



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
 Corporations Division  
 100 North Main Street  
 Providence, Rhode Island 02903-1335

**ARTICLES OF MERGER OR CONSOLIDATION INTO  
 (To Be Filed In Duplicate Original)**

University Medicine Foundation, Inc.

(Insert full name of surviving or new entity on this line.)

**SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of  Merger or  Consolidation (*check one box only*) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
<u>RIH Medical Foundation, Inc.</u>	<u>Non-Profit</u>	<u>RI</u>
<u>University Physicians Foundation, Inc.</u>	<u>Non-Profit</u>	<u>RI</u>

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is University Medicine Foundation, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)

e. If the surviving entity's name has been amended via the merger, please state the new name:  
University Medicine Foundation, Inc. 110369

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

Not Applicable

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) 12:01 A.M. January 1, 2000

**SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast. OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto. **See Exhibit III(a) attached.**

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

RIH Medical Foundation, Inc.  
Print Entity Name

By: Edward J. Wing \_\_\_\_\_ President  
Name of person signing Title of person signing

By: Paul G. [Signature] \_\_\_\_\_ Secretary  
Name of person signing Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 29th day of December, 1999, before me personally appeared E. Wing & M. Stuebe, being duly sworn, declared that he/she is the President & Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Marquette A. North  
Notary Public  
My Commission Expires: 7/08/2001

University Physicians Foundation, Inc.  
Print Entity Name

By: Edward J. Wing \_\_\_\_\_ President  
Name of person signing Title of person signing

By: Fred J. Schiffman \_\_\_\_\_ Secretary  
Name of person signing Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 29th day of December, 1999, before me personally appeared E. Wing & F. Schiffman, being duly sworn, declared that he/she is the President & Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Marquette A. North  
Notary Public  
My Commission Expires: 7/08/2001

# University Emergency Medicine Foundation

RHODE ISLAND HOSPITAL  
HASBRO CHILDREN'S HOSPITAL  
THE MIRIAM HOSPITAL

593 Eddy Street, Davol 141  
Providence, RI 02903

Tel (401) 444-8449  
Fax (401) 444-4307

Robert H. Woolard, M. D.  
FACEP  
*President*

Annamarie Monks  
*Business Manager*

December 1, 1999

Corporations Division  
Secretary of State  
State of Rhode Island  
100 North Main Street  
Providence RI 02903

To Whom It May Concern:

University Emergency Medicine Foundation hereby consents to the use of the name "University Medicine Foundation" by the corporation resulting from the consolidation of RIH Medical Foundation and University Physicians Foundation.

Thank you for your assistance in this matter.

Very truly yours,



Robert H. Woolard, M.D.  
President

REC'D  
SECRET  
DEC 1 1999  
10:30 AM

**EXHIBIT III(a)**

At a meeting on September 24, 1998, during which a quorum was present and voting throughout, the members of University Physicians Foundation, Inc. adopted the Agreement and Plan of Consolidation by the vote of at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast.

At a meeting on September 17, 1998, during which a quorum was present and voting throughout, the members of RIH Medical Foundation, Inc. adopted the Agreement and Plan of Consolidation by the vote of at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast.

December 21, 1999

**AGREEMENT AND PLAN OF CONSOLIDATION**

**THIS AGREEMENT AND PLAN OF CONSOLIDATION**, dated as of December 29, 1999 is by and between **RIH Medical Foundation, Inc. ("RIHMF")**, a Rhode Island non-profit corporation, and **University Physicians Foundation, Inc. ("UPF")**, a Rhode Island non-profit corporation (RIHMF and UPF are sometimes hereinafter referred to collectively as the "Constituent Corporations").

