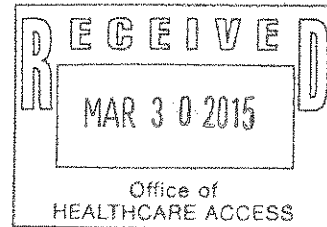
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**From:** McPherson, Karen <Karen.McPherson@wchn.org>  
**Sent:** Monday, March 30, 2015 3:18 PM  
**To:** Huber, Jack  
**Cc:** McKenna, Carolyn  
**Subject:** Norwalk Hospital Physicians & Surgeons, Inc. - Certificate of Incorporation and all amendments thereto  
**Attachments:** NHP&S - Amended & Restated Certificate filed 10\_1\_2014.pdf; NHP&S - Amended & Restated Certificate filed 1\_1\_2014.pdf; NHP&S - Amended & Restated Certificate filed 12\_28\_2011.pdf; NHP&S (f\_k\_a Fairfield County Medical Services) - Amended & Restated Certificate filed 3\_1\_1999.pdf; NHP&S (f\_k\_a - Fairfield County Medical Services) - Certificate of Incorporation filed 7\_17\_1998.pdf

Dear Mr. Huber:

Per our discussion, attached please find the NHP&S Certificate of Incorporation and all amendments thereto. Please contact me if you have any questions.

Best Regards,



---

**Karen McPherson, Esq.**  
*Counsel*  
*Western Connecticut Health Network, Inc.*

203-739-7505

SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

SEPTEMBER 30, 2014

EILEEN B. NELSON, PARALEGAL  
ROBINSON & COLE  
280 TRUMBULL STREET  
HARTFORD, CT 06103

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.

Work Order Number: 2014279468-003  
Business Filing Number: 0005192216  
Type of Request: CERTIFICATE OF AMENDMENT  
File Date/Time: SEP 29 2014 02:00 PM  
Effective Date/Time: OCT 01 2014 12:05 AM  
Work Order Payment Received: 210.00  
Payment Received: 70.00  
Credit on Account: 5524.00  
Customer Id: 000000414  
Business Id: 0597950

ELISSA MACMILLAN  
Commercial Recording Division  
860-509-6003  
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

W ORDER NUMBER:2014279468-003  
BU LNESS FILING NUMBER: 0005192216

BUSINESS NAME:

NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.

BUSINESS LOCATION:

C/O THE NORWALK HOSPITAL  
34 MAPLE STREET  
NORWALK, CT 06856

MAILING ADDRESS:

C/O THE NORWALK HOSPITAL  
34 MAPLE ST  
NORWALK, CT 06856

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:MICHAEL MARKS, M.D.  
TITLE:PRESIDENT

N :DANIEL DEBARBA, JR.  
TITLE:CHAIRMAN

NAME:PATRICK MINICUS  
TITLE:TREASURER

\*\* END OF REPORT \*\*



## 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 06108

PHONE: 860-509-6003

WEBSITE: [WWW.CONCORD-SCLS.CT.GOV](http://www.concord-scls.ct.gov)

# CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK COMPLETE ALL SECTIONS PRINT OR TYPE ATTACH 8/12 X 11 SHEETS IF NECESSARY.

<b>FILING PARTY</b> (CONFIRMATION WILL BE SENT TO THIS ADDRESS):  NAME: Eileen B. Nelson, Paralegal  ADDRESS: Robinson & Cole LLP, 280 Trumbull Street  CITY: Hartford  STATE: CT  ZIP: 06103	<b>FILING FEE: \$20</b>  MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
<b>1. NAME OF CORPORATION:</b>  Norwalk Hospital Physicians & Surgeons, Inc.	
<b>2. THE CERTIFICATE OF INCORPORATION IS</b> (check A, B or C):  <input type="checkbox"/> A. AMENDED  <input type="checkbox"/> B. RESTATED  <input checked="" type="checkbox"/> C. AMENDED AND RESTATED  <i>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</i>	
<b>3. TEXT OF EACH AMENDMENT/RESTATEMENT:</b>  Norwalk Hospital Physicians & Surgeons, Inc. (the "Corporation") is hereby amending and restating its certificate of incorporation. <u>This Certificate of Amendment shall become effective on October 1, 2014 at 12:05 a.m. Eastern Time.</u> The Corporation is updating its certificate of incorporation in its entirety (with the exception of the Corporation's name which shall be unchanged). The Corporation is updating its certificate of incorporation to reflect a change in the Corporation's membership and to reflect that the member will receive the Corporation's assets upon dissolution of the Corporation. The Corporation's member shall be The Norwalk Hospital Association, Inc. The Corporation is further updating its certificate of incorporation to reflect that the Corporation's board of directors may not overlap with the board of directors of a for-profit health system, hospital or medical school, or with a medical foundation formed by such a for-profit entity.  The full text of the Amended and Restated Certificate of Incorporation is set forth on <u>Exhibit A</u> , attached hereto and made a part hereof. The Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Directors on September 9, 2014 and by the Corporation's Member on September 23, 2014.	

