

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

12/30/2015

DATA REPORTING
330 ROBERTS STREET
SUITE 203
EAST HARTFORD, CT 06108 -3654

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

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

Business Name:
STARLING PHYSICIANS, P.C.

Type of Request:
MERGER

Work Order Number	: 2015381817-001	Business Filing Number	: 0005455142
Filing Date/Time	: 12/29/2015 01:00 PM	Effective Date/Time	: 01/01/2016 04:30 PM
Work Order Payment Total	: \$110.00	Payment Received	: \$110.00
Credit on Account	: \$	Customer ID	: 00000
Business ID	: 0525137		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

PATRICIA SHANAHAN
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov

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SECRETARY OF THE STATE
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CERTIFICATE OF MERGER

OF

GROVE HILL MEDICAL CENTER, P.C.
(a Connecticut professional corporation)

AND

CONNECTICUT MULTISPECIALTY GROUP, P.C.
(a Connecticut professional corporation)

To the Secretary of the State
State of Connecticut

1. Grove Hill Medical Center, P.C., a Connecticut professional corporation (the "Terminating Company"), desires to merge (the "Merger") with and into Connecticut Multispecialty Group, P.C., a Connecticut professional corporation (the "Surviving Company"), pursuant to the provisions of the Connecticut Business Corporation Act (the "CBCA").

2. The name of the Surviving Company shall be changed to Starling Physicians, P.C.

3. The Merger is to be effective as of January 1, 2016.

4. The Amended and Restated Certificate of Incorporation of the Surviving Company, filed May 6, 2005 with the Connecticut Secretary of State, is to be further amended by reason of the Merger. In compliance with Section 33-819 of the CBCA, the amendments made to the current Certificate of Incorporation of the Surviving Company (the "Current COI") are as follows:

a) Section 1 of the Current COI is amended and restated to provide as follows:

"Name. The name of the Corporation is Starling Physicians, P.C."

b) Section 2 of the Current COI is amended and restated to provide as follows:

"Registered Office and Agent. The Corporation shall have a registered office at 2110 Silas Deane Highway, Rocky Hill, CT 06067 and John Trusler shall be the registered agent at such office and his residence address is 395 Hartford Road, Salem, CT 06420. Electronic notices may be sent to the following email address: nancy.green@hhchealth.org."

c) Section 3 of the Current COI is amended and restated to provide as follows:

"Nature of Business. The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation, are as follows: The Corporation is organized for the sole and specific purpose of rendering medical services."

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d) Section 4 of the Current COI is amended and restated to provide as follows:

“Designation of Classes of Shares. The designation of each class of shares of the Corporation and the authorized number of shares of each such class are as follows:

<u>Class</u>	<u>Authorized Number of Shares</u>
GH Common	1,000
CMG Common	1,000”

e) Section 5 of the Current COI is amended and restated to provide as follows:

“Terms, Limitations, Relative Rights and Preferences of Each Class of Shares. The terms, limitations, relative rights and preferences of each class of shares are identical in all respects, except that:

- a. With respect to the election or removal of directors to or from the Corporation’s Executive Board of Directors, the holders of GH Common Stock shall be entitled to vote their shares only for the directorships allocated to the Grove Hill Branch (“GH Branch”) and the holders of CMG Common Stock shall be entitled to vote their shares only for the directorships allocated to the Connecticut Multispecialty Group Branch (“CMG Branch”).
- b. With respect to the election or removal of directors to or from Branch-Level Boards of Directors, the holders of GH Common Stock shall be entitled to vote their shares only for the election of directors to or removal from the GH Branch Board and the holders of CMG Common Stock shall be entitled to vote their shares only for the election of directors to or removal from the CMG Branch Board.
- c. With respect to other Branch-level decisions, the holders of GH Common Stock shall be entitled to vote their shares only in respect of decisions of the GH Branch and the holders of CMG Common Stock shall be entitled to vote their shares only in respect of decisions of the CMG Branch.”

f) Section 6 of the Current COI is amended and restated to provide as follows:

“Shareholder Voting Requirements.

