

STARLING PHYSICIANS, P.C.

AMENDED AND RESTATED BYLAWS

ARTICLE I MEETINGS OF SHAREHOLDERS

Section 1. **Place of Meetings.** Meetings of the Corporation's Shareholders shall be held at the location, inside or outside of Connecticut, designated by the President, in consultation with the Executive Board, which shall be set forth in the meeting notice.

Section 2. **Regular and Annual Meetings.**

(a) **Time and Place.** Regular meetings of all of the Corporation's Shareholders shall be held bi-annually. The date, time and place of the meetings shall be determined by the President in consultation with the Executive Board. If a regular meeting is not held as scheduled for any reason, it may be called at a later date in the manner set forth below for calling special Shareholders' meetings. Except as otherwise required by applicable law or the Certificate of Incorporation, at each regular meeting a Shareholder may bring up any matter relating to the affairs of the Corporation, whether or not specified in the meeting notice. The regular meeting held in the second half of the calendar year shall be the Corporation's annual meeting.

(b) **Agenda.** At each annual meeting the Shareholders shall elect Directors in accordance with Article III Section 1 below. In addition, the President, or the Chairman of the Executive Board in the absence of the President, shall prepare and submit to the Shareholders a report on the business and affairs of the Corporation. The President's report shall be filed at the principal office of the Corporation within twenty (20) days following the annual meeting.

Section 3. **Special Meetings.** Special meetings of all of the Corporation's Shareholders may be called at any time by the Executive Board or the President. Special Shareholders' meetings shall be called by the Secretary upon the written request of the holders of at least ten percent (10%) of the shares of the Corporation's stock entitled to be voted on any issue proposed to be considered at the meeting, which written request shall specify the purpose or purposes for which the proposed special meeting is to be held. If the Secretary shall not call the meeting within ten (10) days after receipt of the Shareholders' request, the meeting may be called by the requesting Shareholders. At each special Shareholders' meeting, the Shareholders may transact only such business as is within the purpose or purposes described in the meeting notice.

Section 4. **Branch-Level Meetings.** In addition to the meetings described in Sections 2 and 3 of this Article I, separate Branch-level meetings shall be held for the Shareholders included in the GH Branch (the "**GH Shareholders**") on the one hand and the Shareholders included in the CMG Branch (the "**CMG Shareholders**") on the other, on dates and at times and places determined by the Vice President of the respective Branch in consultation with the respective Branch Board. The Grove Hill Branch (the "**GH Branch**") shall include all of the physicians, practitioners and medical practice operations at the locations identified on Schedule

A hereto (which may be updated by the Executive Board to reflect changes as needed, from time to time). The Connecticut Multispecialty Group Branch (the "**CMG Branch**") shall include all of the physicians, practitioners and medical practice operations at the locations identified on Schedule B hereto (which may be updated by the Executive Board to reflect changes as needed, from time to time). In addition, the Corporation shall maintain a current listing of the GH Shareholders and the CMG Shareholders. Except as otherwise required by applicable law or the Certificate of Incorporation, at each Branch-level meeting, a Shareholder may bring up any matter relating to the affairs of the respective Branch, whether or not specified in the meeting notice; provided that, consideration of such matter may be postponed to a later scheduled Branch-level meeting, upon the duly carried motion of any Branch Director or Shareholder.

Section 5. Adjournment of Shareholders' Meetings. At any Shareholders' meeting (including any Branch-level meeting), whether or not a quorum is present, the Shareholders present or represented at the meeting may adjourn from time to time as they see fit, provided that the new time and place for the adjourned meeting is announced at the meeting before adjournment, and no notice of adjournment need be given to Shareholders not present or represented at the meeting, unless the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 6. Notice of Meetings. Written notice of the date, time and place of each annual, other regular or special Shareholders' meeting or Branch-level meeting shall be given to Shareholders of record (in the case of Branch-level meetings, the Shareholders of record of the respective Branch) not less than ten (10) days nor more than sixty (60) days before the meeting. Notice of a special Shareholders' meeting shall include a description of the purpose or purposes for which the meeting is called. Unless otherwise required by applicable law or the Corporation's Certificate of Incorporation, notice of an annual or other regular meeting or Branch-level meeting need not include a description of the purpose or purposes for which the meeting is called. The notice shall be given by or at the direction of the President or Secretary or other person or persons calling the meeting. A Shareholder may waive notice of a meeting, either before or after the date of the meeting, by a written waiver signed by the Shareholder and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. A Shareholder attending a meeting shall be deemed to have (a) waived objection to lack of notice or defective notice of the meeting, unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waived objection to the consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Shareholder objects to considering the matter when it is presented.

