

15-02 MF

Huber, Jack

From: Jason Marsh <JMarsh@jeffers-law.com>
Sent: Monday, November 16, 2015 11:14 AM
To: Huber, Jack
Cc: Stephen Cowherd; Jill Aylward
Subject: Stamford Health Integrated Practices, Inc. ("SHIP")
Attachments: Letter to Commission Vogel re. SHIP Conversion February 2010 (00024633xA....pdf; Certified Corporate Documents. SHIP (00037616xAE9B0).pdf

Importance: High

Jack:

Thank you for your time this morning to discuss Stamford Health Integrated Practices, Inc., which is Stamford Hospital's medical foundation. As discussed, for some unknown reason the attached February 2010 filing with OHCA never made its way to you, resulting in SHIP not being included among OHCA's list of medical foundations.

Please note that SHIP's Certificate of Incorporation was amended on June 28, 2011 to substitute Stamford Hospital as the Class B Member in lieu of Stamford Health System, Inc., and to make other non-substantive corrections. A certified copy of SHIP's Certificate of Incorporation, as amended, obtained in June 2012 in connection with a financing undertaken by Stamford Hospital is attached for your records.

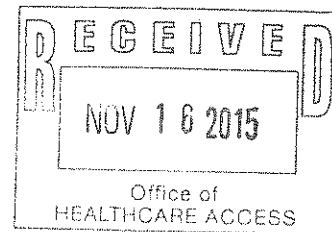
Lastly, we will coordinate the preparation and filing of the 2015 annual report as required by C.G.S. Section 33-182bb at the earliest convenience. This, combined with the attached should bring SHIP current with the filing requirements of your office. However, if anything further is needed, please let us know.

Thank you for your assistance.

Best regards,

Jason

Jason A. Marsh
Jeffers Cowherd P.C.
55 Walls Drive
Fairfield, CT 06824
Tel: (203) 259-7900 ext. 226
Fax: (203) 259-1070



The information contained in this e-mail message is confidential, may be attorney-client privileged, and is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any distribution, copying or use of this communication is strictly prohibited and may be unlawful. If you have received this communication in error, please immediately notify us by return e-mail and delete the message and all copies and attachments, if any, from your computer. Thank you.

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.....
COWHERD

STEPHEN M. COWHERD
EMAIL: scowherd@jeffers-law.com

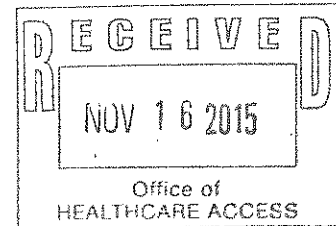
JEFFERS COWHERD P.C.
ATTORNEYS AT LAW

55 WALLS DRIVE
FAIRFIELD, CT 06824
203-259-7900
203-259-1070 FAX
WWW.JEFFERS-LAW.COM

February 11, 2010

VIA FACSIMILE & OVERNIGHT DELIVERY

Honorable Cristine A. Vogel
Deputy Commissioner
Office of Health Care Access
Division of the Department of Public Health
410 Capitol Avenue
Hartford, CT 06134-0308



Re: Conversion of Stamford Health Integrated Practices, Inc. to a Medical Foundation

Dear Commissioner Vogel:

Pursuant to Public Act 09-212, enclosed for OHCA's records please find a copy of Stamford Health Integrated Practices, Inc.'s ("SHIP") Certificate of Incorporation and the Certificate of Amendment filed on February 3, 2010 with the Secretary of State in connection with SHIP's conversion to a Medical Foundation as described in the Act.

Please feel free to contact the undersigned should you or your staff have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stephen M. Cowherd".

Stephen M. Cowherd

Enc.

cc: Andrew Snyder, M.D.
President & CEO, SHIP [w/ enc.]

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6083

Office

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SECRETARY OF THE STATE
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Filing Fee 540.00 Make Checks Payable To "Secretary of the State"

Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

1. NAME OF CORPORATION:

Stamford Health Integrated Practices, 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:
The Class A Members shall be the physicians employed by the Corporation, as further described in the Corporation's Bylaws. The Class B Member shall be Stamford Health System, Inc.
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.)