4. VOTE INFORMATION (CHECK A, B or C)

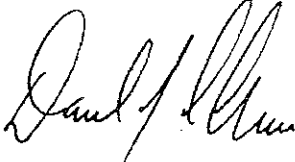
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

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 23<sup>rd</sup> DAY OF September, 2014

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Daniel DeBarba, Jr.	President	

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

of

**NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.**

1. **Name.** The name of the corporation shall hereafter be: **NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.** (the "Corporation").

2. **Purposes.** Subject to the restrictions set forth in Section 7 below, the Corporation shall be formed and operated exclusively to benefit, perform the functions of, carry out the purposes of, and uphold, promote and further the welfare, programs and activities of The Norwalk Hospital Association and those charitable organizations that are affiliated with Western Connecticut Health Network, Inc. Without limiting the generality of the forgoing, the Corporation shall:

- (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 licensed pursuant to Section 20-9 of the Connecticut General Statutes and through other providers, 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 Western Connecticut Health Network, Inc., including The Norwalk Hospital Association, The Danbury Hospital, and such other providers that may affiliate with Western Connecticut Health Network in the future (the "System") and throughout the communities they serve;
- (d) to promote, enhance, improve and augment the quality of medical and clinical education and patient care at the System 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 served by the Corporation;
- (f) to augment the planning process for the promotion of the general well-being and human health needs of the communities served by the Corporation;
- (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 will best promote the purposes of the Corporation;

(h) to contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wherever 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 foundation may be organized under Chapter 594b or for which a nonstock corporation may be organized under Chapter 602 of the Connecticut General Statutes.

The Member of the Corporation has elected to bring the Corporation within the provisions of Chapter 594b of the Connecticut General Statutes.

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 The Norwalk Hospital Association, a "Hospital" as defined in Section 33-182aa of the Connecticut General Statutes. In accordance with this certificate of incorporation and the bylaws of the Corporation, the Member shall have the exclusive right (i) to elect the Corporation's board of directors and to appoint individuals to fill vacancies on the board of directors; (ii) to remove any director with or without cause; and (iii) to amend the bylaws of the Corporation. In addition, the Member shall have all of the other rights, privileges, and obligations which are accorded to the Member under the Corporation's bylaws or under Connecticut law.

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. No employee or representative of a for-profit hospital, for-profit health system, for-profit medical school or any entity that owns or controls a for-profit hospital, for-profit health system or for-profit medical school may serve on the board of directors of the Corporation. No person may serve on the Board of Directors of the Corporation and, at the same time, serve on the board of directors of a medical foundation organized by a for-profit hospital, for-profit health system or for-profit medical school.

7. **Restrictions.** The Corporation shall at all times be organized and operated exclusively for religious, charitable, scientific, literary, educational or other purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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 conduct any activities, nor exercise any power, not permitted to be conducted by a corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Code, or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2), 2055(a)(2) or 2522(a)(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 The Norwalk Hospital Association, or, if at the time of the dissolution or termination of the existence of the Corporation, The Norwalk Hospital Association 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 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 and advance expenses to its Directors to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability of a sort for which indemnification is not permitted by Section 33-1026(b)(5) of the Act. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not Directors to the same extent as Directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.



11. **Registered Agent.** The registered agent of the Corporation is on file with the Secretary of the State of Connecticut. The registered agent is Kristen L. Bedell, with a business address of Norwalk Hospital Physicians & Surgeons, Inc., c/o The Norwalk Hospital Association, 34 Maple Street, Norwalk, CT 06856 and a residence address of 276 Laurel Street, Stratford, CT 06615.



SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

DECEMBER 31, 2013

SUSAN ROBERTS, ESQ.  
ROBINSON & COLE  
280 TRUMBULL STREET  
HARTFORD, CT 06103-3597

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.

Work Order Number: 2013376297-002  
Business Filing Number: 0005011770  
Type of Request: CERTIFICATE OF AMENDMENT  
File Date/Time: DEC 31 2013 09:39 AM  
Effective Date/Time: JAN 01 2014 12:01 AM  
Work Order Payment Received: 850.00  
Payment Received: 70.00  
Credit on Account: 6459.00  
Customer Id: 000000414  
Business Id: 0597950

WILLIAM SILK  
Commercial Recording Division  
860-509-6003  
WWW.CONCORD.SOTS.CT.GOV

\*

BUSINESS FILING REPORT

WORK ORDER NUMBER:2013376297-002  
BUSINESS FILING NUMBER: 0005011770

BUSINESS NAME:

NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.

BUSINESS LOCATION:

C/O THE NORWALK HOSPITAL  
34 MAPLE STREET  
NORWALK, CT 06856

MAILING ADDRESS:

C/O THE NORWALK HOSPITAL  
34 MAPLE ST  
NORWALK, CT 06856

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:MICHAEL MARKS, M.D.  
TITLE:PRESIDENT

NAME:DANIEL DEBARBA, JR.  
TITLE:CHAIRMAN

NAME:PATRICK MINICUS  
TITLE:TREASURER

\*\* END OF REPORT \*\*



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 06103
PHONE: 860-509-6003 WEBSITE: WWW.CONN.CORP.SOLS.CT.GOV

CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION

USE INK COMPLETE ALL SECTIONS PRINT OR TYPE ATTACH 8/12 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):
NAME: Eileen B. Nelson, Paralegal
ADDRESS: Robinson & Cole LLP, 280 Trumbull Street
CITY: Hartford
STATE: CT ZIP: 06103
FILING FEE: \$20
MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"

1. NAME OF CORPORATION:
Norwalk Hospital Physicians & Surgeons, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):
[A] A. AMENDED
[B] B. RESTATED
[X] C. AMENDED AND RESTATED
THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT

3. TEXT OF EACH AMENDMENT/RESTATEMENT:
Norwalk Hospital Physicians & Surgeons, Inc. (the "Corporation") is hereby amending and restating its certificate of incorporation. This Certificate of Amendment shall become effective on January 1, 2014 at 12:01 a.m. Eastern Time. The Corporation is updating its certificate of incorporation in its entirety (with the exception of the Corporation's name which shall be unchanged) to provide more detailed language in compliance with the Connecticut Revised Nonstock Corporation Act. The Corporation is further updating its certificate of incorporation to clarify its membership provisions and to reflect that the Corporation's Member shall have the exclusive right to amend the bylaws of the Corporation.
The full text of the Amended and Restated Certificate of Incorporation is set forth on Exhibit A, attached hereto and made a part hereof. The Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Directors on September 11, 2013 and by the Corporation's member on September 24, 2013.

4. VOTE INFORMATION (CHECK 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 23<sup>rd</sup> DAY OF December, 2013

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Daniel DeBarba, Jr.	Chair	

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.

1. Name. The name of the corporation shall hereafter be: NORWALK HOSPITAL PHYSICIANS & SURGEONS, 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 licensed pursuant to Section 20-9 of the Connecticut General Statutes and through other providers, 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 Western Connecticut Health Network, Inc., and Norwalk Health Services Corporation, including The Norwalk Hospital Association, The Danbury Hospital, and New Milford Hospital, Inc., and such other providers that may affiliate with Western Connecticut Health Network and Norwalk Health Services Corporation in the future (the "System") and throughout the communities they serve;
- (d) to promote, enhance, improve and augment the quality of medical and clinical education and patient care at the System 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 served by the Corporation;
- (f) to augment the planning process for the promotion of the general well-being and human health needs of the communities served by the Corporation;
- (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 will best promote the purposes of the Corporation;
- (h) to contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wherever 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 foundation may be organized under Chapter 594b or for which a nonstock corporation may be organized under Chapter 602 of the Connecticut General Statutes.

The Member of the Corporation has elected to bring the Corporation within the provisions of Chapter 594b of the Connecticut General Statutes.

