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CONNECTICUT OFFICE OF
HEALTH CARE ACCESS

August 13, 2009

Honorable Christine A. Vogel
Commissioner
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
PO Box 340208
Hartford, CT 06134-0308

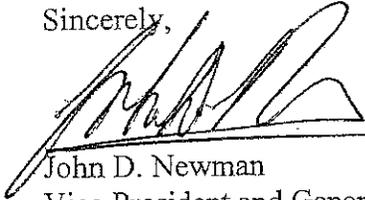
RE: St. Vincent's Multispecialty Group, Inc.

Dear Commissioner Vogel:

I am writing to advise you of the establishment of St. Vincent's Multispecialty Group, Inc. ("SVMG") as a "medical foundation" pursuant to the provisions of Public Act No. 09-212 (the "Act"). Subsection 2(b) of the Act requires that a copy of a medical foundation's certificate of incorporation be filed with your office within ten (10) days of the incorporation of the entity. I have appended a copy of the SVMG certificate of incorporation marked to confirm its filing with the Connecticut Secretary of State's office on August 10, 2009. You will note that SVMG is a Connecticut non-stock corporation, and St. Vincent's Medical Center is its sole member. While we have organized SVMG for the purposes set forth in the certificate, we do not envision the corporation undertaking any business activities prior to January 1, 2010. The SVMG mission involves acting as an entity that promotes the effective provision of services by employed physicians and other health care providers who at present are engaged by St. Vincent's Medical Center.

Please feel free to contact me directly should you have questions as to SVMG or this filing.

Sincerely,


John D. Newman
Vice President and General Counsel

JDN:ek

enclosure

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

AUGUST 10, 2009

LINDA RUBES
REID AND RIEGE, P.C.
ONE FINANCIAL PLAZA
21ST FLOOR
HARTFORD, CT 06103-3185

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

ST. VINCENT'S MULTISPECIALTY GROUP, INC.

Work Order Number: 2009187336-001
Business Filing Number: 0003984782
Type of Request: CERTIFICATE OF INCORPORATION
File Date/Time: AUG 10 2009 10:07 AM
Effective Date/Time:
Work Order Payment Received: 115.00
Payment Received: 65.00
Credit on Account: 60.00
Customer Id: 000000485
Business Id: 0979614

SHERRI LEMIRE
Commercial Recording Division
860-509-6024
WWW.CONCORD.SOTS.CT.GOV

CERTIFICATE OF INCORPORATION

OF

ST. VINCENT'S MULTISPECIALTY GROUP, INC.

1. The name of the corporation is St. Vincent's Multispecialty Group, Inc. (hereinafter referred to as the "Corporation").

2. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health, a Missouri nonprofit corporation ("Ascension Health"). The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation further shall at all times be consistent with and guided by the moral and ethical standards of professional care and the teachings of the Roman Catholic Church and with its religious sponsorship by the sponsors of Ascension Health (the "Sponsors"). The purposes and activities of the Corporation shall be carried out in conformity with the *Ethical and Religious Directives for Catholic Health Care Services* as approved from time to time by the United States Conference of Catholic Bishops and as implemented by the local ordinary. Such purposes and activities, which shall be carried out exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Sponsors and St. Vincent's Health Services Corporation, St. Vincent's Medical Center, St. Vincent's Medical Center Foundation, Inc., St. Vincent's Special Needs Center, Inc. and Hall-Brooke Behavioral Health Services, Inc., shall include the following:

(a) To establish, maintain, sponsor, and promote activities relating to human health and well-being.

(b) To establish, maintain, sponsor, and promote education and research programs and activities relating to human health and well-being.

(c) To participate in any activity designed and carried on to promote the general health of the community.

(d) To integrate certain physicians and other health care professionals employed by or under contract with St. Vincent's Medical Center (a Connecticut corporation and the Sole Member of this Corporation) into an efficient and cost-effective entity operating as a "medical foundation" as defined in Connecticut Public Act No. 09-212 and promoting oversight and organization of the clinical services offered to the community by such physicians and other

health care professionals.

(e) To benefit the health status of the community serviced by St. Vincent's Medical Center by promoting the quality and cost-effectiveness of the St. Vincent's Medical Center health care delivery system through the integration into one entity of certain physicians and other health care professionals who are employed by or under contract with St. Vincent's Medical Center and who render services on or off the St. Vincent's Medical Center campus, and in connection therewith, to establish integrated information and billing systems that provide data and information to health care providers, payors and consumers.

(f) To further the philosophy and mission of Ascension Health of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, or sponsored by the Sponsors and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.

(g) To raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.

(h) To acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Article.

(i) To contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.

(j) To serve as the controlling entity of Subsidiary Organizations (as defined in the Bylaws of the Corporation) that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations.

(k) To support institutions sponsored by the Sponsors, both within and without the State of Connecticut, and cooperate with other Ascension Health institutions.

(l) To promote cooperation and exchange of knowledge and experience among the various ministries of the Sponsors within the health care mission.

(m) To otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Revised Nonstock Corporation Act of Connecticut, as now in effect or as it may hereafter be amended or superseded (the "RNCA"), 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 herein.

(ii) 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) any political campaign on behalf of or in opposition to any candidate for public office.

