

Filing Fee: \$50.00



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2815

**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 UHealthSolutions, Inc.
2. It is incorporated under the laws of the Commonwealth of Massachusetts
3. The date of its incorporation is 12/07/2000
4. The address of its principal office is 100 Century Drive, Worcester, Massachusetts 01606
5. The address of its proposed registered office in Rhode Island is 10 Dorrance Street, Suite 530  
(Street Address, not P.O. Box)  
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is National Registered Agents, Inc.  
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:  
UHealthSolutions, Inc. provides administrative support to agencies providing healthcare and  
healthcare related services to individuals under the auspices of government sponsored and funded  
healthcare programs and initiatives.

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SECRETARY OF STATE  
CORPORATIONS DIV  
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**FILED**

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BY R 195737

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

	<u>Name</u>	<u>Address</u>
Director	Nancy E. Vasil	333 South Street, Shrewsbury, MA 01545
Director	Patti A. Onorato	333 South Street, Shrewsbury, MA 01545
Director		
President	Joyce A. Murphy	333 South Street, Shrewsbury, MA 01545
Vice President		
Treasurer	Robert E. Jenal	55 Lake Avenue, North, Worcester, MA 01655
Secretary	James G. Healy	55 Lake Avenue, North, Worcester, MA 01655

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, I 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: 4/1/13

UHealthSolutions, Inc.

Print Exact Name of Corporation Making Application

Signature of ☒ President ☐ Vice President (check one)

Signature of ☒ Secretary ☐ Assistant Secretary (check one)



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division  
One Ashburton Place, 17th floor  
Boston, MA 02108-1512  
Telephone: (617) 727-9640

**Articles of Amendment**

(General Laws, Chapter 180, Section 7)

**Federal Employer Identification Number:** 043541678 (must be 9 digits)

We, THOMAS D. MANNING ☒ President ☐ Vice President,

and JOYCE A. MURPHY ☒ Clerk ☐ Assistant Clerk,

of PUBLIC SECTOR PARTNERS, INC.

located at: 100 CENTURY DR. WORCESTER, MA 01606 USA

**do hereby certify that these Articles of Amendment affecting articles numbered:**

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 9/21/2011, by vote of: one (1) members, 0 directors, or 0 shareholders, 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 exact name of the corporation, **as amended**, is:  
(Do not state Article I if it has not been amended.)

UHEALTHSOLUTIONS, INC.

**ARTICLE II**

The purpose of the corporation, **as amended**, is to engage in the following business activities:  
(Do not state Article II if it has not been amended.)

**ARTICLE III**

A corporation may have one or more classes of members. **As amended**, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications 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:

**ARTICLE IV**

**As amended**, 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 business entity, or of its

directors or members, or of any class of members, are as follows:  
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

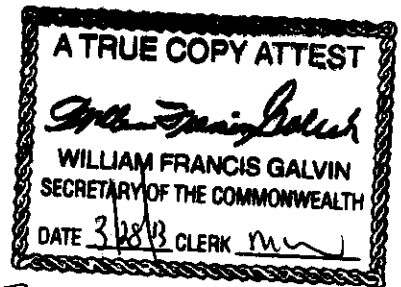
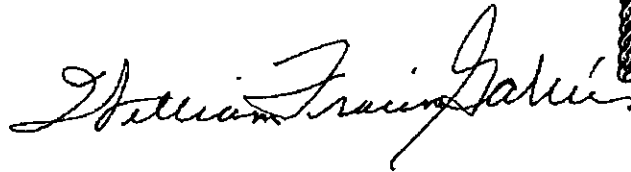
**Later Effective Date:**

Signed under the penalties of perjury, this 5 Day of October, 2011, THOMAS D. MANNING, its ,  
President / Vice President,  
JOYCE A. MURPHY, Clerk / Assistant Clerk.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

October 05, 2011 04:59 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

FEDERAL IDENTIFICATION

NO. 04-3541678

Fee: \$15.00 000731255

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

01236816

Examiner

Name  
Approved

We, Thomas D. Manning, \*President / ~~XXXXXX~~

and Patricia O'Day, \*Clerk / ~~XXXXXX~~

of Public Sector Partners, Inc.  
(Exact name of corporation)

located at 15 Belmont Street, Worcester, MA 01608  
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