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 Norwalk Health Services Corporation, a "Health System" as defined in Section 33-182aa of the Connecticut General Statutes. In accordance with this certificate of incorporation and the bylaws of the Corporation, the Member shall have the exclusive right (i) to elect the Corporation's board of directors and to appoint individuals to fill vacancies on the board of directors; (ii) to remove any director with or without cause; and (iii) to amend the bylaws of the Corporation. In addition, the Member shall have all of the other rights, privileges, and obligations which are accorded to the Member under the Corporation's bylaws or under Connecticut law.

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 conduct any activities, nor exercise any power, not permitted to be conducted by a corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Code, or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2), 2055(a)(2) or 2522(a)(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 Norwalk Health Services Corporation, or, if at the time of the dissolution or termination of the existence of the Corporation, Norwalk 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 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 and advance expenses to its Directors to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability of a sort for which indemnification is not permitted by Section 33-1026(b)(5) of the Act. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not Directors to the same extent as Directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

11. Registered Agent. The registered agent of the Corporation is on file with the Secretary of the State of Connecticut. The registered agent is Kristen Staikos, with a business address of Norwalk Hospital Physicians & Surgeons, Inc., c/o The Norwalk Hospital Association, 34 Maple Street, Norwalk, CT 06856.





**SECRETARY OF THE STATE**

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CT

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06103

PHONE: 860-509-6003

WEBSITE: [www.concord-sofs.ct.gov](http://www.concord-sofs.ct.gov)

FILING EXEMPTED FROM PAYMENT OF FEE B-01590  
FILING EXEMPTED FROM PAYMENT OF FEE 01877  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT  
NONSTOCK CORPORATION**

USE INK, COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS)		FILING FEE: \$20
NAME:	Karen A. Daley	MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
ADDRESS:	Pullman & Comley, LLC 850 Main Street	
CITY:	Bridgeport	
STATE:	Connecticut ZIP 06601	
1. NAME OF CORPORATION: Fairfield County Medical Services, Inc		
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C).  <input type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input checked="" type="checkbox"/> C. AMENDED AND RESTATED  THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT		

0577950

FILING #0004476611 PG 02 OF 05 VOL P 0190  
FILED 12/23/11 11:31:00 PM PAGE 0190  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (CHECK 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 22 DAY OF December, 2011

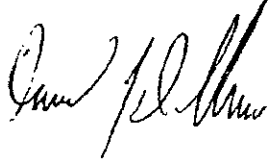
NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Daniel J. DeBarba	President and CEO	

EXHIBIT A

12-23-11

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NORWALK HOSPITAL PHYSICIANS & SURGEONS, INC.

[FORMERLY KNOWN AS FAIRFIELD COUNTY MEDICAL SERVICES, INC.]

1. **Name.** The name of the corporation shall hereafter be: NORWALK HOSPITAL PHYSICIANS & SURGEONS, 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 licensed pursuant to Section 20-9 of the Connecticut General Statutes and through other providers, 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 Norwalk Health Services Corporation, including The Norwalk Hospital Association, and such other providers that may affiliate with Norwalk Health Services Corporation in the future (the "NHSC System") and throughout the communities they serve;
- D. to promote, enhance, improve and augment the quality of medical and clinical education and patient care at the NHSC System 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 served by the Corporation;
- F. to augment the planning process for the promotion of the general well-being and human health needs of the communities served by the Corporation;
- 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 foundation may be organized under Chapter 594b or for which a nonstock corporation may be organized under Chapter 602 of the Connecticut General Statutes.

FILED IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT  
FOR THE STATE OF CONNECTICUT  
NORWALK, CONNECTICUT  
JANUARY 11, 2012

The Member of the Corporation has elected to bring the Corporation within the provisions of Chapter 594b of the Connecticut General Statutes

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 Norwalk Health Services Corporation, a "Health System" as defined in Section 33-182aa of the Connecticut General Statutes. 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 also shall have all of the rights, privileges, and obligations which are by Connecticut law accorded to the members of a medical foundation and which are not conferred upon the Board, 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.

**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 Norwalk Health Services Corporation, or, if at the time of the dissolution or termination of the existence of the Corporation, Norwalk 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 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.