Name of agent:

A. Individual's Name:

Business address:

Residence address: (P.O. box is unacceptable)

B. Business Entity:

Corporation Service Company

Address: (P.O. box is unacceptable)

c/o Corporation Service Company
50 Weston Street
Hartford, CT 06120-1537

Acceptance of appointment

By: T. D. Baird Acct. V.P.
Signature of agent
T. D. Baird

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

Please See Attachment A.

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

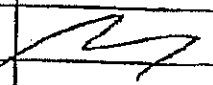
5. OTHER INFORMATION:

Please See Attachment B.

6. EXECUTION:

Dated this 28th day of August, 2009

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Stamford Health System, Inc. By: Brian Griesler, President and CEO		30 Shelburne Road Stamford, CT 06904-9317

REV. 08/23/2007

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SECRETARY OF THE STATE
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ATTACHMENT A

Purposes of the Corporation and Nature of the Activities of the Corporation

1. The Corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, and in particular, to provide physician services to enhance the health and well-being of the community. The Corporation may also engage in any lawful act or activity for which a corporation may be formed under Chapter 602 of the General Statutes of Connecticut and which may be undertaken by a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.
2. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, 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 its purposes.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted under Sections 501(c)(3) and 501(h) of the Internal Revenue Code and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.

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ATTACHMENT B

Other Information

1. All powers of the Corporation shall be exercised by and under the authority of the board of directors, except that the Class B Member shall have the sole authority to amend the Bylaws of the Corporation and select the auditors of the Corporation. In addition, the Class B Member shall have the right to approve, based on recommendations from the board of directors, (a) the sale, mortgage or other disposition of all or substantially all of the Corporation's assets; (b) the adoption of a plan of merger or consolidation of the Corporation with another corporation; (c) the decision to undertake bankruptcy proceedings or the adoption of a plan of dissolution, liquidation and/or distribution of the assets of the Corporation; (d) the organization or acquisition of any subsidiary or affiliate of the Corporation; (e) the amendment or restatement of the Certificate of Incorporation of the Corporation; (f) the adoption or amendment of a capital or operating budget of the Corporation; and (g) the adoption or amendment of a strategic plan for the Corporation.

2. The board of directors shall total nine members. The initial board shall be selected by the incorporator, and thereafter the board shall be elected as follows: (a) eight members of the board of directors shall be elected by the Class A Members, subject to the approval of the Class B Member; and (b) one member of the board of directors shall be appointed by the Class B Member. The Bylaws shall further describe the election, qualifications, terms, and removal of the directors.

3. In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to Stamford Health System, Inc., a Connecticut nonstock corporation, if it is then an organization described in Section 501(c)(3) of the Internal Revenue Code or, if not so qualified, to such other organization(s) which are organized and operated for charitable purposes similar to those of the Corporation and which are, at the time of such conveyance or distribution, exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors of the Corporation or a court of competent jurisdiction of the State of Connecticut may determine.

4. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of the Certificate of Incorporation or the Bylaws of the Corporation, the following provisions shall apply: (a) the income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and (b) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions

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ATTACHMENT B

hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.

6. No current or former director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of duty as a director in an amount exceeding the compensation received by the director for serving the Corporation during the year of violation if such breach did not (i) involve a knowing and culpable violation of law by the director, (ii) enable the director or an associate, as defined in Section 33-840 of Chapter 601 of the General Statutes of Connecticut, to receive an improper personal economic gain, (iii) 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 conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The provisions of this Section 5 shall not eliminate or limit the liability of a director of this Corporation for any act or omission occurring prior to the date on which this Section 5 became effective. No amendment or repeal of this Section 5 shall adversely affect the rights and protection afforded to a director of the Corporation under this Section 5 for acts or omissions occurring while this Section 5 is in effect.

