

Filing Fee: \$50.00

ID Number: 04-3466314



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Brigham and Women's Physicians Organization, Inc.
2. It is incorporated under the laws of Massachusetts
3. The date of its incorporation is April 28, 1999
4. The address of its principal office in the state or country under the laws of which it is incorporated is:
75 Francis Street, Boston, Massachusetts 02115
5. The address of its proposed registered office in Rhode Island is 155 South Main St, Suite 301
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is CT Corporation System
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
See attached sheet

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7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	See attached sheet	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

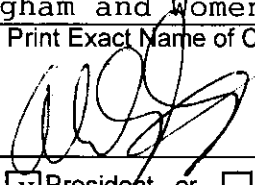
8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

Brigham and Women's Physicians Organization, Inc
Print Exact Name of Corporation Making Application

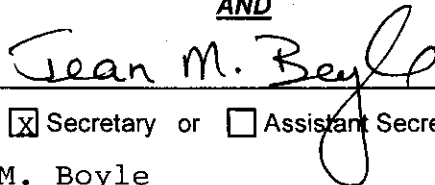
By


☒ President or ☐ Vice President (check one)

Allen L. Smith, M.D.

AND

By


☒ Secretary or ☐ Assistant Secretary (check one)

Jean M. Boyle

BRIGHAM AND WOMEN'S PHYSICIANS ORGANIZATION, INC.

**Purpose Clause for Attachment to State of Rhode Island
Application for Certificate of Authority**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501 c 3 of the Internal Revenue Code, and shall be operated for the following purposes:

- a) To provide medical and health care to the patients of The Brigham and Women's Hospital, Inc. and its affiliated tax-exempt organizations;
- b) To encourage and carry on medical and other types of research and to participate in activities designed and carried on to provide and improve the general public health and the health of patients served by The Brigham and Women's Hospital, Inc. and its affiliated tax-exempt organizations.
- c) To participate and provide instruction for the medical education programs of The Brigham and Women's Hospital, Inc. and The Harvard Medical School and their affiliated tax-exempt organizations.
- d) To provide administrative services to The Brigham and Women's Hospital, Inc. and other tax-exempt organizations whose sole member is Brigham and Women's/Faulkner Hospitals, Inc.

Notwithstanding any other provision of these Articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 c 2 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ATTACHMENT SHEET
TO STATE OF RHODE ISLAND
APPLICATION FOR CERTIFICATE OF AUTHORITY

BRIGHAM AND WOMEN'S PHYSICIANS ORGANIZATION, INC.

OFFICER AND TRUSTEE LIST

OFFICERS

ADDRESS

Chair

Robert L. Barbieri, M.D.

Chair, Dept. of Obstetrics & Gyn
Brigham and Women's Hospital
75 Francis Street, ASBI-3-073
Boston, MA 02115

President & CEO

Allen L. Smith, M.D.

President & CEO
Brigham and Women's Physicians Org.
75 Francis Street, PB-6
Boston, MA 02115

Treasurer

William C. Johnston

Chief Financial Officer
Brigham and Women's Physicians Org.
111 Cypress Street
Brookline, MA 02445

Clerk

Jean M. Boyle, Esq.

Office of the General Counsel
Partners HealthCare System, Inc.
50 Staniford Street, Suite 1000
Boston, MA 02114

Assistant Clerk

Sharon Cohen

Brigham and Women's Physicians Org.
111 Cypress Street
Brookline, MA 02445

Assistant Clerk

Joan E. Elias, Esq.

Office of the General Counsel
Partners HealthCare System, Inc.
50 Staniford Street, Suite 1000
Boston, MA 02114

ATTACHMENT SHEET
TO STATE OF RHODE ISLAND
APPLICATION FOR CERTIFICATE OF AUTHORITY

BRIGHAM AND WOMEN'S PHYSICIANS ORGANIZATION, INC.

