



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Certificate of Authority
 FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, 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:		
Northeast Medical Group, Inc.		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: Connecticut		
3. The date of its incorporation is:	September 5, 1991	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is: 99 Hawley Lane, Stratford, CT 06614		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Corporation Service Company		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
6. List the specific purposes for transacting business in Rhode Island:		
Check the box to indicate an attachment. <input checked="" type="checkbox"/>		

RECEIVED
 R.I. DEPT. OF STATE
 BUS. SVCS. DIV.
 2017 APR 10 PM 12:14

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

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BY CU 300484

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director		
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

Check the box to indicate an attachment.

8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

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

Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President Prathibha Varkey, MBBS, MPH, MHPE, MBA	Date 4/05/2017
Signature of President OR Vice President <i>Prathibha Varkey</i> HERE	
Type of Print Name of <input type="checkbox"/> Secretary OR <input checked="" type="checkbox"/> Assistant Secretary Marc Lombardi	Date 4/05/2017
Signature of Secretary OR Assistant Secretary <i>Marc C. Lombardi</i> SIGN DOCUMENT HERE	

TWO SIGNATURES ARE REQUIRED

NORTHEAST MEDICAL GROUP, INC.

Corporate Purpose (Defined in Cert. of Inc.):

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall include the following:

1. To operate and maintain one or more offices or facilities for the study, diagnosis, and treatment of human ailments and injuries by licensed persons;
2. To render medical and surgical treatment, consultation or advice by duly licensed employees or agents of the Corporation to patients without regard to race, color, creed, sex, age or ability to pay for such care and services;
3. To promote, enhance, improve, and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation, including, for so long as such providers are affiliated with Yale-New Haven Health Services Corporation, Bridgeport Hospital, Greenwich Hospital, Lawrence + Memorial Corporation, Yale-New Haven Hospital and such other providers that may affiliate with Yale-New Haven Health Services Corporation in the future (the “Affiliated Delivery Networks”) and throughout the communities they serve;
4. To promote, enhance, improve, and augment the quality of medical and clinical education and patient care at Affiliated Delivery Networks and at any other sites determined by the Corporation;
5. To promote and enhance a high quality of medical care and other human services for the benefit of all persons in the communities it serves;
6. To augment the planning process for the promotion of the general well-being and human health needs of the communities it serves;
7. To solicit, accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disperse or donate the income or principal thereof for exclusively charitable and educational purposes in such manner as, in the judgment of the Board of Trustees and the member of the Corporation, will best promote the purposes of the Corporation;
8. To contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wheresoever situated, as may be necessary to promote and further the purposes and objectives of the Corporation; and
9. To engage in any lawful act or activity for which a medical foundation may be organized under Chapter 594b of the General Statutes of Connecticut or for which a nonstick corporation may be organized under Chapter 602 of the General Statutes of Connecticut.