JAN 21 1999

# CERTIFICATE OF AMENDMENT

NONSTOCK CORPORATION  
Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

Space

FILING #0001951690 PG 01 OF 05 VOL B-00252  
FILED 03/01/1999 02:18 PM PAGE 02623  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**1. NAME OF CORPORATION:**

FAIRFIELD COUNTY MEDICAL SERVICES, INC.

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

- A. AMENDED.
- B. AMENDED AND RESTATED.
- C. RESTATED.

**3. TEXT OF EACH AMENDMENT / RESTATEMENT (include date on which each amendment was approved):**

See attached Amended and Restated Certificate of Incorporation  
dated Feb. 21, 1999.

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

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FILING #0001951690 PG 02 OF 05 VOL B-00252  
FILED 03/01/1999 02:18 PM PAGE 02624  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

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

A. The resolution was approved by the corporation's board of directors and by its members who voted as follows:

Complete if no members were entitled to vote as a class

Number of votes cast in favor of the amendment	Number of votes cast against the amendment

Complete if members were entitled to vote as a class

Designation of each class of members entitled to vote separately	Number of votes cast in favor of the amendment	Number of votes cast against the amendment

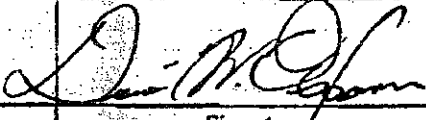
(Member votes in favor of adopting the amendment(s) provided above were sufficient for approval.)

B. The amendment was adopted by sufficient vote of the board of directors without member vote. No member vote was required for adoption.

C. The amendment was adopted by sufficient vote of the incorporators.

5. EXECUTION

Dated this 15 day of Febr, 1999

David W. Osborne	President	
Print or type name of signatory	Capacity of signatory	Signature

**Amended and Restated Certificate of Incorporation dated February 15, 1999:  
Fairfield County Medical Services, Inc.**

**Item #4: Nature of Activities to be Conducted or The Purposes to be Promoted by  
Fairfield County Medical Services, Inc.**

1. The nature of the activities to be conducted, or 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 (the "Code"), as the same may be amended from time to time, and shall include the following:
  - A. To integrate, from time to time, some of the various physicians employed by or under contract with the Norwalk Hospital Association (a sister corporation to this Corporation) into a more effective and cost effective entity permitting better organizational control of the myriad of physician clinical services offered to the community by such physicians.
  - B. To benefit the health status of the community served by the Norwalk Hospital by improving the quality and cost effectiveness of a significant portion of its health care delivery systems through integrating into one entity some of the various physicians employed by or under contract with the Norwalk Hospital who render clinical services on or off Hospital campus and in connection therewith, establishing integrated information and billing systems that provide data and education to the consumers, payors and health care providers.
  - C. To engage in any lawful act or activity for which a corporation may be organized under the "Connecticut Revised Nonstock Corporation Act" of the State of Connecticut Sections 33-1000 and 33-1290.
2. The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.
3. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows: There shall be but one member, The Norwalk Hospital Association, which shall have the right to vote for the election of the Board of Directors a/k/a the Executive Committee in accordance with the bylaws, and shall have all of the other rights, privileges and obligations usually or by law accorded to the members of a nonstock, nonprofit

obligations usually or by law accorded to the members of a nonstock, nonprofit corporation and not conferred thereby or by the Certificate of Incorporation or bylaws upon the Board of Directors a/k/a the Executive Committee of the Corporation.