OFFICER AND TRUSTEE LIST

<u>TRUSTEES</u>	<u>ADDRESS</u>
Dale Adler, M.D.	Executive Vice President, Department of Medicine Brigham and Women's Hospital Brigham Circle, 1620 Tremont Street Boston, MA 02120-1613
Robert L. Barbieri, M.D.	Chair, Dept. of Obstetrics & Gyn Brigham and Women's Hospital 75 Francis Street, ASBI-3-073 Boston, MA 02115
Gregory Brick, M.D.	Orthopedic Surgery Brigham and Women's Hospital 75 Francis Street, PBB-A-Main Boston, MA 02115
Arthur L. Day, M.D.	Chair, Department of Neurosurgery Brigham and Women's Hospital 15 Francis St., PB-305 Boston, MA 02115
Peter Doubilet, M.D.	Radiology The Brigham and Women's Hospital, Inc. 75 Francis Street – ASBI Boston, MA 02115
Joseph Frolkis, M.D.	Director, Primary Care Brigham and Women's Hospital 1620 Tremont St., Suite 3-026 Boston, MA 02120
Michael A. Gimbrone, Jr., M.D.	Chair, Department of Pathology Brigham and Women's Hospital, Inc. 75 Francis Street, AL-03 Boston, MA 02115
Gary L. Gottlieb, M.D., M.B.A.	President & CEO Partners HealthCare System, Inc. 800 Boylston Street, Suite 1150 Boston, MA 02115
Jay R. Harris, M.D.	Chair, Dept. of Radiation Oncology DFCI/BWH 44 Binney Street, Rm. 1622 Boston, MA 02115
Thomas S. Kupper, M.D.	Chair, Dept. of Dermatology Brigham & Women's Hospital 77 Avenue Louis Pasteur, HIM 671 Boston, MA 02115

ATTACHMENT SHEET
TO STATE OF RHODE ISLAND
APPLICATION FOR CERTIFICATE OF AUTHORITY

BRIGHAM AND WOMEN'S PHYSICIANS ORGANIZATION, INC.

OFFICER AND TRUSTEE LIST

<u>TRUSTEES</u>	<u>ADDRESS</u>
Joseph Loscalzo, M.D., Ph.D.	Physician-in-Chief, Chair, Dept. of Medicine The Brigham and Women's Hospital, Inc. 75 Francis Street, Tower 1 Boston, MA 02115
Peter Mauch, M.D.	Department of Radiation Oncology Brigham and Women's Hospital 75 Francis St., ASBI-L2 Boston, MA 02115
Joseph C. McNay	Principal and Chairman Essex Investment Management Co., LLC 125 High Street, 29 th Floor Boston, MA 02110
Michael F. O'Connell, Esq.	Managing Partner Rackemann, Sawyer & Brewster 160 Federal Street Boston, MA 02110
Patricia P. Petraglia	127 Farm Street Dover, MA 02030
Martin A. Samuels, M.D.	Chair, Dept. of Neurology Brigham and Women's Hospital 75 Francis Street, A1-02 Boston, MA 02115
Frederick J. Schoen, M.D., Ph.D.	Exec. Vice Chair, Dept. of Pathology Brigham and Women's Hospital 75 Francis Street, W Plaza, Amory 3119 Boston, MA 02115
Scott Schuster	CEO Wingate Healthcare 63 Kendrick Street Needham, MA 02494
Steven E. Seltzer, M.D.	Chair, Department of Radiology Brigham and Women's Hospital 75 Francis Street, RA-A3 Boston, MA 02115
J. Dale Sherratt	President Insight Resources, Inc. 888 Worcester Street, Suite 260 Wellesley Hills, MA 02482

ATTACHMENT SHEET
TO STATE OF RHODE ISLAND
APPLICATION FOR CERTIFICATE OF AUTHORITY

BRIGHAM AND WOMEN'S PHYSICIANS ORGANIZATION, INC.

OFFICER AND TRUSTEE LIST

<u>TRUSTEES</u>	<u>ADDRESS</u>
David Silbersweig, M.D.	Chairman, Dept. of Psychiatry and Institute for Neurosciences Brigham & Women's Hospital 75 Francis St., Peter Bent Brigham Boston, MA 02115
Allen L. Smith, M.D.	President & CEO Brigham and Women's Physicians Org. 75 Francis Street, PB-6 Boston, MA 02115
David J. Sugarbacker, M.D.	Executive Vice Chair, Dept. of Surgery Brigham and Women's Hospital 75 Francis Street, CA267 Boston, MA 02115
Thomas S. Thornhill, M.D.	Chair, Orthopedic Surgery Brigham and Women's Hospital 75 Francis Street, PB-A Main Boston, MA 02115
Charles A. Vacanti, M.D.	Chair, Dept. of Anesthesia Brigham and Women's Hospital 75 Francis Street, CWN L1 Boston, MA 02115
Ron M. Walls, M.D.	Chair, Emergency Medicine Brigham and Women's Hospital 75 Francis Street, PB-Ground Boston, MA 02115
Anthony D. Whittemore, M.D.	Chief Medical Officer Brigham and Women's Hospital 75 Francis Street, PBB-4 Boston, MA 02115
Richard D. Zane, M.D.	Vice Chair, Dept. of Emergency Medicine Brigham and Women's Hospital 75 Francis Street Boston, MA 02115
Michael J. Zinner , M.D.	Chairman, Dept. of Surgery Brigham and Women's Hospital 75 Francis Street – Tower 1, Room 220 Boston, MA 02115

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

085
073
042

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

WE, Travis A. Hume, M.D., President / Vice-President

and John E. Slick, M.D., Secretary / Treasurer

of Brigham and Women's Physicians Organization, Inc.
(Exact name of corporation)

located at PBB Clinical Bldg 75 Francis Street, Boston, MA 02115
(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on June 28, 1990 by a vote of

the 1/3 members of the corporation

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein)

ARTICLE I

The name of the corporation is:

Brigham and Women's Physicians Organization, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Page 2A attached hereto and made a part hereof.