PERSONAL & CONFIDENTIAL
NORTHEAST MEDICAL GROUP, INC.
OFFICERS OF THE CORPORATION
October 1, 2016 – September 30, 2017

Chairman of the Board
Michael Ivy, MD

CEO
Prathibha Varkey, MBBS, MPH,
MHPE, MBA

COO
Keith Tandler

Treasurer
Vincent Tammaro

Secretary
Christopher
O'Connor

Assistant Secretary
Marc Lombardi

Effective Date / Term Date

2015 – 2016	Herbert Archer, MD*	5 Perryridge Road, Greenwich, CT 06830
Ex-Officio – 2015 - 2017	Thomas Balcezak, MD*	789 Howard Avenue, New Haven, CT 06519
2015 – 2017	Paul Nicholes Bertini, MD*	99 Hawley Lane, Stratford, CT 06614
2016 – 2019	Jon Gaudio, MD*	365 Montauk Avenue, New London, CT 06320
2014 – 2016	Michael Ivy, MD*	267 Grant Street, Bridgeport, CT 06610
2014 – 2016	William Jennings*	267 Grant Street, Bridgeport, CT 06610
2015 – 2018	Andrew Kenler, MD*	99 Hawley Lane, Stratford, CT 06614
2014 – 2016	Alan Landau, MD*	99 Hawley Lane, Stratford, CT 06614
2016 – 2019	Christopher Lehrach, MD	365 Montauk Avenue, New London, CT 06320
2016 – 2017	Marc Lombardi	789 Howard Avenue, New Haven, CT 06519
2015 – 2017	Franklin Loria, MD*	99 Hawley Lane, Stratford, CT 06614
2014 – 2016	Richard Mangi, MD*	99 Hawley Lane, Stratford, CT 06614
2015 – 2018	Robert McLean, MD*	99 Hawley Lane, Stratford, CT 06614
2015 – 2018	Christopher O'Connor*	789 Howard Avenue, New Haven, CT 06519
2016 – 2017	Mary O'Connor, MD	99 Hawley Lane, Stratford, CT 06614
Ex-Officio – 2015 - 2017	Norman Roth*	5 Perryridge Road, Greenwich, CT 06830
2015 – 2018	Mary Scheimann, MD*	99 Hawley Lane, Stratford, CT 06614
2014 – 2016	Peter Schulam, MD*	99 Hawley Lane, Stratford, CT 06614
2015 – 2018	Adam Schussheim, MD*	99 Hawley Lane, Stratford, CT 06614
2015 – 2018	Paul Taheri, MD*	333 Cedar Street, New Haven, CT 06510
2016 – 2017	Vincent Tammaro*	789 Howard Avenue, New Haven, CT 06519
2016 – 2017	Hugh Taylor, MD	99 Hawley Lane, Stratford, CT 06614
2016 – 2017	Prathibha Varkey, MD*	99 Hawley Lane, Stratford, CT 06614

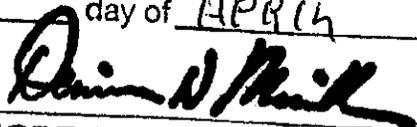
* Voting Member

BOARD OF TRUSTEES

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand
and affixed the Seal of said State, at Hartford,
this 6TH day of APRIL A.D. 2017



SECRETARY OF THE STATE



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470
 DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
 PHONE: 860-509-6003 WEBSITE: [WWW.CONCORD-SEIS.CT.GOV](http://www.concord-seis.ct.gov)

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

FILING #0005648185 PG 01 OF 07 VOL B-02241
 FILED 09/08/2016 04:00 PM PAGE 02479
 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 81/2 X

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Kathleen A. Ellison, Paralegal ADDRESS: Wiggan and Dana LLP 265 Church Street CITY: New Haven STATE: CT ZIP: 06510		FILING FEE: \$20 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: Northeast Medical Group, Inc.		
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C): <input type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input checked="" type="checkbox"/> C. AMENDED AND RESTATED THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT		
3. TEXT OF EACH AMENDMENT / RESTATEMENT: An amendment and restatement of the Certificate of Incorporation (the "Restated Certificate") was adopted by the sole member of Northeast Medical Group, Inc. (the "Corporation") on July 10, 2015, and by its Board of Directors on July 7, 2015. The Restated Certificate, which is attached hereto, to take effect as of September 8, 2016 at <u>4:00</u> p.m., includes the following substantive amendments to the Corporation's prior Amended and Restated Certificate of Incorporation filed on May 15, 2014. See attached amendments.		

4. VOTE INFORMATION (CHECK A, B or C)

A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 7th DAY OF September, 2016

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Prathibha Varkey, M.D.	Chief Executive Officer	<i>Prathibha Varkey</i>

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The full text of each Amendment to the Amended and Restated Certificate of Incorporation of the Northeast Medical Group, Inc. follows:

Section 2, Paragraph (b) of the Amended and Restated Certificate of Incorporation filed on May 15, 2014, is hereby deleted in its entirety and replaced with the following:

(b) to render medical and surgical treatment, consultation or advice by duly licensed employees or agents of the Corporation to patients without regard to race, color, creed, sex, age or ability to pay for such care and services;

Section 2, Paragraph (c) of the Amended and Restated Certificate of Incorporation filed on May 15, 2014, is hereby deleted in its entirety and replaced with the following:

(c) to promote, enhance, improve, and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation, including, for so long as such providers are affiliated with Yale-New Haven Health Services Corporation, Bridgeport Hospital, Greenwich Hospital, Lawrence + Memorial Corporation, Yale-New Haven Hospital and such other providers that may affiliate with Yale-New Haven Health Services Corporation in the future (the "Affiliated Delivery Networks") and throughout the communities they serve;

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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

NORTHEAST MEDICAL GROUP, INC.