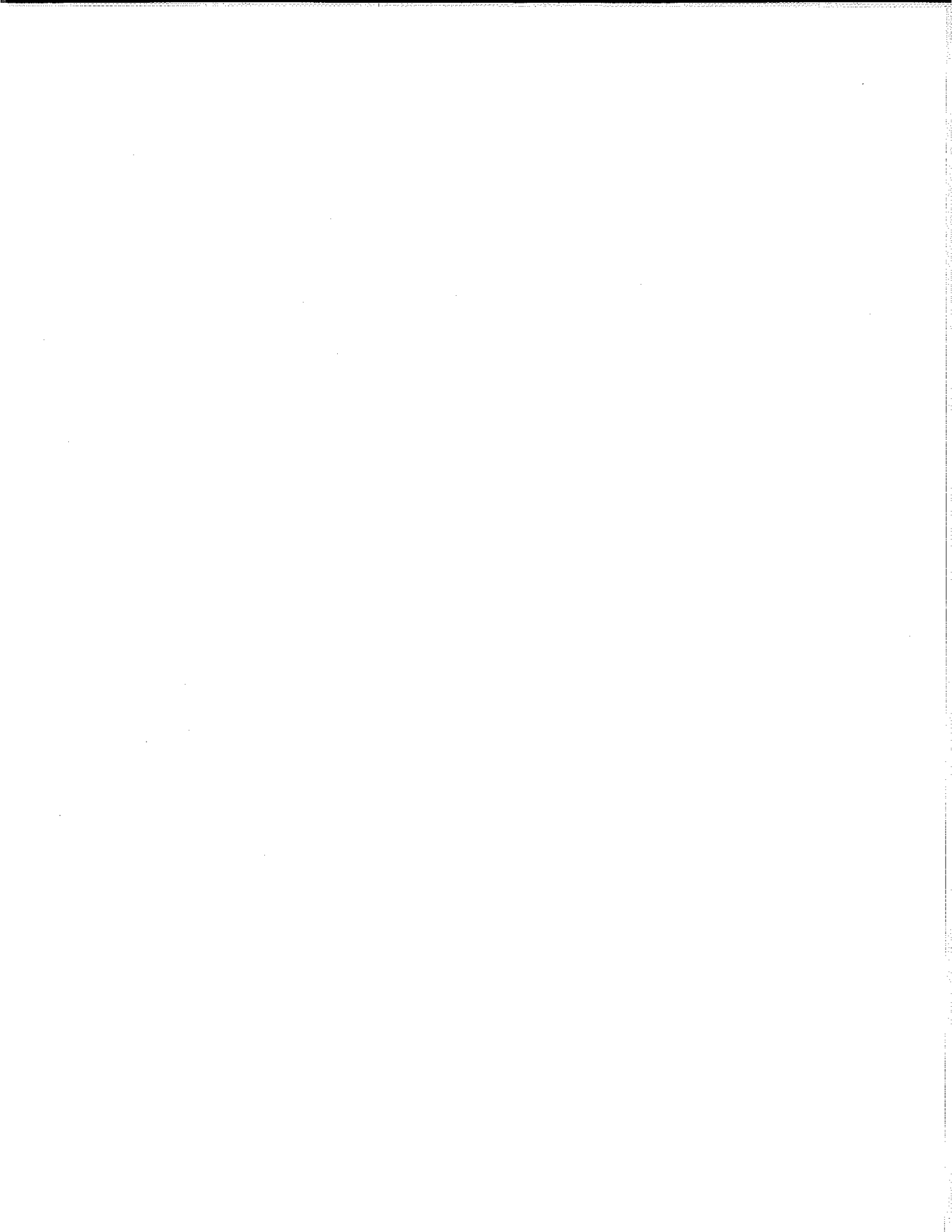
4. The Board of Directors of the Corporation shall be designated and known as the "Executive Committee."
5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors a/k/a the executive committee members, officers of other private 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 Paragraph 1 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.
6. Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, 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 Norwalk Health Services Corporation, so long as it is at that time an organization that qualifies as an exempt organization under Section 501(c)(3) of the Code, or, if at the time of the dissolution or termination of existence of the Corporation, Norwalk Health Services Corporation is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Code, to one or more charitable, scientific or educational organizations located in the State of Connecticut and qualified as exempt organizations 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 a/k/a the Executive Committee may determine.
7. References to sections of the Code shall be deemed references to the Internal Revenue Code of 1986, as the same may be amended from time to time, and to the corresponding provisions of any future United States Internal Revenue Law.

Amended and Restated Certificate of Incorporation dated February 15, 1999:  
Fairfield County Medical Services, Inc.

**Item #5: Other Information**

The personal liability of a director a/k/a a member of the Executive Committee to the Corporation or its member for monetary damages for breach of duty as a director is limited to that amount which is the compensation received by the director a/k/a the member of the Executive Committee for serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director a/k/a the member of the Executive Committee, (B) enable the director a/k/a the member of the Executive Committee 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 a/k/a the member of the Executive Committee to the Corporation under circumstances in which the director a/k/a the member of the Executive Committee was aware that his 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 a/k/a the member of the Executive Committee's duty to the Corporation.

