

Filing Fee: \$10.00

ID Number: 28426



**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**

**RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-6-42 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. The name of the corporation is Lifespan Physician Group, Inc.

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes which the corporation is authorized to pursue are:

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is further organized to provide accountable patient-centered, high quality, efficient, value-based and innovative care to serve the health care needs of the communities in Rhode Island and elsewhere, including those served by the hospitals affiliated with Lifespan Corporation ("Lifespan"), and to promote and advance medical research, education and training in medicine, medical related sciences and clinical practice.

[Continued on Attachment 3A]

4. Any other provisions, not inconsistent with law, which are presently set forth in the Articles of Incorporation as theretofore amended are as follows: *(If there are no other such provisions, so state.)*  
See Attachment 4.

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CORPORATIONS DIV

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5. These Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

Under penalty of perjury, we declare and affirm that we have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

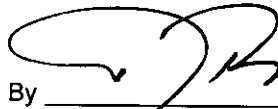
Date: 5/22/12

University Cardiology Foundation, Inc.

Print Corporate Name

By Peter Sullivan

President or  Vice President (check one)

By  AND  
J. Masina

Secretary or  Assistant Secretary (check one)

### **ATTACHMENT 3A**

In elaboration of such mission, the Corporation is established for the benefit of and to support the teaching, research and patient care missions of the Rhode Island Hospital (“RIH”), The Miriam Hospital (“TMH”), other Lifespan affiliated hospitals, and the Alpert Medical School of Brown University. RIH, TMH, and such other Lifespan affiliated hospitals are referred to collectively as the “Hospitals.”

In furtherance of and not in limitation of the foregoing purposes, the Corporation may engage in any other lawful activity that may be carried out by a corporation formed under Section 7-6 of the General Laws of Rhode Island, as now written or hereafter amended, which is not inconsistent with Section 501(c)(3) of the Code, and the rules and regulations promulgated thereunder.

Notwithstanding the above:

(i) no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, except that reasonable compensation may be paid for services rendered to and for the Corporation and gifts may be made to other tax-exempt organizations to the extent permitted by the Code and applicable rulings thereunder;

(ii) no substantial part of the Corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted under Section 501(h) of the Code);

(iii) the Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office; and

(iv) the Corporation shall not otherwise engage in any activity not permitted for an organization described in Section 501(c)(3) of the Code.

## ATTACHMENT 4

1. Membership; Governance. The Corporation shall be a memberless corporation. The affairs and business of the Corporation shall be governed and managed by a Board of Trustees. The Trustees and Officers of the Corporation, terms of office, method of selection, and their respective duties, shall be as defined and established by the By-Laws.

2. Board of Trustees. The number of Trustees, the manner of election or appointment thereof, and their respective terms of service, shall be fixed by the By-Laws of the Corporation.

3. Liquidation or Dissolution. In event of the liquidation, dissolution, termination or winding up of the Corporation, whether voluntarily, involuntarily or by operation of law, the assets of the Corporation remaining after providing for the payment of its debts and obligations shall be distributed to such Hospital(s) as may be designated by Lifespan, provided that each such Hospital is then a Section 501(c)(3) organization. If any such Hospital is not a Section 501(c)(3) organization at such time, then the distribution that it would otherwise receive shall be made, pursuant to a resolution of the Board of Trustees of the Corporation, or, failing such resolution, the order of a court of competent jurisdiction in the State of Rhode Island, to an organization described in Section 501(c)(3) of the Code that is directly engaged in the provision of health care services.

4. Limitation of Liability.

a. No Trustee or Officer shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee or Officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Trustee or Officer, to the extent that such liability is imposed by applicable law, shall not be limited or eliminated (i) for any breach of the Trustee's or Officer's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Trustee or Officer derived an improper personal benefit. If the Rhode Island General Laws are amended after the adoption of this Section 4 to authorize corporate action further eliminating or limiting the personal liability of Trustees or Officers, then the liability of each Trustee and Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended.

b. Neither the amendment nor repeal of this Section 4, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Section, shall eliminate or reduce the effect of this Section in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section, would occur or arise, prior to such amendment, repeal or adoption.