- §1. Name. The name of the Corporation shall hereafter be: NORTHEAST MEDICAL GROUP, INC. (the "Corporation").
- §2. Purposes. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include the following:
- (a) to operate and maintain one or more offices or facilities for the study, diagnosis and treatment of human ailments and injuries by licensed persons;
 - (b) to render medical and surgical treatment, consultation or advice by duly licensed employees or agents of the Corporation to patients without regard to race, color, creed, sex, age or ability to pay for such care and services;
 - (c) to promote, enhance, improve, and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation, including, for so long as such providers are affiliated with Yale-New Haven Health Services Corporation, Bridgeport Hospital, Greenwich Hospital, Lawrence + Memorial Corporation, Yale-New Haven Hospital and such other providers that may affiliate with Yale-New Haven Health Services Corporation in the future (the "Affiliated Delivery Networks") and throughout the communities they serve;
 - (d) to promote, enhance, improve and augment the quality of medical and clinical education and patient care at Affiliated Delivery Networks and at any other sites determined by the Corporation;
 - (e) to promote and enhance a high quality of medical care and other human services for the benefit of all persons in the communities it serves;
 - (f) to augment the planning process for the promotion of the general well-being and human health needs of the communities it serves;
 - (g) to solicit, accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disperse or donate the income or principal thereof for exclusively charitable and educational purposes in such manner as, in the judgment of the Board of Trustees and the member of the Corporation, will best promote the purposes of the Corporation;

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(h) to contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wheresoever situated, as may be necessary to promote and further the purposes and objectives of the Corporation; and

(i) to engage in any lawful act or activity for which a medical foundation may be organized under Chapter 594b of the General Statutes of Connecticut or for which a nonstock corporation may be organized under Chapter 602 of the General Statutes of Connecticut.

The member of the Corporation has elected to bring the Corporation within the provisions of Chapter 594b of the General Statutes of Connecticut.

In furtherance of the purposes set forth herein, the Corporation shall (i) participate as an integral part of the integrated health care delivery system known as the Yale New Haven Health System (the "System"), which System provides, through the corporation and its affiliates, comprehensive, cost effective, advanced patient care characterized by safety and clinical and service quality; and (ii) fund and promote activities and programs of the System, including activities and programs of its affiliates, consistent with and in furtherance of the corporation's charitable purposes and the charitable purposes of all System affiliates.

§3. Nonprofit. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

§4. Member. The Corporation shall have but one voting member. The member shall be Yale-New Haven Health Services Corporation, a "Health System" as defined in Section 33-182aa of the Connecticut General Statutes. The member shall have the rights, powers and privileges provided in the Corporation's Bylaws and by Connecticut law, including certain expressly reserved powers and retained rights described in the Bylaws.

§5. Duration. The duration of the Corporation shall be perpetual.

§6. Board of Trustees. Subject to the rights, powers and privileges of the member, the Corporation shall operate under the management of its Board of Trustees. The Bylaws may provide that certain persons occupying certain positions within or without the Corporation shall be ex-officio trustees, who may be counted in determining a quorum and may have the right to vote as may be provided in the Bylaws. As may be further provided in the Bylaws, the terms of elected trustees may be staggered by dividing the elected trustees into up to three groups so that approximately an equal number of such trustees have terms that expire each year. Trustees may be removed by the member for cause as set forth in the Bylaws.

§7. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof. 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 distribution of "statements")

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SECRETARY OF THE STATE
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any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

§8. Dissolution. Upon the dissolution or termination of the existence of the Corporation, all of its property and assets, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, shall be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to Yale-New Haven Health Services Corporation, or, if at the time of the dissolution or termination of the existence of the Corporation, Yale-New Haven Health Services Corporation is not in existence or does not qualify as exempt under Section 501(c)(3) of the Code, to any organization (or organizations) that qualifies as an organization exempt under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Trustees may determine.

§9. Limitation of Liability of Trustees. In addition to and not in derogation of any other rights conferred by law, a Trustee shall not be personally liable for monetary damages for breach of duty as a Trustee in an amount greater than the amount of compensation received by the Trustee for serving the Corporation during the year of the violation, provided that such breach did not (a) involve a knowing and culpable violation of law by the Trustee, (b) enable the Trustee or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation. Any lawful repeal or modification of this Section 9 or the adoption of any provision inconsistent herewith by the Board of Trustees or member of the Corporation shall not, with respect to a person who is or was a Trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith. The limitation of liability of any person who is or was a Trustee provided for in this Section 9 shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law.