- a. **Ordinary Shareholder Actions.** Each holder of record of shares of the Corporation’s common stock shall be entitled to one vote for each share of common stock held. Except as provided below or as otherwise required by applicable law, if a quorum exists on a matter, shareholder action on any matter whatsoever shall require the affirmative vote of the holders of a majority of the shares of the Corporation’s common stock issued and outstanding at the time of the vote, or in the case of Branch-level actions, a majority of the holders of GH

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Common Stock in the case of GH Branch actions and majority of the holders of CMG Common Stock in the case of CMG Branch actions.

- b. **Election of Executive Board of Directors.** The election of directors to the Executive Board of Directors shall require the following votes at an annual meeting of the shareholders at which a quorum is present:
- i. In the case of the directorships allocated to the GH Branch, the affirmative vote of at least a majority of the holders of the GH Common Stock.
 - ii. In the case of the directorships allocated to the CMG Branch, the affirmative vote of at least a majority of the holders of the CMG Common Stock.
- c. **Fundamental Matters.** In addition to director approval by the Executive Board as set forth in the Bylaws of the Corporation, all Fundamental Matters shall require approval by the affirmative vote of at least two-thirds (2/3) of the holders of GH Common Stock and at least two-thirds of the holders of CMG Common Stock, except as expressly contemplated by subsection (d) below with respect to certain amendments to this Certificate of Incorporation or the Bylaws of the Corporation. For these purposes, "Fundamental Matters" means:
- i. Any merger of the Corporation with or into any other entity, if the consummation of the same requires shareholder approval or otherwise gives rise to appraisal rights pursuant to the Business Corporation Act.
 - ii. Any share exchange to which the Corporation is a party, if the consummation of the same requires shareholder approval or otherwise gives rise to appraisal rights pursuant to the Business Corporation Act.
 - iii. Any sale of all or substantially all of the Corporation's assets if the consummation of the same requires shareholder approval or otherwise gives rise to appraisal rights pursuant to the Business Corporation Act.
 - iv. Any amendment to this Certificate of Incorporation or the Bylaws of the Corporation.
 - v. ~~Any changes to the composition or authority of the Executive Board of Directors related to new group representation (after acquisition).~~
 - vi. Any other corporate action to be authorized or taken by shareholder vote, if the same shall give rise to appraisal rights pursuant to the Business Corporation Act.
 - vii. The dissolution of the Corporation.

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- d. **Amendment to Shareholder Voting Provisions.** Any amendment to this Certificate of Incorporation or the Corporation's Bylaws which has the effect of altering any shareholder voting requirement set forth herein or therein shall require for approval the affirmative vote of the holders of the Corporation's then issued and outstanding common stock in a proportion greater than or equal to the proportion specified in the provision that is proposed to be amended either: (i) immediately prior to the effectiveness of the proposed amendment; or (ii) upon the effectiveness of, and as a result of, the proposed amendment. The foregoing notwithstanding, if the provisions of subsection (c) above would require the approval by the holders of a greater proportion of the Corporation's then issued and outstanding common stock than would otherwise be required by the preceding sentence, then the provisions of subsection (c) shall control."
- g) Section 7 of the Current COI is amended and restated to provide as follows:
- "**Quorum.** To constitute a quorum for the transaction of business at any annual, other regular or special meeting of all shareholders, there must be present, in person or by proxy, shareholders of record holding a majority of the issued and outstanding shares of the Corporation's stock, except for those matters for which a greater quorum requirement is specified by applicable law. To constitute a quorum for the transaction of business at a GH Branch-level meeting, there must be present, in person or by proxy, shareholders of record holding a majority of the issued and outstanding GH Common Stock. To constitute a quorum for the transaction of business at a CMG Branch-level meeting, there must be present, in person or by proxy, shareholders of record holding a majority of the issued and outstanding CMG Common Stock."
- h) Section 8 of the Current COI is amended and restated to provide as follows:
- "**Preemptive Rights.** No holder of any share or shares of the Corporation's capital stock shall have any preemptive or other right to acquire any share or shares of the Corporation's capital stock upon the issuance or sale by the Corporation of any share or shares of the Corporation's capital stock in any manner whatsoever."
- i) Section 9 of the Current COI is amended and restated to provide as follows:
- "**Shareholder Action by Written Consent.** Any action which may be taken at a Shareholders' meeting may be taken without a meeting by a consent in writing, setting forth the action so taken or to be taken, signed by either (a) all of the persons who would be entitled to vote upon the action at the meeting, or by their duly authorized attorneys, or (b) the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted, as required by Section 33-698 of the Business Corporation Act. In order for a written consent approved in accordance with (b) in the previous sentence to be effective, the proposed written consent must be sent to all Shareholders entitled to vote on the matter following at least ten (10) days' prior written notice."