2

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

of the Articles of Organization were duly adopted at a meeting held on August 2 20 01, by vote of:

four (4) members,                      directors, or                      shareholders,

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):

VOTED: That Article II of the Articles of Organization of Public Sector Partners, Inc. be and hereby are deleted and the following substituted therefor:

### ARTICLE II

The Corporation is organized and shall operate exclusively for the charitable purposes of providing support to agencies of state and local government that provide health care and health care related services to recipients under the auspices of government sponsored and funded health care programs and initiatives and, in so doing, to lessen the burden of state and local government; and making distributions and donations to charitable tax-exempt entities to enable them to carry out their charitable purposes of rendering, promoting or supporting health care services and performing, promoting or supporting health care

C ☐  
P ☐  
M ☐  
R.A. ☐

\*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.

research and education; and in furtherance thereof, the Corporation's activities shall include:

- (1) Assisting state and municipal government agencies in the areas of client financial and medical eligibility;
- (2) The identification and claiming of available federal financial resources;
- (3) Safeguarding the integrity of the payments made for health care and health care related services;
- (4) The identification of available third-party resources;
- (5) Assuring the quality of health care and health care related services provided to clients by state agencies and their contracted providers;
- (6) Management support in the oversight of provider performance, systems development and consulting services to support all aspects of state agency operations in the delivery of health care and health care related services, and facilitating the review and payment of claims for services;
- (7) Paying income and making donations to charitable organizations which provide, promote or support health care and health care related services such as research and education; and
- (8) Generally, to carry on any other activities that may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended).

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 22 day of August, 20 01,

Thomas D. Manning, \*President / ~~XXXXX President~~  
Thomas D. Manning  
Patricia K. O'Day, \*Clerk / ~~XXXXX Clerk~~  
Patricia O'Day

\*Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

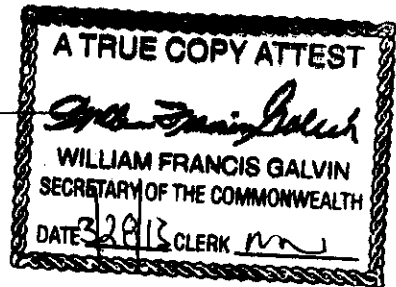
ARTICLES OF AMENDMENT  
(General Laws, Chapter 180, Section 7)

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CORPORATION DIVISION

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15.00 having been paid, said articles are deemed to have been filed with me this 5<sup>th</sup> day of September 2012.

Effective date: \_\_\_\_\_

*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Peter J. Martin, Esq.

Bowditch & Dewey, LLP

311 Main Street

Worcester, MA 01608

Telephone: (508) 926-3442



Examiner

Name  
Approved

# The Commonwealth of Massachusetts

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

## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

Public Sector Partners, Inc.

### ARTICLE II

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

See continuation sheet II

C ☐  
P ☒  
M ☐  
R.A. ☐

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P.C.

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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.  
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### 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:

The matters which may be set forth in this Article are, to the extent applicable, set forth in the By-laws of the Corporation.

### 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 continuation sheets IV (a) and IV (b)

### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

*\*\*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.*

**PUBLIC SECTOR PARTNERS, INC.**

**Continuation Sheet II**

The Corporation is organized and shall operate exclusively for the charitable purposes of providing administrative support to agencies of state and local government that provide health care and health related services to recipients under the auspices of government sponsored and funded health care programs and initiatives, and in so doing to lessen the burden of state and local government; and in furtherance thereof, the Corporation's activities shall include:

- (1) Assisting state and municipal government agencies in the areas of client financial and medical eligibility;
- (2) The identification and claiming of available federal financial resources;
- (3) The integrity of the payments made for health care and health care related services;
- (4) The identification of available third-party resources;
- (5) Assuring the quality of health care and health care related services provided to clients by state agencies and their contracted providers;
- (6) Management support in the oversight of provider performance, systems development and consulting services to support all aspects of state agency operations in the delivery of health care and health care related services, and facilitating the review and payment of claims for services; and
- (7) Generally to carry on any other activities that may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended).