STATE OF CONNECTICUT
SECRETARY OF THE STATE
[Faint, illegible text and signature]

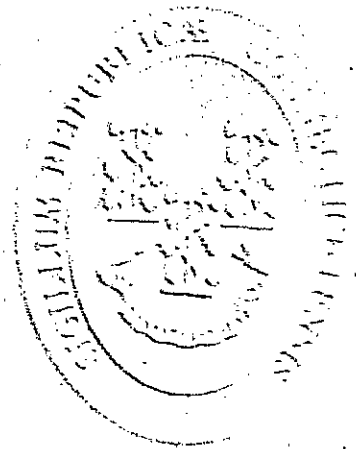
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STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

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 2nd day of September A.D. 2009

Susan Bignucchi BLD
SECRETARY OF THE STATE



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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FILED 02/03/2010 04:00 PM PAGE 0214B
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1. NAME OF CORPORATION

Stamford Health Integrated Practices, 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

Attachment A of the Corporation's Certificate of Incorporation is amended to read as provided in Attachment A-1.

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

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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 1 day of February, 20 10.

Andrew Snyder, M.D.	President/Chief Executive Officer	
Print or type name of signatory	Capacity of signatory	Signature

Purposes of the Corporation and Nature of the Activities of the Corporation

1. The Class B Member and Board of Directors of the Corporation have elected to make the Corporation a medical foundation, as such term is used in Connecticut Public Act 09-212, and to bring the Corporation within Sections 1 through 6 of Connecticut Public Act 09-212. The Corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, and in particular, to practice medicine and provide health care services in order to enhance the health and well-being of the community. The Corporation may also engage in any lawful act or activity for which a corporation may be formed under Chapter 602 of the General Statutes of Connecticut and which may be undertaken by a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

2. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, 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 its purposes.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted under Sections 501(c)(3) and 501(h) of the Internal Revenue Code and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code.

5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.



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 11th day of February A.D. 2010

Susan Bignuciczy
SECRETARY OF THE STATE

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,
DO HEREBY CERTIFY, that the certificate of incorporation of

STAMFORD HEALTH INTEGRATED PRACTICES, INC.

a domestic NONSTOCK corporation, was filed in this office on September 01, 2009, a certificate of dissolution has not been filed, the corporation has filed all annual reports, and so far as indicated by the records of this office such corporation is in existence.



Secretary of the State

Date Issued: June 04, 2012

Business ID: 0981668

Express

Certificate Number: 2012140684001

Note: To verify this certificate, visit the web site <http://www.concord.sots.ct.gov>

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

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

OH:

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Space For Office Use Only		Filing Fee \$60.00	Make Checks Payable To "Secretary of the State"
Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.			
1. NAME OF CORPORATION: Stamford Health Integrated Practices, 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:			
<input type="checkbox"/> A. The corporation shall not have members.			
<input type="checkbox"/> B. The corporation shall only have members, which are not entitled to vote.			
<input type="checkbox"/> C. The corporation shall have one class of members.			
<input checked="" type="checkbox"/> D. The corporation shall have multiple classes of members which classes are designated as follows: The Class A Members shall be the physicians employed by the Corporation, as further described in the Corporation's Bylaws. The Class B Member shall be Stamford Health System, Inc. 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. § 33-1035 & -1036.			
3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)			
Name of agent:		Business address:	
A. Individual's Name:		Residence address: (P.O. box is unacceptable)	
B. Business Entity:		Address: (P.O. box is unacceptable)	
Corporation Service Company		c/o Corporation Service Company 50 Weston Street Hartford, CT 06120-1537	
Acceptance of appointment			
Corporation Service Company			
By: <u>T. J. Baird</u> <i>T. J. Baird</i> Agent, V.P.			
Signature of agent			
<u>T. J. Baird</u>			

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

Please See Attachment A.

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

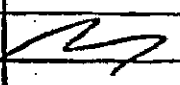
5. OTHER INFORMATION:

Please See Attachment B.

6. EXECUTION:

Dated this 28th day of August, 2009.