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- j) Section 10 of the Current COI is amended and restated to provide as follows:

"Personal Liability of Directors. To the extent permitted by Section 33-636(b)(4) of the Business Corporation Act, the personal liability of a director or former director to the Corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to the amount of received by the director for serving the Corporation as a director during the year in which the breach of duty occurred. No amendment, modification or repeal of this Section 10 or the applicable statute shall adversely affect any defense, right or protection of a director that exists at the time of such amendment, modification or repeal."

- k) A new Section 11 is added to provide as follows:

"Indemnification. The Corporation shall, to the maximum extent permitted by Sections 33-770 through 33-780, as amended, of the Business Corporation Act, or any successor provisions, indemnify any person made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a shareholder, director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all reasonable expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if: (1) such person conducted himself or herself in good faith, and (2) such person reasonably believed that (A) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation, and (B) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful."

- l) A new Section 12 is added to provide as follows:

"Advancement of Expenses. In furtherance of, and without limiting, Section 11 above, the Corporation may advance expenses to any director, officer, employee or agent of the Corporation in connection with any proceeding with respect to which such director, officer, employee or agent may be entitled to indemnification pursuant to Section 11 to the maximum extent permitted by any provision of applicable law from time to time in effect."

- ~~m) A new Section 13 is added to provide as follows:~~

"Insurance. To the maximum extent permitted from by applicable law from time to time in effect, the Corporation may purchase and maintain insurance providing greater indemnification and protection on behalf of any individual who is or was a director, officer, employee or agent of the Corporation than that otherwise permitted by applicable law to be provided by the Corporation."

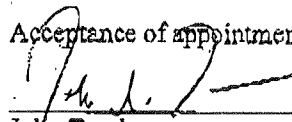
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n) A new Section 14 is added to provide as follows:

"Staggered Terms for Directors. The directorships of the Executive Board of Directors shall be divided into three (3) classes with staggered terms so that one (1) class shall expire at each annual shareholders' meeting. Since all of the directors shall be initially elected on January 1, 2016, Class 1 shall initially be elected for a two year term (or until the second annual shareholders' meeting) and thereafter for three year terms, Class 2 shall initially be elected for a three year term (or until the third annual shareholders' meeting) and thereafter for three year terms, and Class 3 shall initially be elected for a four year term (or until the fourth annual shareholders' meeting) and thereafter for three year terms."

5. The appointment as registered agent of the Corporation is accepted by the undersigned:

Acceptance of appointment:



John Trusler

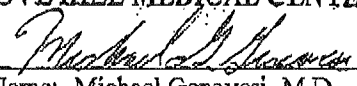
6. An Agreement and Plan of Merger, dated as of January 1, 2016, by and between the Surviving Company and the Terminating Company, has been duly approved by the shareholders of the Surviving Company in the manner required by Sections 33-600 to 33-998, inclusive, of the CBCA and the Amended and Restated Certificate of Incorporation of the Surviving Company, as presently in effect, and by the shareholders of the Terminating Company in the manner required by Sections 33-600 to 33-998, inclusive, of the CBCA and the Amended and Restated Certificate of Incorporation of the Terminating Company.

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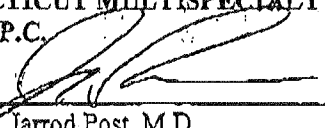
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Executed on December 22, 2015

GROVE HILL MEDICAL CENTER, P.C.

