

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 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2014 FEB 27 AM 8:32
SECRETARY OF STATE
CORPORATIONS DIV

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 Massachusetts Eye and Ear Associates, Inc.
2. It is incorporated under the laws of Massachusetts
3. The date of its incorporation is March 11, 1986
4. The address of its principal office is 243 Charles Street, Boston, MA 02114
5. The address of its proposed registered office in Rhode Island is One Randall Square, Suite 203
(Street Address, not P.O. Box)
Providence, RI 02904 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Magdalena Krzystolik, M.D.
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
To provide medical and health care to the patients of the Massachusetts Eye and Ear Infirmary and
its affiliated programs and to other patients; to promote and carry on medical and other types of
research and to participate in activities designated to improve the general public health and the
health of patients served by the Massachusetts Eye and Ear Infirmary and its affiliated programs;
to participate in and provide instruction for the medical education programs of the Massachusetts
Eye and Ear Infirmary, the Harvard Medical School, and their affiliated organizations.

FILED

FEB 27 2014

By 49-218478
A. A. 8:32 A.M.

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

	<u>Name</u>	<u>Address</u>
Director	Joseph B. Nadol Jr., M.D.	640 Charles River Street, Needham, MA 02492
Director	Joan W. Miller, M.D.	40 Westland Avenue, Winchester, MA 01980
Director	John Fernandez	5 Otis Street, Needham, MA 02492
President	Sunil Eappen, M.D.	44 West Bay Road, Weston, MA 02493
Vice President		
Treasurer	Hugh Curtin, M.D.	269 Wellesley Avenue, Wellesley, MA 02481
Secretary	Hugh Curtin, M.D.	269 Wellesley Avenue, Wellesley, MA 02481

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: 2-21-2014

Massachusetts Eye and Ear Associates, Inc.

Print Exact Name of Corporation Making Application

Signature of ☒ President or ☐ Vice President (check one)

Signature of ☒ Secretary or ☐ Assistant Secretary (check one)

9.0
Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Ephraim Friedman, M.D.

412 Beacon Street, #9
Boston, MA 02115

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

Massachusetts Eye and Ear Associates, Inc.

2. The purposes for which the corporation is formed is as follows:

To provide medical and health care to the patients of the Massachusetts Eye and Ear Infirmary and its affiliated programs;

To promote and carry on medical and other types of research and to participate in activities designed to improve the general public health and the health of patients served by the Massachusetts Eye and Ear Infirmary and its affiliated programs;

To participate in and provide instruction for the medical education programs of the Massachusetts Eye and Ear Infirmary, the Harvard Medical School, and their affiliated organizations.

C ☒
P ☒
M ☐
R.A. ☐

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114991

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

consent
TWB
Name
Approved

10
P.C.

2014 FEB 27 AM 8:32
SECRETARY OF STATE
CORPORATIONS DIV

3. If the corporation has more than one class of members, 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, are as follows: -

Not applicable.

- *4. 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 pages 4A-4E attached hereto and incorporated herein by reference.

March 7, 1986

Secretary of State
Corporate Division
One Ashburton Place
Boston, Massachusetts 02108

Gentlemen:

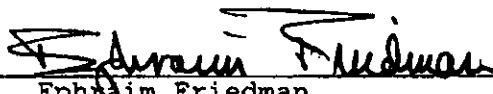
The Massachusetts Eye and Ear Infirmary and The Foundation of the Massachusetts Eye and Ear Infirmary, Inc., non-profit corporations organized and existing under the Laws of Massachusetts, hereby consent to the use of the name of Massachusetts Eye and Ear Associates, Inc., by a corporation soon to be organized under Chapter 180 of the General Laws.

Very truly yours,

THE MASSACHUSETTS EYE AND EAR INFIRMARY

THE FOUNDATION OF THE MASSACHUSETTS
EYE AND EAR INFIRMARY, INC.

By



Ephraim Friedman
President

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 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 operated 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 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) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its trustees and officers (including persons who serve at its request as trustees, officers or trustees of another organization in which it has

an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a trustee or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such trustee or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the trustees then in office; or (b) by a majority of the disinterested trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such trustee or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees, reasonably incurred by any such trustee or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such trustee or officer to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any trustee or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than trustees or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "trustees" and "officers" include their respective heirs, executors and administrators, and an "interested" trustee or member is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

(s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any trustee, officer, or members of this corporation individually, or any individual having any interest in any

concern in which any such trustees, officers, member, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

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

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

(3) any such trustee of this corporation may be counted in determining the existence of a quorum at any meeting of the trustees or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a trustee, officer, stockholder, shareholder, trustee, members or beneficiary of any concern; and

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(t) 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.