**WHEREAS**, UPF and RIHMF are each tax-exempt faculty group practices providing medical care and engaging in teaching and research within the Lifespan Corporation health care system ("Lifespan") and the Brown University School of Medicine ("Brown");

**WHEREAS**, RIHMF and UPF believe that consolidation of their operations into one corporation will further their charitable missions by increasing the funds available for academic activities, promote clinical and academic collaboration, and enable the organizations to reduce administrative costs and redirect such resources to charitable and educational purposes; and

**WHEREAS**, UPF and RIHMF already share strong central leadership in that the Chair of the Brown Department of Medicine is also the Chair of both RIHMF and UPF;

**WHEREAS**, the Board of Directors and Members of each of the Constituent Corporations deem it advisable that the Constituent Corporations consolidate and have duly approved and authorized the form of this Agreement and Plan of Consolidation;

**WHEREAS**, the laws of the State of Rhode Island permit such a Consolidation, and the Constituent Corporations desire to consolidate under and pursuant to the provisions of the laws of Rhode Island.

**NOW, THEREFORE**, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that UPF and RIHMF shall be and are hereby consolidated into a new corporation named University Medicine Foundation (the "New Corporation"), and the terms and conditions of such Consolidation and the manner of carrying it into effect are and shall be as follows:

**1. Name.**

The name of the new corporation shall be University Medicine Foundation effective upon the effective date of the Consolidation.

**2. Articles of Incorporation.**

The Articles of Incorporation of RIHMF shall be the Articles of Incorporation of the New Corporation and shall not be amended in any respect by reason of this Agreement and Plan of Consolidation.

**3. Bylaws.**

The Bylaws of the New Corporation shall be the Bylaws of RIHMF as they exist on the effective date of the Consolidation, except that the name of the corporation shall be changed to reflect the name of the New Corporation and the following provision shall be added as a new paragraph at the end of Article IV, Section 1 of such Bylaws:

From the date of the consolidation of the RIH Medical Foundation, Inc. and University Physicians Foundation, Inc., a Rhode Island non-profit Foundation ("UPF"), and for six (6) years thereafter, the Board of Directors shall be expanded to include one (1) Director of the Foundation for every three Members of the Foundation who were also members of UPF (rounding up in all cases not involving whole numbers), up to a maximum of three (3) Directors. Each of these Directors shall be elected by and from the members of the Foundation who are former UPF members. The rights of the former UPF members to nominate and elect Directors directly pursuant to this Section shall expire at the first to occur of the end of the specified six (6) year period, or at such time as there are two (2) or fewer former UPF members employed by the Foundation. At that time, this provision shall expire, and these Bylaws shall be deemed automatically amended to delete this paragraph.

**4. Directors and Officers.**

Persons who are directors or officers of RIHMF on the effective date of the Consolidation shall be and remain and continue to be its directors and officers, and UPF shall be entitled to elect the additional directors permitted by the Bylaw provision set forth in Section 3 above.

**5. Effective Date of Consolidation.**

- a. For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Consolidation and the Consolidation herein provided for shall become effective at 12:01 A.M. on January 1, 2000.

- b. The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Constituent Corporations shall continue unaffected and unimpaired by the Consolidation hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of each of the Constituent Corporations shall be continued in and consolidated into the New Corporation, which shall be fully vested therewith.

**6. Effect of Consolidation.**

The Consolidation shall have the effect specified in Rhode Island General Laws §7-6-47, including, without limitation, the following:

- a. The New Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the Rhode Island Non-Profit Corporation Act.
- b. The New corporation shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the consolidating corporations; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so consolidated, shall be taken and deemed to be transferred to and vested in the single corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the corporations shall not revert or be in any way impaired by reason of the Consolidation.
- c. The New Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged or consolidated; and any claim existing or action or proceeding pending by or against any of the corporations may be prosecuted as if the consolidation had not taken place, or the New Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the merger or consolidation, though limited in lien to the property affected by such liens immediately prior to the effective date of the Consolidation.

**7. Delivery of Deeds and Instruments.**

From time to time as and when requested by the New Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall make, or



cause to be taken, all such other and further actions as the New Corporation may deem necessary and desirable in order to more fully vest in and conform to the New Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 6 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Consolidation. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Consolidation, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

**8. Expenses of Consolidation.**

Each of the Constituent Corporations shall bear its own expenses in carrying this Agreement and Plan of Consolidation into effect and of accomplishing the Consolidation.