Certificates must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(S)
Stanford Health System, Inc. By: Brian Gruber, President and CEO		30 Shelburne Road Stamford, CT 06904-9317

REV. 08/20/00

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ATTACHMENT A**Purposes of the Corporation and Nature of the Activities of the Corporation**

1. The Corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, and in particular, to provide physician services to enhance the health and well-being of the community. The Corporation may also engage in any lawful act or activity for which a corporation may be formed under Chapter 602 of the General Statutes of Connecticut and which may be undertaken by a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.
2. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, 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 its purposes.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted under Sections 501(c)(3) and 501(h) of the Internal Revenue Code and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

ATTACHMENT B**Other Information**

1. All powers of the Corporation shall be exercised by and under the authority of the board of directors, except that the Class B Member shall have the sole authority to amend the Bylaws of the Corporation and select the auditors of the Corporation. In addition, the Class B Member shall have the right to approve, based on recommendations from the board of directors, (a) the sale, mortgage or other disposition of all or substantially all of the Corporation's assets; (b) the adoption of a plan of merger or consolidation of the Corporation with another corporation; (c) the decision to undertake bankruptcy proceedings or the adoption of a plan of dissolution, liquidation and/or distribution of the assets of the Corporation; (d) the organization or acquisition of any subsidiary or affiliate of the Corporation; (e) the amendment or restatement of the Certificate of Incorporation of the Corporation; (f) the adoption or amendment of a capital or operating budget of the Corporation; and (g) the adoption or amendment of a strategic plan for the Corporation.

2. The board of directors shall total nine members. The initial board shall be selected by the incorporator, and thereafter the board shall be elected as follows: (a) eight members of the board of directors shall be elected by the Class A Members, subject to the approval of the Class B Member; and (b) one member of the board of directors shall be appointed by the Class B Member. The Bylaws shall further describe the election, qualifications, terms, and removal of the directors.

3. In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to Stamford Health System, Inc., a Connecticut nonstock corporation, if it is then an organization described in Section 501(c)(3) of the Internal Revenue Code or, if not so qualified, to such other organization(s) which are organized and operated for charitable purposes similar to those of the Corporation and which are, at the time of such conveyance or distribution, exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors of the Corporation or a court of competent jurisdiction of the State of Connecticut may determine.

4. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of the Certificate of Incorporation or the Bylaws of the Corporation, the following provisions shall apply: (a) the income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and (b) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions

11/13/14 6:00C

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ATTACHMENT B

hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.

6. No current or former director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of duty as a director in an amount exceeding the compensation received by the director for serving the Corporation during the year of violation if such breach did not (i) involve a knowing and culpable violation of law by the director, (ii) enable the director or an associate, as defined in Sections 33-340 of Chapter 601 of the General Statutes of Connecticut, to receive an improper personal economic gain, (iii) 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 conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The provisions of this Section 5 shall not eliminate or limit the liability of a director of this Corporation for any act or omission occurring prior to the date on which this Section 5 became effective. No amendment or repeal of this Section 5 shall adversely affect the rights and protection afforded to a director of the Corporation under this Section 5 for acts or omissions occurring while this Section 5 is in effect.

118314_ADOC

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 4TH day of JUNE A.D. 20 12



SECRETARY OF THE STATE

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

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION

Stamford Health Integrated Practices, 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

Attachment A of the Corporation's Certificate of Incorporation is amended to read as provided in Attachment A-1.

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

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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 1 day of February, 20 10.

Andrew Snyder, M.D.	President/Chief Executive Officer	
Print or type name of signatory	Capacity of signatory	Signature

Purposes of the Corporation and Nature of the Activities of the Corporation

1. The Class B Member and Board of Directors of the Corporation have elected to make the Corporation a medical foundation, as such term is used in Connecticut Public Act 09-212, and to bring the Corporation within Sections 1 through 6 of Connecticut Public Act 09-212. The Corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, and in particular, to practice medicine and provide health care services in order to enhance the health and well-being of the community. The Corporation may also engage in any lawful act or activity for which a corporation may be formed under Chapter 602 of the General Statutes of Connecticut and which may be undertaken by a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

2. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, 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 its purposes.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted under Sections 501(c)(3) and 501(h) of the Internal Revenue Code and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.