(u) 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 Foundation of the Massachusetts Eye and Ear Infirmary, Inc., a Massachusetts corporation, so long as it is then exempt from federal income taxation 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.

(v) 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:

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.

The trustees 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 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.

(w) 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.

(x) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, 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.

5. 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 below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

- a. The post office address of the initial principal office of the corporation in Massachusetts is:

243 Charles Street, Boston, Massachusetts 02114

- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Ephraim Friedman, M.D.	412 Beacon Street, #9 Boston, MA 02115	243 Charles Street Boston, MA 02114
Treasurer:	J. Frank Gerrity	59 Cramond Road Chestnut Hill, MA 02167	Gerrity Co. P.O. Box 1100 90 Oak Street Newton Upper Falls, MA 021
Clerk:	August R. Meyer	300 Somerset Street Belmont, Massachusetts	18 Moore Street Belmont, Massachusetts 021
Directors: (or officers having the powers of directors)			
	Ephraim Friedman, M.D.	Same as above.	
	J. Frank Gerrity	Same as above.	
	August R. Meyer	Same as above.	

- c. The date initially adopted on which the corporation's fiscal year ends is:

September 30

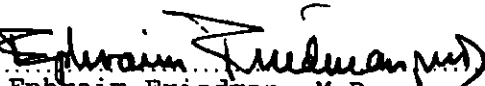
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

First Wednesday in December

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

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 10th day of March, 1986

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 principal officers have not been similarly convicted. If so convicted, explain.


Ephraim Friedman, M.D.

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

29369

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

RECEIVED
MAR 11 PM 2:55
CORPORATION DIVISION

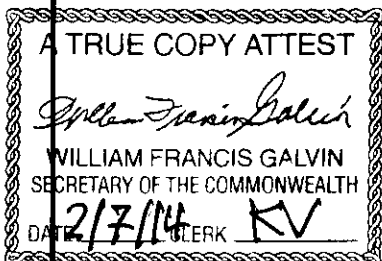
I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this *11th* day of *March* 19 *86*.

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: Attorney Nancy R. Rice
..... Ropes & Gray
..... 225 Franklin Street
..... Boston, Massachusetts 02110
Telephone..... (617) 423-6100



Filing Fee \$30.00

Copy Mailed

H2
Examiner

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)

Name
Approved

We, F. Curtis Smith, *President ~~of the Corporation~~

and Barbara F. Katz, Assistant Secretary ~~of the Corporation~~

of Massachusetts Eye and Ear Associates, Inc.
(Exact name of corporation)

located at 243 Charles Street, Boston, MA 02114
(Address of corporation in Massachusetts)

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

Article Two

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

of the Articles of Organization were duly adopted at a meeting held on July 28 19 98, by vote of:

5 members, 5 directors, or 5 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):

Amend Article Two by deleting the first sentence thereof and replacing it with the following language:

To provide medical and health care to the patients of the Massachusetts Eye and Ear Infirmary and its affiliated programs and to other patients;

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.

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 12th day of August, 19 98,

F. Curtis Smith, ~~President~~ ~~Vice President~~,
F. Curtis Smith

Barbara F. Katz, ~~Assistant Secretary~~ ~~Assistant Clerk~~,
Barbara F. Katz

*Delete the inapplicable words.

SECRETARY OF
THE COMMONWEALTH

627181

THE COMMONWEALTH OF MASSACHUSETTS

98 AUG 17 PM 4:55

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

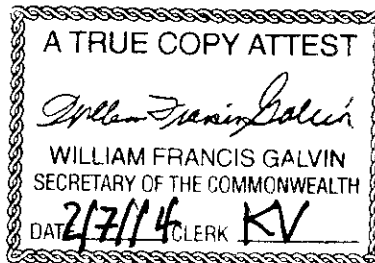
149043

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 18th day of AUGUST 1998.