Section 7. 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, the Corporation's Certificate of Incorporation or these Bylaws. To constitute a quorum for the transaction of business at any Branch-level Shareholders' meeting, there must be present, in person or by proxy, a majority of the Shareholders of the respective Branch.

Section 8. Voting Rights and Requirements. 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 in this Section 8 or as otherwise required by applicable law or the Corporation's Certificate of Incorporation, 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 Shareholders of the respective Branch). For those matters for which the affirmative vote of the holders of a greater proportion of shares may be specified by applicable law, the Corporation's Certificate of Incorporation or these Bylaws, the affirmative vote of the holders of the proportion of shares so specified shall be required. In addition, the following matters shall require the affirmative vote of the holders of the following proportions of the Corporation's issued and outstanding common stock:

- (a) **Election of Directors.** The election of Directors to the Executive Board shall be governed by Article III. The election of Directors to the Branch Boards shall be governed by Article IV.
- (b) **Fundamental Matters.** All Fundamental Matters shall require approval of the affirmative vote of at least two-thirds (2/3) of the GH Shareholders and at least two-thirds (2/3) of the CMG Shareholders (a "**Super-Majority Vote**"), except as expressly contemplated by Subsection (c) of this Section 8 with respect to certain amendments to the Corporation's Certificate of Incorporation and Bylaws. 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 (as defined in Article VII, Section 8 below);
 - (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 the Certificate of Incorporation or these Bylaws;
 - (v) Any changes to the composition or authority of the Executive Board 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; and

(vii) The dissolution of the Corporation.

- (c) Amendment to Shareholder Voting Provisions. Any amendment to the Corporation's Certificate of Incorporation or these Bylaws which has the effect of altering any Shareholder voting requirement set forth therein or herein 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 greater of 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 (b) of this Section 8 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 (b) shall control.

Section 9. Proxies. All proxies shall be in writing and shall be effective upon the filing of an executed appointment form with the Secretary (or appropriate Branch-level authority in the case of Branch-level meetings). A photographic or similar reproduction of an appointment, or a telegram, cablegram, facsimile transmission, electronic, wireless or similar transmission of an appointment received by the Secretary (or appropriate Branch-level authority in the case of Branch-level meetings) shall be sufficient to effect an appointment. A proxy shall not be valid after eleven (11) months from its date of execution unless it specifies a greater length of time for which it is to continue. Attendance at any meeting by a Shareholder who shall have previously given a proxy shall not, in itself, revoke the proxy. The Corporation, acting in good faith, may treat any duly executed proxy as not revoked and in full force and effect until it receives an original, a photographic or similar reproduction, or a facsimile, electronic or similar transmission of a duly executed instrument revoking it, or a duly executed proxy bearing a later date. The death or incapacity of the Shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary (or appropriate Branch-level authority in the case of Branch-level meetings) or other officer authorized to tabulate votes before the proxy exercises his, her or its authority under the appointment. At all Shareholder meetings, all questions relating to the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by the inspectors appointed for such meeting, if any, or, if none, by the chairman of the meeting.

Section 10. Transaction of Business Without Meetings. Any action which may be taken at a Shareholders' meeting (including any Branch-level 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. The Secretary (or appropriate Branch-level authority) shall file any such consent with the minutes of the Shareholders' meetings.