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 4TH day of JUNE A.D. 2012



SECRETARY OF THE STATE



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 130470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: WWW.CONCORD-CT.GOV

**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)		FILING #00004399416 PG 01 OF 04 VOL B-01536 FILED 06/28/2011 01:00 PM PAGE 00616 SECRETARY OF THE STATE CONNECTICUT SECRETARY OF THE STATE
NAME:		
ADDRESS:		
CITY:		
STATE:	ZIP:	

1. NAME OF CORPORATION:

Stamford Health Integrated Practices, 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:

Section 2(D) of the Corporation's Certificate of Incorporation is amended to read "The Class A Members shall be the physicians employed by the Corporation, as further described in the Corporation's Bylaws. The Class B Member shall be The Stamford Hospital."

Attachment B of the Corporation's Certificate of Incorporation is amended to read as provided in Attachment B-1.

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

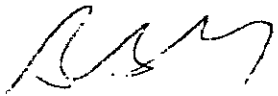
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

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 26 DAY OF April, 2011

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Brian Grissler	President & CEO Stamford Health System, Inc	

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CONNECTICUT SECRETARY OF THE STATE

ATTACHMENT B-1

Other Information

1. All powers of the Corporation shall be exercised by and under the authority of the board of directors, except that the Class B Member shall have the sole authority to amend the Bylaws of the Corporation and select the auditors of the Corporation. In addition, the Class B Members shall have the right to approve, based on recommendations from the board of directors, (a) the sale, mortgage or other disposition of all or substantially all of the Corporation's assets; (b) the adoption of a plan of merger or consolidation of the Corporation with another corporation; (c) the decision to undertake bankruptcy proceedings or the adoption of a plan of dissolution, liquidation and/or distribution of the assets of the Corporation; (d) the organization or acquisition of any subsidiary or affiliate of the Corporation; (e) the amendment or restatement of the Certificate of Incorporation of the Corporation; (f) the adoption or amendment of a capital or operating budget of the Corporation; and (g) the adoption or amendment of a strategic plan for the Corporation.
2. The board of directors shall total nine members. The initial board shall be selected by the incorporator, and thereafter the board shall be elected as follows: (a) eight members of the board of directors shall be elected by the Class A Members, subject to the approval of the Class B Member; and (b) one member of the board of directors shall be appointed by the Class B Member. The Bylaws shall further describe the election, qualifications, terms, and removal of the directors.
3. In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to The Stamford Hospital, a Connecticut nonstock corporation, if it is then an organization described in Section 501(c)(3) of the Internal Revenue Code or, if not so qualified, to such other organization(s) which are organized and operated for charitable purposes similar to those of the Corporation and which are, at the time of such conveyance or distribution, exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors of the Corporation or a court of competent jurisdiction of the State of Connecticut may determine.
4. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of the Certificate of Incorporation or the Bylaws of the Corporation, the following provisions shall apply: (a) the income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and (b) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945 of the Internal Revenue Code).
5. All references herein: (1) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions

ATTACHMENT B-1

hereafter enacted; and (3) to particular chapters or sections of the General Statutes of Connecticut shall be deemed to refer to similar or successor provisions hereafter enacted.

6. No current or former director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of duty as a director in an amount exceeding the compensation received by the director for serving the Corporation during the year of violation if such breach did not (i) involve a knowing and culpable violation of law by the director, (ii) enable the director or an associate, as defined in Section 33-840 of Chapter 601 of the General Statutes of Connecticut, to receive an improper personal economic gain, (iii) 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 conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The provisions of this Section 5 shall not eliminate or limit the liability of a director of this Corporation for any act or omission occurring prior to the date on which this Section 5 became effective. No amendment or repeal of this Section 5 shall adversely affect the rights and protection afforded to a director of the Corporation under this Section 5 for acts or omissions occurring while this Section 5 is in effect.

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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 4th day of JUNE A.D. 2012



SECRETARY OF THE STATE