(iii) Notwithstanding any other provisions of this Certificate of Incorporation or the Bylaws of the Corporation, the Corporation shall only operate for charitable purposes and in furtherance of its supported organizations, and 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.

(n) In general, to possess and exercise all powers and privileges granted by the RNCA or by this Certificate of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or aims of the Corporation, which shall in all cases be limited exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code; provided, however, that none of the foregoing powers shall be exercised other than for the benefit of, to perform the functions of, or to carry out the purposes of the Sponsors and St. Vincent's Health Services Corporation, St. Vincent's Medical Center, St. Vincent's Medical Center Foundation, Inc., St. Vincent's Special Needs Center, Inc. and Hall-Brooke Behavioral Health Services, Inc.

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

4. The Sole Member of the Corporation is St. Vincent's Medical Center. In accordance with the provisions of Section 33-1080 of the RNCA, certain rights and powers respecting the activities, property and affairs of the Corporation are reserved to the Sole Member, all as more fully set forth in the Bylaws of the Corporation.

5. The Chief Executive Officer of the Corporation, who shall also serve as the President of the Corporation, the Chief Executive Officer of St. Vincent's Medical Center and the President of the Medical Staff of St. Vincent's Medical Center, shall serve as Directors of the Corporation ex officio, with the right to vote and the right to be counted in determining a

quorum. The non-ex officio Directors of the Corporation shall be divided into three groups, with each group containing approximately the same percentage of the total. Initially, the term of the first group shall expire after one year, the second, after two years and the third, after three years. Thereafter, the Directors of each group shall serve for a term of three years and until their respective successors are duly elected and qualified.

6. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of St. Vincent's Medical Center) and in accordance with the following:

(a) The paying of or the making of provision for the payment of all of the liabilities of the Corporation, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

(b) Subject to compliance with the dissolution principles of Ascension Health, all assets of the Corporation remaining after the payment of all of the liabilities of the Corporation shall be distributed to St. Vincent's Medical Center or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by St. Vincent's Health Services Corporation, the sole member of St. Vincent's Medical Center, and consistent with Connecticut law governing the dissolution of a Connecticut non-stock corporation and the treatment of charitable assets.

(c) Any other assets of the Corporation not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets of the Corporation not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(d) Notwithstanding anything to the contrary set forth herein, the disposition of the assets of the Subsidiary Organizations of the Corporation shall be in accordance with the Governing Documents (as defined in the Bylaws of the Corporation) of such Subsidiary Organizations.

7. The personal liability of a Director to the Corporation or the Sole Member, shall be limited to the fullest extent permitted by Section 33-1026(b)(4) of the RNCA. If the RNCA is hereafter amended or superseded to incorporate provisions further eliminating or limiting the personal liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the RNCA, as so amended or superseded. This Article shall not limit or preclude the liability of a Director for any act or omission occurring prior to its adoption. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation of the Corporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter

occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

8. The Corporation shall indemnify a Director of the Corporation for liability to any person for any action taken, or any failure to take any action, as a Director of the Corporation to the fullest extent permitted by Section 33-1026(b)(5) of the RNCA. If the RNCA is hereafter amended or superseded to incorporate provisions providing greater indemnification of a director for liability, then the Corporation shall provide such greater indemnification to the fullest extent permitted by the RNCA, as so amended or superseded. Nothing in the foregoing, however, shall affect the right to indemnification of or advance of expenses to a Director of the Corporation for any liability stemming from acts or omissions occurring prior to the effective date of the adoption of this Article. Neither the amendment or repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article shall affect the indemnification of or advance of expenses to a Director of the Corporation for any liability stemming from acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision. For purposes of this Article, the terms "Director" and "liability," as they relate to a Director of the Corporation and liability incurred by such a Director in his capacity as a Director of the Corporation, shall have the respective meanings ascribed to the terms "director" and "liability" in Section 33-1116 of the RNCA, as now in effect or as it may hereafter be amended or superseded.

9. The Corporation's initial registered office and the name of the initial registered agent are:

Registered Office

2800 Main Street, Bridgeport, CT 06606

Registered Agent

John D. Newman, Vice President & General Counsel,
St. Vincent's Medical Center

Business Address

2800 Main Street
Bridgeport, CT 06606

Residence Address

91 Peak Mountain Drive
East Granby, CT 06026

10. The name and address of the sole incorporator is:

Name

John D. Newman

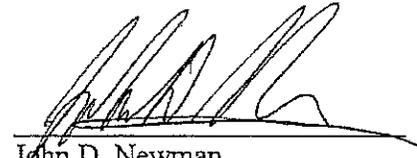
Address

St. Vincent's Medical Center
2800 Main Street
Bridgeport, CT 06606

11. Neither the Corporation's Certificate of Incorporation nor Bylaws may be amended, replaced, or repealed unless such amendment, replacement or repeal is approved by the affirmative vote of the sole member, St. Vincent's Medical Center.

I hereby declare, under penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at Bridgeport, Connecticut this 7th day of August, 2009.



John D. Newman
Sole Incorporator
2800 Main Street
Bridgeport, CT 06606

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent made by St. Vincent's Multispecialty Group, Inc.


John D. Newman

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 10TH day of August A.D. 2009



SECRETARY OF THE STATE *SB*