ARTICLE II STOCK; DIVIDENDS

Section 1. Uncertificated Shares. Shares of the Corporation's stock shall not be represented by certificates. Within a reasonable period of time after the issue or transfer of shares without certificates, the Corporation shall send the Shareholder a written statement containing the following information: (a) the name of the Corporation, (b) a statement that the Corporation is organized under the laws of the State of Connecticut, (c) the number, class and designation of series, if any, of the shares, (d) the name of the person to whom the shares are issued, and (e) a statement of the existence of any restriction on the transfer or registration of transfer of the shares. The name of the individuals owning the shares of stock of the Corporation, the number of the shares, and the date of issue shall be entered upon the Corporation's books.

Section 2. Transfer of Stock. Unless otherwise provided in an agreement among the Shareholders, an agreement between the Shareholders and the Corporation, in the Certificate of Incorporation, in these Bylaws or by applicable law, shares of the Corporation's stock shall be transferred only on the books of the Corporation.

Section 3. Restrictions on Transfer of Stock. The Corporation's stock may be held only by persons who are duly authorized to hold the same in accordance with the requirements of Chapter 594a, Sections 33-182a *et seq.*, of the Connecticut General Statutes, as amended. No Shareholder may sell, assign, gift, pledge, hypothecate or otherwise transfer or dispose of, whether directly or indirectly, by operation of law or otherwise (each, a "Transfer"), except to the Corporation or an individual meeting the requirements set forth in the preceding sentence, and unless such Transfer was previously approved by (in the following order): (i) the affirmative vote of at least a majority of the directors on the Branch Board to which the subject shares are assigned and (ii) the affirmative vote of at least a majority of the Directors on the Executive Board. The Transfer of any of the Corporation's stock may be further restricted by an agreement entered into among all of the Shareholders and effective among all of the Shareholders and the Corporation. Any Transfer in violation of this Section 3 shall be *void ab initio*, and the Corporation shall have no obligation to recognize the same in any manner.

Section 4. Sale of the Corporation's Stock by the Corporation/Admission of New Shareholders. The admission of a new shareholder and the sale of the Corporation's stock by the Corporation to any person shall require in the following order: (i) the recommendation in favor of the physician shareholders of the Clinical Division to which such new shareholder will be assigned; (ii) the affirmative vote of a majority of the directors on the Branch Board to which such new shareholder will be assigned; and (iii) the affirmative vote of a majority of the Directors on the Executive Board.

Section 5. Record Holders. The Corporation shall be entitled to treat the record holder of any share or shares of the Corporation's stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such

share(s) on the part of any other person, whether or not the Corporation shall have express or other notice thereof, except to the extent otherwise required by applicable law.

Section 6. Dividends. The Executive Board may, from time to time to the extent permitted by applicable law and the Corporation's Certificate of Incorporation, declare and order the payment of dividends on the Corporation's outstanding capital stock. Such dividends may be in cash, property, shares of the Corporation's stock or any other lawful form, as determined by the Executive Board. Before declaring or ordering the payment of any dividend, the Executive Board may set aside out of any funds of the Corporation otherwise available for distribution such sum or sums as the Executive Board may, in its discretion, determine to be proper as a reserve fund for contingencies, for equalizing dividends, for repairing or maintaining the Corporation's property or for any other lawful purpose determined appropriate by the Executive Board. The Executive Board may, in its discretion, from time to time modify or abolish any such reserve in whole or part.

ARTICLE III THE EXECUTIVE BOARD

Section 1. Number, Election and Term of Office. The Executive Board shall be constituted from time to time in accordance with the following provisions:

- (a) The Executive Board shall consist of ten (10) Directorships. Five (5) Directors shall be elected from among the GH Shareholders by the affirmative vote of at least a majority of the GH Shareholders. Five (5) Directors shall be elected from among the CMG Shareholders by the affirmative vote of at least a majority of the CMG Shareholders. The Directorships shall be divided into three (3) classes, with an equal number of Directors elected by the GH Shareholders and Directors elected by the CMG Shareholders in each class. There shall be two Directors in Class 1, four Directors in Class 2, and four Directors in Class 3. The classes shall be staggered, so that the terms of the Directors in one (1) class shall expire at each annual Shareholders' meeting.
- (b) Elections of Directors by the GH Shareholders and the CMG Shareholders shall be held at the annual meeting of the Shareholders for those Directorships for which the sitting Director's terms will expire at that annual meeting. Each Director shall hold office for a term of three (3) years, or until his or her respective successor is duly elected and qualified. Notwithstanding the foregoing, 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. A Director shall be eligible for election to additional terms, provided, however, that no Director shall serve more than three consecutive three (3) year terms.
- (c) A Director may resign from office by giving written notice thereof to the Chairman of the Executive Board. A Director's resignation shall be effective on such future date as is specified in the notice or, if no date is specified, upon delivery of the notice to the

Chairman. A Director appointed by the GH Shareholders may only be removed by the affirmative vote of at least a majority of the GH Shareholders at a meeting of the GH Shareholders. A Director appointed by the CMG Shareholders may only be removed by the affirmative vote of at least a majority of the CMG Shareholders at a meeting of the CMG Shareholders. Any Director so removed or who resigns shall be replaced for the remainder of his or her term by vote of the Shareholders of the respective Branch that elected such Director. The President shall work with the respective Branch Board to fill any vacant Directorship with a temporary director until such Shareholder vote takes place.

- (d) All Directors must be a Shareholder of the Corporation. No Shareholder of the Corporation shall be eligible to serve as a Director (on the Executive Board or a Branch Board) unless he or she shall have been a Shareholder of the Corporation, or of Grove Hill Medical Center, P.C. or Connecticut Multispecialty Group, P.C., for least twelve (12) months. If any individual shall be elected to serve as a Director and shall subsequently, during his or her term as a Director, cease to be a Shareholder of the Corporation for any reason, his or her status as a Director shall cease immediately and automatically as of the date he or she is no longer a Shareholder, without the necessity of any action on the part of the Executive Board, a Branch Board or the Shareholders.
- (e) The President and CEO shall serve as an *ex officio* Director on the Executive Board without a vote, and shall serve for the time period during which he or she is elected as the President and CEO and until his or her successor is duly chosen and qualified. The Chief Medical Officer and the Executive Vice President shall, if not also elected as Directors on the Executive Board, serve as *ex officio* Directors on the Executive Board without a vote, and shall serve for the time period during which they are elected as the Chief Medical Officer and the Executive Vice President respectively and until their successors are duly chosen and qualified.
- (f) Each Branch shall adopt a written policy setting forth the process and methods to be used by such Branch's Shareholders for nominating and electing the Directors to the Executive Board that shall be elected from among its Branch's Shareholders.

Section 2. Annual Meetings. An annual meeting of the Executive Board shall be held at immediately after the annual meeting of the Shareholders, or at such other date, time and place as shall be fixed by the Executive Board, and no notice of such annual meeting need be given, provided that a quorum shall be present for the conduct of such meeting. If a quorum is not present, a special meeting in lieu of the annual meeting shall be called by the President in the manner set forth below for calling special Executive Board meetings.

Section 3. Regular Meetings. Regular meetings of the Executive Board shall be held at such date, time and place as specified in a schedule prepared by the President in consultation with the Executive Board and distributed to the Executive Board. Additional notice of regular meetings need not be given. If a regular meeting is not held for any reason, it may be called at a later date in the manner set forth below for calling special Executive Board meetings.