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:

Anne Phillips Ogilby
Rope & Gray
One International Place
Boston, Massachusetts 02110-2624

Telephone: (617) 951-7472

244
SHR

The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 000114991

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Ephraim Friedman, M.D., President/Vice President, and

Barbara F. Katz, Assistant Secretary, Secretary/Clerk of

Massachusetts Eye and Ear Associates, Inc.

(Name of Corporation)

located at 243 Charles Street, Boston, MA 02114

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on October 27, 1987, by vote of nine members/shareholders, being at least two thirds of its members 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 thereon):

Amend Article Four by adding the following:

c ☐


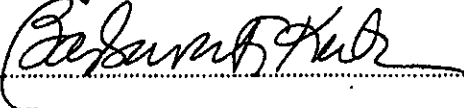
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

03-11-1986

No officer or director shall be personally liable to the corporation or its member for monetary damages for breach of fiduciary duty as an officer or a director notwithstanding any provision of law imposing such liability: provided, however, that this provision shall not eliminate the liability of an officer or a director, to the extent that such liability is provided by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the corporation or its member (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 officer or director derived an improper personal benefit. This provision shall not eliminate the liability of an officer or a director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal;

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws 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.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
2nd day of December, in the year 1987.


.....

.....

President/Vice-President

~~Clerk/Assistant Clerk~~
Assistant
Secretary

15760

60290

SECRETARY OF THE
COMMONWEALTH

1988 FEB 11 AM 10:28
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

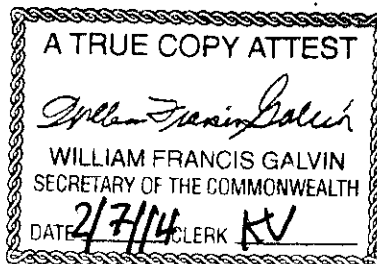
ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 10.00
having been paid, said articles are deemed to have been
filed with me this 11th
day of February, 1988

Michael J. Connolly
MICHAEL J. CONNOLLY

Secretary of State



TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: Kyle J. Hamilton
Warner & Stackpole
28 State Street
Boston, MA 02109
Telephone (617) 725-1400

Copy Mailed

FEDERAL IDENTIFICATION
NO. 222658209

Examiner

The Commonwealth of Massachusetts

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

CERTIFICATE OF CORRECTION (General Laws, Chapter 180, Section 3A)

98000736

1. Exact name of corporation: Massachusetts Eye and Ear Associates, Inc.
2. Document to be corrected: Articles of Amendment
3. The above mentioned document was filed with the Secretary of the Commonwealth on
August 18, 1998

4. Please state the inaccuracy or defect in said document:

Document was inappropriately signed by F. Curtis Smith and Barbara P. Katz

A TRUE COPY ATTEST

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE 2/7/94 CLERK TV

5. Please state corrected version of the document:

Document should have been signed by the undersigned Frederick A. Jakobiec, M.D.
in his capacity as President and Secretary of Massachusetts Eye and Ear
Associates, Inc.

Note: This correction should be signed by the person(s) required by law to sign the original document.

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of September, 1998

Frederick A. Jakobiec
Frederick A. Jakobiec, M.D.

President / ~~Secretary~~

Clerk / ~~Secretary~~

*Delete the inapplicable words.

Note: If the inaccuracy or defect to be corrected is not apparent on the face of the document, minutes of the meeting substantiating the error must be filed with the certificate. Additional information may be provided on separate 8 1/2 x 11 sheets of white paper with a left margin of at least 1 inch.

FEDERAL IDENTIFICATION

NO. _____

Fec: \$15.00

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)

Examiner

Name
Approved

We, Frederick A. Jakobiec, M.D., "President / ~~Miss President~~,

and Frederick A. Jakobiec, M.D., "Clerk / ~~Assistant Clerk~~,

of Massachusetts Eye and Ear Associates, Inc.

(Exact name of corporation)

located at 243 Charles Street, Boston, MA 02114

(Address of corporation in Massachusetts)

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

Article Two

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

of the Articles of Organization were duly adopted at a meeting held on July 28, 19 98, by vote of:

 members, 5 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):

Amend Article Two by deleting the first sentence thereof and replacing it with the following language:

To provide medical and health care to the patients of the Massachusetts Eye and Ear Infirmary and its affiliated programs and to other patients.

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

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P.C.