



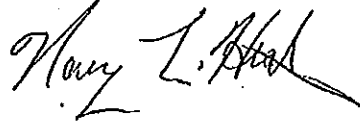
SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 110470, HARTFORD, CT 06111-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06103
PHONE: 800-509-8003 WEBSITE: www.concord.scta.ct.gov

**CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION**

USE INK COMPLETE ALL SECTIONS PRINT OR TYPE ATTACH 8/12 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Eileen B. Nelson, Paralegal ADDRESS: Robinson & Cole LLP, 280 Trumbull Street CITY: Hartford STATE: CT ZIP: 06103	FILING FEE: \$20 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: The Foundation for Community Health, 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 <i>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</i>	
3. TEXT OF EACH AMENDMENT/RESTATEMENT: The Foundation for Community Health, Inc. (the "Corporation") is hereby amending and restating its certificate of incorporation. The Corporation is updating its certificate of incorporation in its entirety (with the exception of the Corporation's name which shall be unchanged) to provide more detailed language in compliance with the Connecticut Revised Nonstock Corporation Act. The Corporation is further updating its certificate of incorporation to reflect that the Corporation shall be a membership corporation with one class of members. The Corporation has also changed the composition of the board of directors and specified that directors may be removed only for cause. The full text of the Amended and Restated Certificate of Incorporation is set forth on <u>Exhibit A</u> , attached hereto and made a part hereof. The Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Directors on February 24, 2014.	

4. VOTE INFORMATION (CHECK A, B or C)		
<input type="checkbox"/> 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.		
<input type="checkbox"/> B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.		
<input checked="" type="checkbox"/> C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.		
5. EXECUTION:		
DATED THIS 11 th DAY OF March, 2014		
NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Nancy L. Heaton	Chief Executive Officer	

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE FOUNDATION FOR COMMUNITY HEALTH, INC.

1. **Name.** The name of the corporation is The Foundation for Community Health, Inc. (hereinafter referred to as the "Corporation").

2. **Purposes.**

(a) The Corporation is organized, and shall be operated, exclusively: for charitable, scientific and educational purposes in the United States and abroad within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time (the "Code"), to devote itself exclusively to furthering, supporting, benefiting or carrying out the purposes, missions, objectives, operations and activities of Berkshire Taconic Community Foundation, Inc., a Connecticut nonstock corporation ("BTCF"), The Community Foundation of Northwest Connecticut, Inc., a Connecticut nonstock corporation ("Northwest"), and Community Foundations of the Hudson Valley, Inc., a New York not-for-profit corporation ("Hudson") to the extent such purposes, missions, objectives, operations and activities exclusively support or promote the following purposes:

(i) To maintain and improve the physical and mental health of all of the residents of the area historically served by Sharon Hospital, Inc. This includes the communities of: Canaan, Cornwall, Cornwall Bridge, Warren, East Canaan, Falls Village, Goshen, Kent, Lakeville, Lime Rock, Norfolk, Salisbury, Sharon, South Kent, Taconic, West Cornwall in Connecticut, as well as the New York communities of Amenia, Ancram, Ancramdale, Copake, Copake Falls, Dover Plains, Millbrook, Millerton, Pine Plains, Stanfordville, Wassaic and Wingdale.

(ii) To invest, subject to the appropriate legal, tax and regulatory approval, in the acquisition of all or part of the acute care hospital facilities and operations of Sharon Hospital if the Directors of the Corporation determine that such investment is necessary and appropriate to further the goal of addressing the overall health needs of the constituent community, provided that such authority may be exercised only for the sole purpose of reconverting the hospital to a non-profit form and provided further that the Corporation may not use its funds to purchase or invest in Sharon Hospital if Sharon Hospital is operating in a for-profit form. The Directors of the Corporation, in carrying out their fiduciary duties, shall give due consideration to the devotion to this purpose of part or all of the Corporation's funds resulting from the transfer of assets from Sharon Hospital if the right of first refusal set forth in the agreement between Sharon Hospital and Essent Healthcare of Connecticut, Inc. becomes exercisable.

(iii) To work in innovative and creative ways to improve the health of all residents in the above communities with particular emphasis on the more vulnerable populations of the poor, the elderly, the disabled and children.

(iv) To support a range of projects to enhance the health of its area residents, including, but not limited to, assessments of health needs and the provision of resources to meet them; preventive health programs; education programs and special assistance to uninsured or underinsured constituents.

(v) To seek and accept additional funds to enhance community health.

(vi) To remain cognizant of and responsive to changing health needs of the area.

(vii) To make grants to non-profit organizations and to develop and operate its own initiatives, all in furtherance of its corporate purposes.

(viii) To make grants to federally qualified health centers and other non-profit organizations providing charity care, including charitable primary care, to indigent patients in the communities listed above.

(ix) To work cooperatively with Sharon Hospital to ensure and augment a network of affordable and accessible health and medical care in the region; provided, however, that the Corporation will not support programs operated by or for the direct benefit of Sharon Hospital while it is operated as a for profit entity.

(x) To expand and enhance community health care services rather than supplant existing services whether publicly or privately-supported.

(b) Subject to the limitations set forth herein, the Corporation may engage in any lawful act or activity for which corporations may be formed under sections 33-1000 to 33-1290, inclusive, of the Connecticut General Statutes, as amended (the "Nonstock Act") ..

