

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**

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2016 JAN 29 PM 12:02

**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 Boston Medical Center Corporation

2. It is incorporated under the laws of Massachusetts

3. The date of its incorporation is May 9, 1996

4. The address of its principal office is One Boston Medical Center Place, Boston MA 02118

5. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200  
(Street Address, not P.O. Box)

Warwick, RI 02888  
(City/Town) (Zip Code)

and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company  
(Name of Agent)

6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:  
The BMC site will conduct an evaluation of the RI Department of Health's CDC funded prevention grant  
The BMC site will perform surveys, conduct interviews with key stakeholders, and analyze data to  
complete this 4-year evaluation

12:02 pm

**FILED**

JAN 29 2016

By 266485

KM

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

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____
President	<b>Kate Walsh, President and CEO</b>	<b>715 Albany Street, Talbot Bldg, Boston, MA 02118</b>
Clerk	<b>David Beck</b>	<b>720 Harrison Avenue, Suite 600, Boston, MA 02118</b>
Treasurer	_____	_____
Secretary	_____	_____

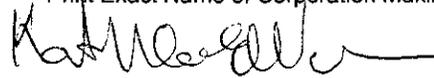
8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, 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.

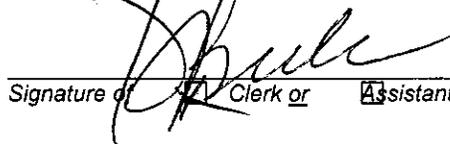
Date: 1/25/2016

**Boston Medical Center Corporation**

Print Exact Name of Corporation Making Application



Signature of  President or  Vice President (check one)



Signature of  Clerk or  Assistant Secretary (check one)

**CLERK'S CERTIFICATE**

At a duly authorized meeting of the Board of Trustees of Boston Medical Center Corporation held at Boston, Massachusetts on October 16, 2012, it was:

**VOTED:** Kathleen E. Walsh, as President and Chief Executive Officer, Richard W. Silveria, Vice President and Chief Financial Officer, David Beck, Vice President and General Counsel, Ellen Jamieson, Director, Grants & Contracts, and Alexandria Hui, Associate Director, Research Finance, of Boston Medical Center Corporation ("the Corporation"), each acting singly, be and hereby are authorized to execute and deliver in the name and on behalf of the Corporation, and to affix the Corporate seal thereto, grants, contracts and bonds for the delivery of services, equipment and supplies to the United States, the Commonwealth of Massachusetts, the City of Boston, and other municipalities of the Commonwealth, and private entities, in connection with the rendering of care or the performance of research and training; and that such execution and delivery of such grants, contracts or bonds in the Corporation's name and on its behalf shall be valid and binding on the Corporation.

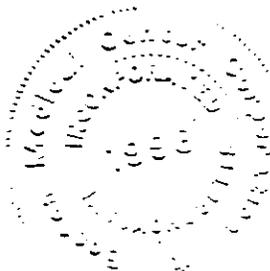
And I further certify that I am the Clerk of Boston Medical Center Corporation; and that the above vote has not been amended or rescinded and remains in full force and effect as of the date of this certificate.

Date: \_\_\_\_\_

1/11/2016



\_\_\_\_\_  
David Beck  
Clerk





EXCEPTIONAL CARE. WITHOUT EXCEPTION.

## Boston Medical Center Board of Trustees

November 2015

Edmond J. English, Chair  
Kate Walsh, President and CEO

CEO Bob's Discount Furniture  
Boston Medical Center

David Ament  
Karen Antman, M.D.  
James Blue  
David Coleman, M.D.  
Sandra Cotterell  
Randi Cutler  
Gerard M. Doherty, M.D.  
Paul Egerman  
Ruth Ellen Fitch  
Melanie Foley  
John T. Hailer  
William Halpin  
Azra Kanji  
Peggy Koei,ig  
Steven D. Levy  
Manny Lopes  
Jane Mendez, M.D.  
Huy Nguyen, Ph.D.  
Mark Nunnelly  
Patricia Patrick  
Claire Perlman  
James S. Phalen  
Martha Samuelson  
Richard Slifka  
Andrew Youniss

Managing Partner, Parthenon Capital Partners  
Dean and Provost, Boston University School of Medicine  
CEO, Bostonian Group  
Physician-in-Chief, Boston Medical Center  
CEO, Codman Square Health Center  
  