Section 4. Special Meetings. Special meetings of the Executive Board may be called by the Chairman of the Board or the President and shall be called by the President upon the written request of at least one (1) Director appointed by the GH Shareholders and one (1) Director appointed by the CMG Shareholders. If the President shall not call such meeting within seven (7) days after receipt of the written request, the Directors making the request may call the meeting. Notice may be given by the person calling the meeting. Special meetings shall be held at the place designated by standing resolution of the Executive Board. At least two (2) days oral or written notice of each special meeting stating the time and place (if no standing resolution regarding place shall be in effect) of the meeting shall be given to each Director. A Director may waive notice of a meeting by a written instrument executed and filed with the Secretary either before or after the meeting. The Secretary shall cause any such waiver to be executed and filed with or entered upon the records of the meeting. A Director attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the Director, at the beginning of the meeting or promptly upon arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum and Voting Requirements. A majority of the Directorships shall constitute a quorum for a meeting of the Executive Board, except for those matters for which a greater proportion is required by applicable law or the Corporation's Certificate of Incorporation. The affirmative vote of a majority of the Directors at a meeting at which a quorum is present shall be required for action by the Executive Board on any matter, except for those matters for which a greater number may be required by applicable law or the Corporation's Certificate of Incorporation, and except as contemplated by Section 7 of this Article III. If a quorum shall not be present at any Executive Board meeting, the Directors present may, by a majority vote of those present, adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Section 6. Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of, the Executive Board, except as specifically reserved or delegated in these Bylaws or the Certificate of Incorporation to the Shareholders or the Branch Boards or as otherwise delegated in writing by the Executive Board. The Executive Board shall, on at least an annual basis, consider and make recommendations regarding changes to the governance of the Corporation, including but not limited to further integration of the Branches. The following business and affairs of the Corporation shall be managed by, or under the direction of, the Executive Board:

- (a) Expansion of the Corporation's medical practices into new geographic service areas.
- (b) Distribution of revenues from shared savings programs in which the Corporation participates.
- (c) Entering into real property leases requiring expenditure of more than \$100,000 over the term of the respective lease, or the purchase or sale of real property.

- (d) Expenditures exceeding \$100,000 (including contractual commitments that exceed \$100,000 as measured over the term of the respective contract).
- (e) Entering into any loan transactions, incurring any debt obligations or guaranty obligations, or granting any security interests in the Corporation's property that impacts both the GH Branch and the CMG Branch or which would result in an obligation that exceeds \$100,000.
- (f) Termination/expulsion of shareholder-employees as set forth in greater detail in Section 8 of this Article III.
- (g) Approval of a Branch Board's decision to terminate the employment of a non-shareholder physician employee.
- (h) Design and implementation of marketing/advertising strategies for the Corporation and development of overall strategic plans for the Corporation.
- (i) Management of and decisions regarding the Corporation's relationships with hospitals (other than with respect to contracts for the provision of professional services applicable to one Branch).
- (j) Management of and decisions regarding the Corporation's contractual relationships with other physician practices (other than with respect to contracts for the provision of professional medical services applicable to one Branch).
- (k) Establishment and management of employee benefits for employees of the Corporation, including group insurance plans and retirement plans.
- (l) Management of legal and accounting functions for the Corporation.
- (m) Establishment of protocols for and oversight of all billing and collection activities of the Corporation, including centralized management of such activities.
- (n) Procurement and maintenance of medical malpractice insurance and other necessary insurance policies.
- (o) Coordination of purchases of goods and services on behalf of the Corporation, including all practice locations of the GH Branch and the CMG Branch.
- (p) Establishment and approval of clinical joint ventures.
- (q) Any decision to acquire another physician practice.
- (r) Appoint an officer of the Corporation, or other designee, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in

any other entity and may instruct such person appointed as to the manner of casting such votes, unless such stock or securities are allocated to a specific Branch, in which case the Branch Board shall make such appointment and provide such instruction.