Notice: the stipulations under any article or item on this form is inoperative. Additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions in more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

ARTICLE II

Purposes

This Corporation is organized and shall be operated for the following purposes:

- A. To provide medical and health care to the patients of The Brigham & Women's Hospital, Inc. and its affiliated tax-exempt organizations.
- B. To encourage and carry on medical and other types of research and to participate in activities designed and carried on to promote and improve the general public health and the health of patients served by The Brigham and Women's Hospital, Inc. and its affiliated tax-exempt organizations.
- C. To participate and provide instruction for the medical education programs of The Brigham and Women's Hospital, Inc. and The Harvard Medical School and their affiliated tax-exempt organizations.
- D. To provide administrative services to The Brigham and Women's Hospital, Inc. and other tax-exempt organizations whose sole member is Brigham and Women's Faulkner Hospital, Inc.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the bylaws of the corporation or may be set forth below:

Not applicable.

ARTICLE IV

Member benefit provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or managers, or of any class of members, are as follows:

See Pages 4A through 4C attached hereto and made a part hereof.

ARTICLE IV

The Corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The Corporation shall have perpetual succession in its corporate name.
- (b) The Corporation may sue and be sued.
- (c) The Corporation may have a corporate seal which it may alter at its pleasure.
- (d) The Corporation may elect or appoint Trustees, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (e) The Corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (f) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (h) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (i) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (j) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the Corporation shall not be organized for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The Corporation may pay pensions, establish and carry out pension savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its Trustees, officers and employees.

(m) The Corporation may make donations in such amounts as the Member or Trustees shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof, provided that, as long as the Corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals.

(n) The Corporation may be an incorporator of other corporations of any type or kind.

(o) The Corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

(p) The Trustees may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the Member.

(q) Meetings of the Member may be held anywhere in the United States.

(r) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or Trustee of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and 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 that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(s) Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be disposed of to The Brigham and Women's Hospital, Inc., a Massachusetts corporation, so long as it is then exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or if it is not then so exempt, to one or more organizations exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

(t) In the event that 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 articles of organization or the by-laws of the Corporation, the following provisions shall apply:

(i) The Trustees shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The Trustees shall not engage in any act of self dealing as defined in Section 4941(a) 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 incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(u) The Corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of The Commonwealth of Massachusetts; and provided, further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from Federal income tax which the Corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

(v) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of The Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of The Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

(w) Persons of any race or sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race or sex in administering its policies and programs.

Article II, paragraphs A, B and C are amended to add the word "tax-exempt" after the word "affiliated" and before the word "organizations."

Article II, paragraph D, is amended to state the following:

To provide administrative services to The Brigham and Women's Hospital, Inc. and other tax-exempt corporations whose sole member is Brigham and Women's Hospital, Inc.

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than ninety days after the date of filing.

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

The principal office (post office boxes are not acceptable) of the corporation in Massachusetts is:

778 Elmwood St. 75 Franklin Street, Boston, MA 02115

The name, residential address and post office address of each director and officer of the corporation are as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President			
Treasurer			
Clerk			
Director (or officers having the powers of directors)			

See Pages 5A and 5B attached hereto and made a part hereof.

The fiscal year of the corporation shall end on the last day of the month of: September

The name and business address of the resident agent, if any, of the corporation is:

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

See Page 6C attached hereto and made a part hereof.

WITNESSED UNDER THE PENALTIES OF PERJURY, this 11 day of July, 2000.

Steven W. Freeman, M.D.

President / ~~SECRETARY~~

John A. Elias, Esq.

John A. Elias

Clerk / ~~AMERICAN CLERK~~

*Delete the inapplicable words.