Surgeon-in-Chief, Boston Medical Center  
  
EVP and Chief HR and Admin Officer, Liberty Mutual Insurance  
President and CEO, US and Asia, Natixis Global Asset Management  
Executive Director, South Boston Community Health Center  
Partner, ABRY Partners, LLC  
Managing Partner, ABRY Partners, LLC  
Board of Directors, Verivo  
East Boston Neighborhood Health Center  
President, Boston Medical Center Medical-Dental Staff  
Interim Executive Director, Boston Public Health Commission  
Managing Director, Bain Capital Partners, LLC  
Principal, Bain Capital Partners, LLC  
  
Executive Vice President, State Street Corporation  
President and CEO, Analysis Group  
Director and Vice Chairman, Global Partners, LP  
President and CEO, Rocket Software

To contact any of these individuals, please coordinate with:

Deborah Mooney  
Executive Assistant to Kate Walsh, President and CEO  
and Jennifer Watson, VP of Communications and Chief of Staff  
Boston Medical Center  
715 Albany St., Talbot-1  
Boston, MA 02118  
Tel: 617-628-6909

7  
MAA  
Examiner

# 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)

HG/RES  
Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Boston Medical Center Corporation

### ARTICLE II

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

The purposes for which the Corporation is formed are to establish and maintain a hospital, medical center and health care system providing hospital and other health care services for all persons; and to promote and carry on educational and research activities related to rendering care to the sick and injured, the diagnosis and prevention of illness and the promotion of health; and to promote the general health and welfare of the community. In furtherance thereof, the purposes of the Corporation shall include, but not be limited to:

1. treating Medicare, Medicaid and other patients and providing an emergency room open to all persons;
2. developing a community-based system of services in collaboration with its affiliates, including the tax exempt community health centers affiliated with the Corporation through The Boston HealthNet Corporation; and
3. promoting the education of physicians and other health professionals by participation in training programs for Hospital residents to further their education concerning the prevention, diagnosis, treatment and care of human illnesses;
4. sponsoring and developing charitable, scientific, or educational programs that address the physical and mental health needs of the community at large;
5. improving and enhancing the ability of the Corporation to engage in managed care contracting and risk-sharing arrangements, thereby providing more cost effective services;
6. conducting such 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 from time to time.

C   
P   
M   
R.A.

96130035

*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.*

6  
P.C.

### 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 Bylaws 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 Pages 4A and 4B which are attached hereto and incorporated herein by reference.

### 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.*

BOSTON MEDICAL CENTER CORPORATION

Articles of Organization

Continuation Page 4A

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 shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §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") or (ii) by a corporation contributions to which are deductible under §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 trustee 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:

BOSTON MEDICAL CENTER CORPORATION

Articles of Organization

Continuation Sheet 4B

(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 such organization or 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 Trustees' Personal Liabilities. No trustee 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 trustee or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a trustee or officer of the Corporation (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 which 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. 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 trustee or officer of the Corporation for or with respect to any acts or omissions of such trustee 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 trustees 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 trustees.

**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:  
88 East Newton Street, Boston, MA 02118

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

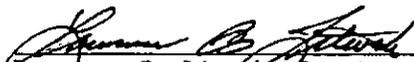
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Elaine Ullian	127 Jordan Road Brookline, MA	88 East Newton Street Boston, MA 02118
Treasurer:	John Valentine	566 Acton Street Carlisle, MA 01741	Same as above.
Clerk:	Thomas Traylor	207 Manns Drive Hanover, MA 02339	818 Harrison Avenue Boston, MA 02118
Trustees: Directors: (or officers having the powers of directors)	Thomas Traylor	Same as above.	Same as above.
	Elaine Ullian	Same as above.	Same as above.
	John Valentine	Same as above.	Same as above.

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 9th day of 12 May, 1996.

  
Lawrence B. Litvak, Esquire

Brown, Rudnick, Freed & Gesmer, P.C.  
One Financial Center  
Boston, MA 02111

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.

530669

THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF  
THE COMMONWEALTH

**ARTICLES OF ORGANIZATION**

(General Laws, Chapter 180)

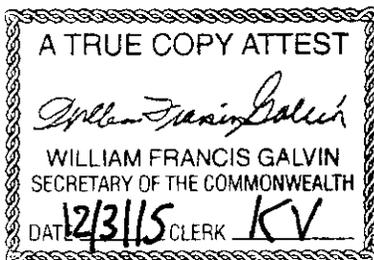
96 MAY -9 PM 12: 22

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 9th day of MAY 19 96.

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

**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*



**TO BE FILLED IN BY CORPORATION**

Photocopy of document to be sent to:

**ELLEN J. GROSSMAN**

**BROWN, RUDNICK, FREED & GESMER**

**One Financial Center**

**Boston, Massachusetts 02111**

Telephone: (617) 856-8380



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, 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 handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