§10. Indemnification. The Corporation shall provide its Trustees with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Connecticut Revised Nonstock Corporation Act. In furtherance of the foregoing, the Corporation shall indemnify its Trustees against liability as defined in Section 33-1116(4) of the Connecticut General Statutes to any person for any action taken, or any failure to take any action, as a Trustee, except liability that (1) involved a knowing and culpable violation of law by the Trustee, (2) enabled the Trustee or an associate to receive an improper personal economic gain, (3) showed a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his or her conduct or omission created an

unjustifiable risk of serious injury to the Corporation, or (4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation.

The Corporation may indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a Trustee, or who is a Trustee but is made a party to a proceeding in his or her capacity solely as an officer, employee or agent, to the same extent as the Corporation is permitted to provide the same to a Trustee, and may indemnify and advance expenses to such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Trustee, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

§11. Amendment of Bylaws. The Bylaws of the Corporation may be amended or repealed, and new Bylaws may be adopted, only with the approval of the Board of Trustees and the member.

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SECRETARY OF THE STATE
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SIGNATURE ACCEPTING APPOINTMENT ON BEHALF OF AGENT:

Corporation Service Company

By *Grace C. Kirby*

PRINT NAME & TITLE:

Grace Kirby
Asst. Vice President

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FILED 09/14/2016 08:30 AM PAGE 03357
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

3. EXECUTION: (SUBJECT TO PENALTY OF FALSE STATEMENT)

DATED THIS 7th DAY September, 20 16

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Dona Priebe	Vice President	

CERTIFICATE OF MERGER
OF
L&M PHYSICIAN ASSOCIATION, INC.
a Connecticut nonstock corporation

with and into

NORTHEAST MEDICAL GROUP, INC.,
a Connecticut nonstock corporation

Pursuant to Section 33-1157 of the
Connecticut Revised Nonstock Corporation Act

The undersigned corporations, organized and existing under and by virtue of the
Connecticut Revised Nonstock Corporation Act (the "Act"), do hereby certify:

FIRST. That the names and states of incorporation of the corporations that are parties to
the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
L&M Physician Association, Inc.	Connecticut
Northeast Medical Group, Inc.	Connecticut

SECOND. That a Plan of Merger (the "Plan of Merger") has been approved, adopted,
certified, executed and acknowledged by each of the Constituent Corporations in accordance
with the requirements of Section 33-1156 of the Act.

THIRD. That the name of the surviving corporation is Northeast Medical Group, Inc.
(the "Surviving Corporation").

FOURTH. That the Certificate of Incorporation of Northeast Medical Group, Inc. in
effect at the Effective Time of the merger shall be the Certificate of Incorporation of the
Surviving Corporation until such later date as it may be amended in accordance with law.

FIFTH. That the Plan of Merger was approved and adopted by the member of each
Constituent Corporation, and each of their respective parent members, in the manner required by
Sections 33-1000 to 33-1290 of the Act and by their respective Certificates of Incorporation.

SIXTH. That the executed Plan of Merger is on file at the principal place of business of
the Surviving Corporation and copies of the Plan of Merger which will be furnished by the
Surviving Corporation, on request and without cost, to any member of either of the Constituent
Corporations.

SEVENTH. That the merger shall be effective at 12:01 a.m. on April 1, 2017 (the
"Effective Time").

FILING #0005807555 PG 02 OF 03 VOL B-02329
FILED 03/31/2017 01:00 PM PAGE 02165
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Dated this 27 day of March, 2017.

L&M PHYSICIAN ASSOCIATION, INC.

By: 

Name: Christopher M. Lehrach, M.D.
Title: President

NORTHEAST MEDICAL GROUP, INC.

By: _____

Name: Prathibha Varkey, M.D.
Title: President

Dated this 27 day of March, 2017.

L&M PHYSICIAN ASSOCIATION, INC.

By: _____
Name: Christopher M. Lehrach, M.D.
Title: President

NORTHEAST MEDICAL GROUP, INC.

By: Prathibha Varkey
Name: Prathibha Varkey, M.D.
Title: President



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:

April 10, 2017 12:14 PM

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