**If there are no such amendments state "None"

ARTICLE VI OFFICERS

TITLE	NAME	RESIDENCE
Chair	Lawrence H. Cohn, M.D.	45 Singletree Road Chestnut Hill, MA 02467
President	Troyen A. Brennan, M.D.	23 Flaxton Road Brookline, MA 02445
Treasurer	William C. Johnston	27 Sedgewick Drive Scituate, MA 02060
Clerk	Maura Coan Colling	20 Coolidge Avenue Cambridge, MA 02138
Assistant Clerk	Jean E. Elias, Esq.	104 Colonial Drive Andover, MA 01810
Chair of Obstetrics and Gynecology	Robert L. Farber, M.D.	1 Greenbough Lane Wellesley, MA 02181
Chair of Pathology	Frederick J. Schoen, M.D., Ph.D.	15 High Street Brookline, MA 02455
Chair of Medicine	Victor J. Dzau, M.D.	110 Dudley Road Newton, MA 02159
Chair of Anesthesiology	Simon M. Gelman, M.D., Ph.D.	213 Nahanton Street Newton, MA 02459
Chair of Radiology	Steven E. Seltzer, M.D.	236 Walnut Street Brookline, MA 02445
Chair of Orthopedics	Thomas S. Thornhill, M.D.	84 Strawberry Hill Dover, MA 02030
Chair of Surgery	Michael J. Zimmer, M.D.	975 Memorial Drive #1108 Cambridge, MA 02138

**DIRECTORS, CALLED TRUSTEES IN THE
CORPORATION'S BYLAWS**

NAME	RESIDENCE
Robert L. Bartieri, M.D.	1 Greenbough Lane Wellesley, MA 02181
Joan M. Bengtson, M.D.	54 Winslow Road Jamaica Plain, MA 02130
Jonathan F. Borna, M.D.	48 Avonside Road Newton, MA 02459
Troyan A. Brennan, M.D.	23 Philbrick Road Brookline, MA 02445
Gregory E. Brick, M.D.	19 Cornwell Road Wellesley, MA 02482
Lawrence H. Coim, M.D.	45 Shapellside Road Chestnut Hill, MA 02457
Victor J. D'Amico, M.D.	110 Dudley Road Newton, MA 02159
Christopher D. Fletcher, M.D.	950 Massachusetts Avenue, #405 Cambridge, MA 02138
Simon M. Gelman, M.D., Ph.D.	213 Nahantou Street Newton, MA 02459
Robert L. Gifford, M.D.	463 South Street Needham, MA 02492
Ronald J. Hurley, M.D.	83 Pine Street Norwell, MA 02061
Joseph C. McNay	206 Chestnut Hill Road Chestnut Hill, MA 02467
Michael P. O'Connell, Esq.	3 Silas Lane Wenham, MA 01984
Jeffrey R. Otten	35 George Lane Brookline, MA 02445
Patricia P. Petraglia	127 Farm Street Dover, MA 02030

NAME	RESIDENCE
Pablo Ros, M.D., M.P.O.	49 Green Street Canton, MA 02021
Martin A. Samuels, M.D.	60 Queensbury Street, Apt. 18 Boston, MA 02215
Frederick J. Schoss, M.D., Ph.D.	13 High Street Brookline, MA 02455
Donald Schneider	133 Yawneyard Road Brookline, MA 02467
Edward H. Seltzer, M.D.	236 Walnut Street Brookline, MA 02445
J. Dale Sherratt	86 Farm Road Sherborn, MA 01770-7077
David J. Sagarbaker, M.D.	1015 Brook Road Milton, MA 02186
Thomas S. Thornhill, M.D.	84 Strawberry Hill Dover, MA 02030
Ron M. Walls, M.D.	122 Cliff Road Wellesley, MA 02481
Frank L. Wozniak, M.B.A.	5 Arlington Street Boston, MA 02116
Anthony D. Whitemore, M.D.	148 Farm Road Sherborn, MA 01770
Michael J. Zinner, M.D.	975 Memorial Drive #1108 Cambridge, MA 02138

1100

THE COMMONWEALTH OF MASSACHUSETTS

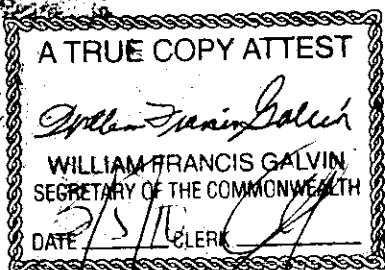
RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter 180, Section 7)

I hereby approve the within Restated Articles of Organization and,
the filing fee in the amount of \$ 35 having been paid, said
articles are deemed to have been filed with me this 17th day of
July, 2000

Signature of the Secretary:

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Christopher M. Searey, Esq.

McDerpott, Will & Esery

28 State Street, Boston, MA 02109

Telephone: (617) 525-4000

Name	
Approved	

Fee: \$15.00

042

One Ashburton Place, Boston, Massachusetts 02108-1512

01236693

President
President X Alice Preghenx

~~XXXXXX~~ / *Assistant Clerk.

(Exact name of corporation)

(Address of corporation in Massachusetts)

II

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on _____~~XX~~ 200~~0~~, by vote of:

the sole membersXXXXXXXXXXXXX

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

See attached.

C	☐
P	☐
M	☐
R.A.	☐

P.C.

**Delete the inapplicable words.*

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