By: 
Name: Michael Genovesi, M.D.
Title: President

CONNECTICUT MULTISPECIALTY
GROUP, P.C.

By: 
Name: Jarrod Post, M.D.
Title: Chief Executive Officer

Rec + CC
DATA REPORTING CORP.
330 ROBERTS STREET, SUITE 203
EAST HARTFORD, CT 06108-3654

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 30th day of December A.D. 2011



SECRETARY OF THE STATE PS

**List of Executive Board Directors, Branch Board Directors
and Officers as of the Effective Time**

Executive Board Directors:

	<u>CMG Branch</u>	<u>GH Branch</u>
Class 1 (2 year initial term)	Mitchell McClure, MD	Alan Stern, MD
Class 2 (3 year initial term)	Peter Doelger, MD	James O'Hara, MD
Class 2 (3 year initial term)	Scott Walker, MD	Barry Kemler, MD
Class 3 (4 year initial term)	John Russomanno, MD	Michael Posner, MD
Class 3 (4 year initial term)	Timothy Curley, DO	Sarit Patel, MD

Officers:

<u>Title</u>	<u>Name</u>
Chief Executive Officer	Michael G. Genovesi, MD
Chief Medical Officer	Jarrold Post, MD
Executive Vice President	John Russomanno, MD
Vice President, CMG Branch	Jarrold Post, MD
Vice President, GH Branch	Michael G. Genovesi, MD
Chairman of the Board	Sarit Patel, MD
Chief Administrative Officer	Mark B. Vye, CPA
Chief Financial Officer	John Trusler, CPA
Secretary	John Trusler, CPA

Branch Board Directors:

CMG Branch Board Directors:

Erika Cappelluti, MD, PhD	Division of Pulmonary
Timothy Curley, DO	Division of Nephrology
Peter Doelger, MD	Division of Obstetrics & Gynecology
David Fenton, MD	Division of Geriatrics
Michael Lawlor, MD	Division of Infectious Disease
Helena Nolasco, MD	Division of Rheumatology
Mohan Menon, MD	Division of Hematology/Oncology
Kenneth Merkatz, MD	Division of Cardiology

Jigisha Morosky, MD
Robert Oberstein, MD
Mahesh Patel, MD
Evelyn Smith, MD
Anne Pinou, MD
Michael Deshaies, DO
Jarrod Post, MD

Division of Allergy & Immunology
Division of Endocrinology
Division of Hospital Medicine
Internal Medicine
Internal Medicine, Secretary, CMG Branch Board
Ex officio, Medical Director (non-voting)
Ex officio, Branch Vice President (non-voting)

GH Branch Board Directors:

Barry Kemler, MD
Michael Posner, MD
Christopher Norwood, MD
Robert Napoletano, MD
David Sowa, MD
Neil Wasserman, MD

Department of Gastroenterology
Department of Surgery
Department of Dermatology
Department of Surgery
Department of OBGYN
Department of Internal Medicine



Lori Vinci, Director of Clinical Operations
 Suzanne Gallacher, Administrative Assistant

1260 Silas Deane Highway ~ Wethersfield CT 06109
 Phone: 860-258-3474 Fax: 860-571-6026

FAX COVER SHEET

Date: 1-22-16

To: Company: U.S. NRC
 Attention: Robert Gallagher
 Fax Number: 1-610-337-5269

- Please Reply
- Urgent
- Please Review
- For Your Information
- As Requested

Total number of pages including cover 10

Regarding: Starling Physicians - Merger Evidence

If you have any questions please feel free to contact me at 860-258-3460 X _____

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Lori Vinci, Director of Clinical Operations
Suzanne Gallacher, Administrative Assistant

1260 Silas Deane Highway ~ Wethersfield CT 06109
Phone: 860-258-3474 Fax: 860-571-6026

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Total number of pages including cover 3

Regarding: Starling Physicians - Board of Directors & Officers

If you have any questions please feel free to contact me at 860-258-3460 X_____

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