(c) The Corporation's charitable activities shall be serving exclusively the area historically served by Sharon Hospital, Inc., including the following geographic areas: Canaan, Cornwall, Cornwall Bridge, Warren, East Canaan, Falls Village, Goshen, Kent, Lakeville, Lime Rock, Norfolk, Salisbury, Sharon, South Kent, Taconic, West Cornwall in Connecticut, as well as the New York communities of Amenia, Ancram, Ancramdale, Copake, Copake Falls, Dover Plains, Millbrook, Millerton, Pine Plains, Stanfordville, Wassaic and Wingdale.

3. **Nonprofit Corporation.** The Corporation is nonprofit and it shall not have or issue shares of stock, make distributions or pay dividends.

4. **Registered Agent.** The Corporation's registered agent is on file with the office of the Secretary of the State of Connecticut. The Corporation's registered agent is Douglas K. O'Connell, Esq., with a business address of 682 Main Street, Winsted, CT 06098 and a residence address of 156 Red Oak Hill, Torrington, CT 06790.

5. **Membership.** The Corporation is a membership corporation. The Corporation shall have one class of members. The members of the Corporation shall be BTCF, Northwest and Hudson (each a "Member" and together, the "Members"). The Members shall have such rights, privileges, and obligations which are accorded to Members under the Corporation's bylaws (the "Bylaws") or under Connecticut law. Members shall not be entitled to vote on amendments to this Certificate of Incorporation or the Bylaws except as otherwise required by the Nonstock Act.

6. **Board of Directors.** The general management of the powers, business, property and affairs of the Corporation shall be vested in a board of an uneven number of directors that is no fewer than eleven and no more than seventeen directors as may be further provided in the Bylaws. No more than three directors shall be persons who are also serving on the board of directors of one or more Members. No director of the Corporation shall serve on a community advisory board of Sharon Hospital if Sharon Hospital is operating in a for-profit form. A director may be removed by the Members as may be further provided in the Bylaws only upon a finding of cause. For these purposes, cause shall be found as a result of incapacity, conviction of a crime of moral turpitude, disregard of duty to act and/or acting against the Corporation's best interests, or conduct which may have a negative impact on the reputation of the Corporation.

7. **Limitations.** No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement for expenses reasonably and necessarily incurred in carrying out the purposes set forth in Article 2 hereof. No part or portion of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated for objects or purposes other than those set forth in or contemplated by Article 2 hereof. Neither the Corporation nor any recipient of its funds shall participate in or intervene in any political campaign on behalf of any candidate for public office while acting on behalf of the Corporation. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not engage in any activity that would be inconsistent with its classification as a corporation entitled to exemption from Federal income tax under Section 501(c)(3) of the Code. No substantial part of the activities of this Corporation shall consist of attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

8. **Amendment.** This Certificate of Incorporation may be amended from time to time by a resolution adopted by two-thirds of all members of the Board then serving; provided, however, that any amendment which alters, expands, or contracts the Corporation's stated corporate purposes or otherwise materially modifies Articles 2, 5, 6, 8 or 10 hereof shall first be approved by the Attorney General, and, if appropriate, the Superior Court of Litchfield County, Connecticut.

9. **Permanent Existence.** The Corporation shall have an indefinite period of existence, subject to dissolution under the laws of the State of Connecticut or by resolution adopted by two-thirds of the directors present at a meeting of the Board of at which a quorum is present and further approved by the Members.

10. **Dissolution.** Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and after notice to the Attorney General, distribute all of the assets of the Corporation to such organization or organizations which are selected by the Superior Court of the judicial district in which the principal office of the Corporation is then located and which are organized and operated exclusively for charitable healthcare purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

11. **Private Foundation Rules.** In accordance with Section 508(e) of the Code, if in any taxable year the Corporation is a private foundation as defined in Section 509(a) of the Code, then in such year:

(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943(c) of the Code;

(d) The Corporation shall not make any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

12. **Limitation on Liability of Directors.** The directors of the Corporation shall be protected from personal liability to the fullest extent permitted from time to time under Connecticut law, including, without limitation, the Nonstock Act, as the same may be amended or supplemented, and, accordingly, unless and until the relevant provisions of the Nonstock Act are amended or supplemented to further limit or extend the ability of the Corporation to limit the personal liability of directors of the Corporation, the personal liability of a director to the Corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director of serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director 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 director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created by 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 director's duty to the Corporation. The modification or repeal of this Article 12 shall not affect the restrictions hereunder of a director's personal liability for any act or omission occurring prior to such modification or repeal.

13. Indemnification.

(a) The Corporation shall indemnify, to the fullest extent permitted by Section 33-1116 to 33-1124 of the Nonstock Act, as the same may be amended or supplemented, all directors and officers of the Corporation from and against any and all of the expenses, liabilities or other matters referred to in or covered by said sections both as to action in his or her official capacity while holding such office and to action while serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person; provided, however, that the Corporation shall indemnify any such indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board.

(b) Without limiting the foregoing, the Corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability of a sort for which indemnification is not permitted by Section 33-1026(b)(5) of the Nonstock Act; provided, however, that the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not directors to the same extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

(c) The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise and shall not be deemed to limit the ability of the Corporation to indemnify or advance expenses to any person pursuant to contract, any Bylaw, or a general or specific action of the Board of Directors consistent with applicable law.