**9. Abandonment of Consolidation.**

Notwithstanding anything herein or elsewhere to the contrary, this Agreement and Plan of Consolidation may be terminated or abandoned before it becomes effective:

- a. By mutual consent of the Boards of Directors of the Constituent Corporations; or
- b. By the Board of Directors of either one of the Constituent Corporations if any one of the Conditions to Closing set forth in the Memorandum of Understanding among the parties and RIH Cardiology Foundation, Inc. fails to be satisfied.

**10. Service of Process.**

Upon the Consolidation herein proposed becoming effective, the New Corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Consolidated Corporations or for any obligation of the New Corporation arising from the Consolidation, by the mailing of such service of process to Don E. Wineberg, Esq., Cameron & Mittleman, 56 Exchange Terrace, Providence, Rhode Island 02903.

**11. Employer Identification and Provider Numbers.**

The federal employer identification and group provider numbers of RIHMF shall be the federal employee identification number and group provider numbers of the New Corporation.

**IN WITNESS WHEREOF**, the undersigned have caused this Agreement and Plan of Consolidation to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

RIH MEDICAL FOUNDATION, INC.

By: Edward J. Winay  
Its: President

UNIVERSITY PHYSICIANS  
FOUNDATION, INC.

By: Edward J. Winay  
Its: President

Exhibit 1

University Medicine Foundation, Inc.  
Articles of Incorporation

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1. *The name of the corporation is:* University Medicine Foundation, Inc.

2. *The period of its duration is:* Perpetual

3. *The specific purpose or purposes for which the corporation is organized are:*

Engaging in the practice of medicine for patients of any hospital affiliated with Lifespan Corporation and elsewhere; providing medical care to all the sick and injured who may come to them for diagnosis, treatment and care without regard to race, color, creed, sex, age or ability to pay for services, and particularly to provide such medical care for all persons who may seek such care at the hospitals affiliated with Lifespan Corporation; engaging in medical research as a means of seeking to alleviate human suffering; providing teaching services to medical students at the Brown University Medical School and to graduates of medical schools who are in post graduate training programs; and providing administrative services in hospital medical care, and particularly providing such administrative services to the various medical departments of the institutions known as Rhode Island Hospital and The Miriam Hospital.

4. *Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:*

This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, 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 above. No substantial part of the activities of the corporation shall be 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), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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 Internal Revenue Code of 1986, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are described by Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue Law), and deductible under Sections 170(a) and 170(b)(1)(A) of such Code and regulations.

Without in any way limiting the foregoing, the corporation shall have those powers granted by Section 7-6-7 of the General Laws, and the following additional powers:

1. To acquire by purchase, lease, or otherwise to own, hold, use, maintain, improve and operate, and to sell, lease and otherwise dispose of real and personal property.

2. To seek reimbursement for services rendered from individuals, corporations, foundations, the federal government, any state government and others. to invest and reinvest the funds of the corporation; to borrow money and issue evidences of indebtedness therefor, and to secure the same by mortgage, pledge or otherwise.

3. To employ agents and servants and in general to perform and do, either directly or indirectly, either alone or in conjunction with other persons and organizations, all other acts or things necessary to accomplish the



6 The number of directors constituting the initial Board of Directors of the Corporation is: Twelve (12)

and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Edward J. Wing, M.D.</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>William Corrao, M.D.</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Tony Wu, M.D.</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Francis X. Basile, M.D.</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Leonard Mermel, DO</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Sajeev Handa, M.D.</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Louis J. Moran, DO</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Steve Mallozzi, M.D.</u>	<u>909 North Main Street, Suite 300, Providence, RI 02904</u>
<u>David Marcoux, M.D.</u>	<u>One Randall Square, Suite 310, Providence, RI 02904</u>
<u>Anthony Mega, M.D.</u>	<u>164 Summit Avenue, Providence, Rhode Island 02906</u>
<u>Edward Schottland</u>	<u>593 Eddy Street, Providence, Rhode Island 02903</u>
<u>Donald Marsh, M.D.</u>	<u>Brown University Medical School, Prospect St., Prov., RI</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Don E. Wineberg</u>	<u>56 Exchange Terrace, Providence, RI 02903</u>

8. Date when corporate existence is to begin: January 1, 2000