- (s) Management of decisions relating to the Corporation's information technology, such as electronic health records and related practice management tools.
- (t) After integration of electronic health records among the Branches, oversight of electronic health record and quality metrics reporting activities.
- (u) Approval and establishment of new lines of service.
- (v) Development and implementation of programs and policies for regulatory compliance.
- (w) Management of Human Resources functions and establishment and implementation of personnel training programs and requirements.
- (x) Entering into and management of contracts impacting the entire Corporation, such as contracts with new payors, shared savings/accountable care organizations ("ACOs") and health insurance exchange products; provided, however, that decisions related to participation in the Medicare Shared Savings Program and other governmental programs, ACOs and hospital-based clinically integrated networks shall be subject to the special voting requirements set forth in Section 7 of this Article III.
- (y) Establishment of Shareholder contract terms/employment terms, general standards for compensation, restrictive covenants and shareholder admission and termination requirements and rights (subject to the requisite Shareholder and Branch Board approvals, as applicable).
- (z) Approval of admission of new shareholders or Transfer of stock, in accordance with Article II, Sections 3 and 4 of these Bylaws (subject to the requisite Branch Board approval and Clinical Division recommendation, as applicable).
- (aa) Approval of the method for allocation of profits and expenses of the Corporation, including but not limited to establishment and approval of the method for allocation of centralized overhead expenses and centralized revenues.
- (bb) Such other matters that relate to and impact both the GH Branch and the CMG Branch which are not otherwise specifically addressed elsewhere in these Bylaws, and which are appropriately addressed by the Executive Board, in its discretion.

Section 7. Special Voting Requirements. The following actions shall require the affirmative vote of seventy-five percent (75%) of the Directors on the Executive Board:

- (a) Any action regarding the Corporation becoming a member of, joining or affiliating with or terminating the Corporation's membership or affiliation with an accountable care organization, physician hospital organization, independent physician organization, clinically integrated network or similar entity, or participating in the Medicare Shared Savings Program or another governmental program.
- (b) Any action which would have the effect of changing the governance structure of the Corporation as set forth in these Bylaws (such action to also require the vote of the Shareholders in accordance with Section 8(b) of Article I).
- (c) Amendments to these Bylaws (such action to also require the vote of the Shareholders in accordance with Section 8(b) of Article I).
- (d) Modifications to the composition or authority of the Executive Board related to a new group representation following an acquisition (which would also require Shareholder approval as set forth in Section 8(b) of Article I).
- (e) Any action on a Fundamental Matter (which would also require Shareholder approval as set forth in Section 8(b) of Article I).
- (f) Any sale or other disposition of real estate owned by the Corporation and any approval by the Corporation, as the sole member of Investment Associates, LLC, of the sale or other disposition of real estate or other property with an estimated fair market value in excess of \$100,000 owned by Investment Associates, LLC.

Section 8. Termination of Shareholder-Employee. The termination of employment of any shareholder-employee of the Corporation shall be governed by the following:

- (a) In each case, a Shareholder-employee of the Corporation may be terminated at any time for "gross cause" by the affirmative vote of a majority of the Directors on the Executive Board. "Gross cause" for purposes of these Bylaws shall mean (1) Physician's conviction of any offense involving moral turpitude or immoral conduct, or which is punishable as a felony or (2) revocation, termination or surrender of (A) Physician's license to practice medicine in Connecticut; (B) Physician's malpractice insurance because of Physician's acts or omissions; (C) Physician's authority to prescribe and administer controlled substances; (D) Physician's medical staff membership or clinical privileges at any hospital served by Corporation; (E) Physician's participation in Medicare, Medicaid or any commercial payor because of Physician's acts or omissions.
- (b) In each case, the termination of any Shareholder-employee of the Corporation at any time, whether for cause (other than for "gross cause" which shall be governed by Section 8(a) above) or without cause, shall require approval by the affirmative vote of seventy five percent (75%) of the Directors on the Executive Board and the affirmative vote of

seventy five percent (75%) of the Directors on the Branch Board of the Branch to which the shareholder-employee is assigned.

Section 9. Participation in Meeting by Teleconference or Similar Means. A Director may participate in a meeting of the Executive Board (or Branch Board in the case of Branch-level directors) by any means of communication by which all Directors participating in the meeting may simultaneously hear one another during the meeting. Such participation shall constitute presence in person at the meeting.