**PUBLIC SECTOR PARTNERS, INC.**

**Continuation Sheet IV(a)**

1. Powers. Subject to the limitations set forth in, or otherwise referred to by, other provisions of these Articles of Organization, the Corporation shall have and may exercise in furtherance of its corporate purposes all of the powers set forth in Section 6 of Chapter 180 of the Massachusetts General Laws and Sections 9 (other than the provisions of paragraph (m) of said Section 9) and 9A of Chapter 156B of the Massachusetts General Laws, as now in effect or as they hereafter may be amended; provided, however, no power of the Corporation shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the Massachusetts General Laws.

2. Tax Exempt Status. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code") and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

3. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private member, officer or director of the Corporation or any other private person or individual (collectively, "Private Individuals"), and no private member, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except that the Corporation may pay to any Private Individual reasonable compensation or payments for services or activities in furtherance of one or more of its purposes.

4. Prohibited Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements relating to) any political campaign on behalf of or in opposition to any candidate for public office.

5. Nondiscrimination. Persons of any race and of either gender 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, gender, age or disability in administering its policies and programs.

6. Private Foundation. If the Corporation is deemed a private foundation (as that term is defined in Section 509 of the Code) then, notwithstanding any other provisions of these Articles of Organization or the By-Laws of the Corporation, the following provisions shall apply:

**PUBLIC SECTOR PARTNERS, INC.**

**Continuation Sheet IV(b)**

(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 Code, and

(b) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Code), nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

7. Distributions in Liquidation. In the event of liquidation or dissolution of the Corporation, after payment of or provision for all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed pursuant to Chapter 180, Section 11A of the Massachusetts General Laws to one or more organizations that shall qualify under Section 501(c)(3) of the Code, or to the State or local government for a public purpose.

8. Elimination of Directors' Personal Liabilities. No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Corporation (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by a member of the Corporation shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

9. Meetings. Meetings of the members may be held anywhere in the United States.

10. By-Laws. The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law, these Articles or the By-Laws requires action by the members or by any class of member or by any class of directors.

#### ARTICLE VI

The effective date 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 VII

The information contained in Article VII 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:  
15 Belmont Street, Worcester, MA 01605

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:	Thomas D. Manning	34 Westland St., Worcester, MA 01602	Same
Treasurer:	John Robertson	6 Biscayne Ave., Saugus, MA 01609	Same
Clerk:	Patricia O'Day	31 Dayton St., Worcester, MA 01609	Same
Directors: (or officers having the powers of directors)	Thomas D. Manning	34 Westland St., Worcester, MA 01602	Same
	John Robertson	5 Biscayne Ave., Saugus, MA 01609	Same
	Patricia O'Day	31 Dayton St., Worcester, MA 01609	Same
	Laurie E. Weinstein	5 Newsome Park, Boston, MA 02130	Same
	Gary Lapidus	276 Green St., Northboro, MA 01532	Same

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

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as Incorporator(s) this 6<sup>th</sup> day of December, 2000.

  
Frank W. Smith, Esp.

UMass Memorial Health Care

370 Main St., 3rd Floor

Worcester, MA 01608

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

731255

105-125781

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$35.00 having been paid, said articles are deemed to have been filed with me this 7<sup>th</sup> day of DECEMBER 2000.

Effective date: \_\_\_\_\_

SECRETARY OF THE

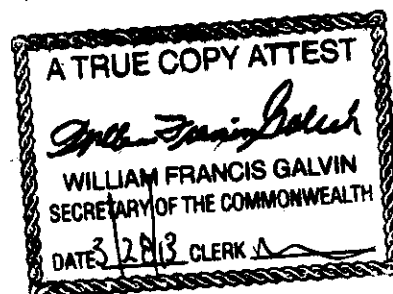
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CORPORATION DIVISION

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Frank W. Smith, Esquire

UMass Memorial Health Care, Inc.

Office of the General Counsel

370 Main St., 3rd Floor

~~XXXXXXXX~~ Worcester, MA 01608-1779

Telephone: 508-334-1700