*Rec + CC*  
DATA REPORTING CORP.  
330 Roberts Street, Suite 203  
East Hartford, CT 06108-3654



# CERTIFICATE OF INCORPORATION

NONSTOCK CORPORATION  
Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / new / 1-9

Space For Office Use Only

FILED #0001866838 PG 01 OF 05 VOL B-00205  
FILED 07/17/1998 01:18 PM PAGE 02223  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

## 1. NAME OF CORPORATION:

FAIRFIELD COUNTY MEDICAL SERVICES, 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 section 37 of P.A. 96-256)

## 3. APPOINTMENT OF REGISTERED AGENT

Name of agent:

Norwalk Health Services Corporation  
c/o Norwalk Hospital  
Maple Street  
Norwalk, CT 06856

Business/initial registered office address:

c/o Norwalk Hospital  
Maple Street  
Norwalk, CT 06856  
Attn: David W. Osborne, Pres.

Residence address:

N/A

Acceptance of appointment

Norwalk Health Services Corporation

By:

David W. Osborne  
Its President

Signature of agent

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

See attached

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


5. OTHER INFORMATION:

See attached

6. EXECUTION

Dated this 16<sup>th</sup> day of July, 1998

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
David W. Osborne		c/o Norwalk Hospital Maple Street Norwalk, CT 06856



Certificate of Incorporation: Fairfield County Medical Services, Inc.

**Item #4: Nature of Activities to be Conducted or The Purposes to be Promoted by Fairfield County Medical Services, Inc.**

1. The nature of the activities to be conducted, or 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 (the "Code"), as the same may be amended from time to time, and shall include the following:
  - A. To integrate, from time to time, some of the various physicians employed by or under contract with the Norwalk Hospital Association (a sister corporation to this Corporation) into a more effective and cost effective entity permitting better organizational control of the myriad of physician clinical services offered to the community by such physicians.
  - B. To benefit the health status of the community served by the Norwalk Hospital by improving the quality and cost effectiveness of a significant portion of its health care delivery systems through integrating into one entity some of the various physicians employed by or under contract with the Norwalk Hospital who render clinical services on or off Hospital campus and in connection therewith, establishing integrated information and billing systems that provide data and education to the consumers, payors and health care providers.
  - C. To engage in any lawful act or activity for which a corporation may be organized under the "Connecticut Revised Nonstock Corporation Act" of the State of Connecticut Sections 33-1000 and 33-1290.
2. The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.
3. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows: There shall be but one member, Norwalk Health Services Corporation, which shall have the right to vote for the election of the Board of Directors a/k/a the Executive Committee in accordance with the bylaws, and shall have all of the other rights, privileges and obligations usually or by law accorded to the members of a nonstock, nonprofit corporation and not conferred thereby or by the Certificate of Incorporation or bylaws upon the Board of Directors a/k/a the Executive Committee of the Corporation.

4. The Board of Directors of the Corporation shall be designated and known as the "Executive Committee."
5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors a/k/a the executive committee members, officers of 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 Paragraph 1 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.
6. Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, 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 Norwalk Health Services Corporation, so long as it is at that time an organization that qualifies as an exempt organization under Section 501(c)(3) of the Code, or, if at the time of the dissolution or termination of existence of the Corporation, Norwalk Health Services Corporation is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Code, to one or more charitable, scientific or educational organizations located in the State of Connecticut and qualified as exempt organizations 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 a/k/a the Executive Committee may determine.
7. References to sections of the Code shall be deemed references to the Internal Revenue Code of 1986, as the same may be amended from time to time, and to the corresponding provisions of any future United States Internal Revenue Law.

Certificate of Incorporation: Fairfield County Medical Services, Inc.

**Item #5: Other Information**

The personal liability of a director a/k/a a member of the Executive Committee to the Corporation or its member for monetary damages for breach of duty as a director is limited to that amount which is the compensation received by the director a/k/a the member of the Executive Committee for serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director a/k/a the member of the Executive Committee, (B) enable the director a/k/a the member of the Executive Committee 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 a/k/a the member of the Executive Committee to the Corporation under circumstances in which the director a/k/a the member of the Executive Committee was aware that his 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 a/k/a the member of the Executive Committee's duty to the Corporation.

REC-00  
DATA REPORTING CORP  
330 Roberts Street Suite 203  
East Haven, CT 06424-0203