Section 10. Transaction of Business Without Meeting. Any action required or permitted to be taken at an Executive Board (or Branch Board) meeting may be taken without a meeting if the action is taken by all of the Directors. The action shall be evidenced by a written consents describing the action taken, which shall be signed by each Director (or in the case of Branch Board actions, each Branch Board Director) in one or more counterparts, and included with the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 11. Committees. The Executive Board shall designate at least one (1) Director to serve on the standing committees described in Section 12 and may by resolution establish additional committees from time to time and designate at least one (1) Director to constitute such Committee. Each Committee shall have and may exercise the authority of the Executive Board as provided in these Bylaws or in the resolution establishing the Committee, subject to limitations imposed by applicable law or the Corporation's Certificate of Incorporation on the power of Committees. The provisions set forth above regarding meetings, transaction of business without a meeting, notice and waiver of notice, and quorum and voting requirements of the Executive Board shall also apply to Committees and their members, except as may otherwise be provided by action of the Executive Board. Each Committee shall serve at the pleasure of the Executive Board and shall keep minutes of its proceedings which shall be reported to the Executive Board.

Section 12. Standing Committees. The Corporation shall establish the following standing committees, whose primary responsibilities and functions are as described below:

- (a) Compliance and Quality Review. The Compliance and Quality Review Committee shall: Oversee and advise the Executive Board regarding the quality and integrity of the Corporation's compliance programs with respect to clinical and healthcare related matters; Provide advice and assistance to the compliance officer; Oversee and advise the Executive Board on medical matters and quality improvement activities; Review and make recommendations for quality improvement and clinical operations related policies, protocols or standards for the Corporation; Oversee management of patient satisfaction matters; and Perform such other duties as designated by the Executive Board. The Committee shall report its activities to the Executive Board at the next board meeting.
- (b) Finance Committee. The Finance Committee shall: Oversee preparation of and

review the annual audited financial statements prepared by the Corporation's independent certified public accountant; Review the monthly financial reports and present the monthly report to Executive Board; Review, on an annual basis or as needed, all policies related to finances, such as financial management practices, billing and collection policies, and fee schedules, and present new/revised finance policies to the Executive Board for approval, as appropriate; Review and present the annual budget to the Executive Board for approval; Develop long range financial planning; and Perform such other duties as designated by the Executive Board. The Committee shall report its activities to the Executive Board at the next board meeting.

- (c) Compensation Committee. The Compensation Committee shall: Review and advise the Executive Board with respect to matters pertaining to compensation for the shareholder and non-shareholder physician employees of the Corporation with respect to allocations of centralized expenses, shared clinical services, payments from shared savings programs, and other centralized revenues or expenses.
- (d) Employee Benefits and Retirement Plan Committee. The Employee Benefits and Retirement Plan Committee shall: Oversee the operation and performance of the Corporation's Retirement Plan and make recommendations to the Executive Board relating the such plans as appropriate; Shall oversee and advise the Executive Board with respect to employee benefits, including health insurance, disability insurance and other benefits; Review as needed the employee handbook and review new/revised personnel policies; and Perform such other duties as designated by the Executive Board. The Committee shall report its activities to the Executive Board at the next board meeting.
- (e) Clinical Practice Committee. The Executive Board shall establish Clinical Practice Committees for the various medical specialty areas of the physician employees of the Corporation. Each Clinical Practice Committee shall determine the number of members to have serve on its committee and the process for electing committee members. The purpose of the Clinical Practice Committees shall be to: Review and develop annual and long range plans related to the Clinical Practice areas of the physicians of the Corporation, (e.g. cardiology, internal medicine, hematology/oncology); Review existing and proposed services and sites within the parameters of the strategic plan and make recommendations as appropriate; Consider and make recommendations for opportunities for cost saving, increased efficiency and integration of the Clinical Practice areas among the Branches; Make recommendations to the Branch Boards for physician and other staffing additions for the Clinical Practice area; Make recommendations for specialty practice protocols; and perform such other duties as designated by the Executive Board. The Committees shall report its activities to the Chairman of the Board on a monthly basis.

