Filing Fee: $25.00

ID Number: 551598

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
AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-82 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for an Amended 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 **SPN Professionals Corporation**

2. A Certificate of Authority was issued to the corporation by the Secretary of State of the State of Rhode Island on **September 20, 2010**, authorizing it to conduct affairs in Rhode Island.

3. The corporate name of the corporation has been changed to:
Steward Emergency Physicians, Inc.
(If the name has not been changed, insert "no change")

4. It desires to pursue in the conduct of its affairs in Rhode Island other or additional specific purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(a) To employ physicians duly licensed to practice medicine and other qualified personnel and make the services of such health care professionals available to persons requiring medical care.
(b) To arrange for the provision of healthcare services, including but not limited to contracting with payors and providers of such services, and to operate or otherwise facilitate the operation of medical practices.
(c) To engage in any other activities permitted by law, now in force or hereunder amended; provided that the corporation shall not operate, hold itself out, solicit funds, or otherwise act as a public charity.
(If no other or additional purposes are proposed, insert "None")

FILED
JUN 27 2011
By 147303
DS 11:49

2011 JUN 27 AM 11:49

Form No. 251
Revised: 12/05

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

Date: 06/21/2011

SPN Professionals Corporation

Print Exact Name of Corporation Making Application

By ______________________

Michael Cullum MD

☑ President or ☐ Vice President (check one)

AND

By ______________________

Joseph C. Maher Jr., Esq.

☑ Secretary or ☐ Assistant Secretary (check one)

FEDERAL IDENTIFICATION NO. 27-3678242 ✓

NM

Examiner

The Commonwealth of Massachusetts

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

RE

Name Approved

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

We, Christopher M. Jedrey, *President / ~~*Vice President~~,

and Christopher M. Jedrey, *Clerk / ~~*Assistant Clerk~~,

of SPN Professionals Corporation,
(Exact name of corporation)

located at 77 Warren Street, Brighton, MA 02135,
(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 22, 20 11, by a vote of: the sole corporate members,

________ directors, or ________ shareholders**,

☐ Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR

☑ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR

☐ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; 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 where there is an amendment to the Articles of Organization.

C ☐
P ☐
M ☐
R.A. ☐

8

P.C.

**Delete the inapplicable words.*
***Check only one box that applies.*
***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 as long as each article requiring each addition is clearly indicated.*

180res 1/8/04

7/28/10

ARTICLE I
The name of the corporation is:

Steward Emergency Physicians, Inc.

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

(a) To employ physicians duly licensed to practice medicine and other qualified personnel and make the services of such health care professionals available to persons requiring medical care.

(b) To arrange for the provision of healthcare services, including but not limited to contracting with payors and providers of such services, and to operate or otherwise facilitate the operation of medical practices.

(c) To engage in any other activities permitted under Chapter 180 of the General Laws of Massachusetts, now in force or hereunder amended; provided that the corporation shall not operate, hold itself out, solicit funds, or otherwise act as a public charity.

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 appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

Steward Medical Group, Inc. is the sole corporate member of the Corporation (the "Member"). The rights of the Member may be set forth in the Corporation's bylaws.

ARTICLE IV
**Other lawful 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 members, or of any class of members, are as follows:

See attached Continuation Sheet IV.

***If there are no provisions, state "None".*
Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Steward Emergency Physicians, Inc.

RESTATED ARTICLES OF ORGANIZATION

CONTINUATION SHEET IV

Other Lawful Provisions

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 pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may purchase, receive, 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 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.

(g) 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.

(h) 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.

(i) 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.

(j) The corporation may be a partner or equity participant in any partnership, joint venture, limited liability company or other business enterprise that it would have power to conduct by itself.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Chapter 180 of the General Laws of The Commonwealth of Massachusetts as now in force or as hereafter amended, in any jurisdiction within or without the United States.

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

(m) The corporation may make donations in such amounts as the member or directors 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.

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

(o) Meetings of the member may be held anywhere in the United States.

(p) The member may make, amend or repeal the By-laws in whole or in part, except as otherwise provided in the By-laws or with respect to any provision thereof which by law requires action by some or all of the directors.

(q) To the fullest extent permitted by law, as the same exists or as may hereafter be amended, no director or officer of the corporation shall be personally liable for any debt, liability or obligation of the corporation.

(r) The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or serves or served at any other enterprise as a director or officer as the request of the corporation or any predecessor to the corporation if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the interests of the corporation, except as otherwise provided by law.

(s). Neither any amendment nor repeal of this Article IV, nor the adoption of any provision of the corporation's Articles of Organization inconsistent with this Article IV, shall eliminate or reduce the effect of this Article IV in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IV, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(t) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or other agent of the another organization in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify.

(u) No person shall be disqualified from holding any office by reason of any interest in the corporation. In the absence of fraud, any member, director or officer of the corporation individually, or any individual having any interest in any concern in which any such member, directors, officers or individuals have any interest, may, unless otherwise determined by the directors, be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other action of the corporation, and

(1) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such member, director, officer or other individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act;

(3) unless otherwise determined by the directors, any such director of the corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and vote to authorize the same; and

(4) any director may ask for a vote to be taken by the non-interested, directors to exclude any director who has a potential conflict from participating in such discussion or vote, and from being counted to determine the existence of a. quorum in connection with such vote.

As used herein, the term "interest" includes personal interest and interest as a director, officer, stockholder, shareholder, trustee; member of beneficiary of any concern; and the term "concern" means corporation, association, trust, partnership, firm, person or other entity other than this corporation.

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

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 thirty days after the date of filing.

ARTICLE VI

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

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

500 Boylston Street, Boston, MA 02116

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:		See attached Continuation Sheet VI	
Clerk:			
Directors: (or officers having the powers of directors)			

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

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

N/A

****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:**

Articles I, II, III, IV and VI (see above)

SIGNED UNDER THE PENALTIES OF PERJURY, this 22nd day of June, 20 11,

______________________________, *President / ~~*Vice President~~,
Christopher M. Jedrey

______________________________, *Clerk / ~~*Assistant Clerk~~.
Christopher M. Jedrey

**Delete the inapplicable words.* ***If there are no such amendments, state "None".*

Steward Emergency Physicians, Inc.

RESTATED ARTICLES OF ORGANIZATION

CONTINUATION SHEET VI

NAME	**TITLE**	**RESIDENTIAL AND POST OFFICE ADDRESS**
Christopher M. Jedrey	Director, Chairman,	249 Dudley Road, Newton, MA 02459-2831
Christopher M. Jedrey	President, Treasurer, Clerk	249 Dudley Road, Newton, MA 02459-2831

30396262

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 23rd day of June, 20 11.

A TRUE COPY ATTEST
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 6/26/11 CLERK

Effective Date: ______

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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2011 JUN 23 PM 2:13

TO BE FILLED IN BY CORPORATION
Contact information:

C T Corporation System
155 Federal Street, Suite 700
Boston, MA 02110

Telephone: ______

Email: ______

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

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:
June 27, 2011 11:49 AM

A. RALPH MOLLIS

Secretary of State