Section 13. Compensation of Directors. Directors shall be entitled to reasonable compensation for expenses and fees for attendance at meetings of the Executive Board,

Committees and Branch Boards. In the event a Director does not attend a meeting, the compensation allocated to such Director for such meeting shall be pooled with like amounts for future use in the Executive Board's discretion. Additional terms regarding compensation of Directors shall be set forth in a policy adopted by the Executive Board.

ARTICLE IV BRANCH-LEVEL BOARDS

Section 1. GH Branch Board. The GH Branch shall have its own Branch-level board of directors (the "**GH Board**"), which shall be established and shall operate in accordance with a written policy adopted by a majority of the GH Shareholders, as amended from time to time, a copy of which shall be maintained by the Secretary.

Section 2. CMG Branch Board. The CMG Branch shall have its own Branch-level board of directors (the "**CMG Board**"), which shall be established and shall operate in accordance with a written policy adopted by a majority of the CMG Shareholders, as amended from time to time, a copy of which shall be maintained by the Secretary.

Section 3. Powers of the Branch Boards. The GH Board and the CMG Board shall have authority over the following matters, as related to the respective Branch, with all such authority to be exercised in a manner that is consistent with policies of the Corporation as a whole:

- (a) Recruitment and addition of new physicians or podiatrists as non-shareholders in the Branch.
- (b) Development of a formula for distribution of Branch revenues and expenses.
- (c) Contracts for equipment leases for the Branch requiring an expenditure of less than \$100,000 and more than \$20,000 over the term of the respective lease and for maintenance of Branch facilities.
- (d) Physician discipline matters and performance concerns, including termination of non-shareholder physician employees (subject to approval by the Executive Board), but subject to requirements for termination or expulsion of shareholder-employees as described in Section 8 of Article III.
- (e) Expenditures from \$20,000 up to \$100,000 (including contractual commitments between \$20,000 and \$100,000 as measured over the term of the respective contract).
- (f) Oversight of local marketing and advertising activities relating to the Branch, provided that such activities must be consistent with the communications and advertising plans set by the Executive Board.

- (g) Negotiations with local hospitals related to contracts for professional services and making recommendations to the Executive Board regarding relationships with such hospitals.
- (h) Development and implementation of office personnel matters subject to Corporation Human Resource policies.
- (i) Before and until integration of the electronic health records of the Branches, oversight of electronic health record and quality metrics reporting activities.
- (j) Management of day-to-day clinical operations, including setting office hours, call coverage, operation of ancillaries, staffing and scheduling.
- (k) Contracts for professional medical services (e.g. medical directorships, etc.).
- (l) Contracts for office leases and space licenses requiring expenditure of less than \$100,000 over the term of the respective lease.
- (m) Approval of admission of new shareholders to the respective Branch or Transfer of stock by a shareholder associated with the respective Branch, in accordance with Article II, Sections 3 and 4 of these Bylaws (subject to the requisite Clinical Division recommendation and Executive Board approval, as applicable)
- (n) Such other business and clinical matters that relate to and impact only the GH Branch or only the CMG Branch, and are appropriately addressed by the applicable Branch Board.

Section 4. Branch Board Meetings. The provisions set forth in Article III above regarding meetings, transaction of business without a meeting, notice and waiver of notice, and quorum and voting requirements of the Executive Board shall also apply to the Branch Boards and their members, except as may otherwise be provided in the Branch Board's written policy as to its operations. Each Branch Board shall keep minutes of its proceedings which shall be reported to the Executive Board and sent to the Secretary to keep with the corporate records of meeting minutes.

Section 5. Compensation. Each Branch Board shall determine the compensation system that will be used by the respective Branch, subject to the compensation system set by the Executive Board for the allocation of centralized overhead and other expenses and central revenues (if any); provided that, physicians within that Branch in the same clinical specialty may determine as a group a different methodology for allocating compensation for such specialty group that best meets the needs of that group, provided such alternate methods must comply with the regulations governing Group Practice Compensation under the Stark Law (42 C.F.R. 411.352). Any changes to the compensation system to be adopted by the GH Branch for its Shareholder physicians shall require the affirmative vote of a majority of the shares held by the GH Shareholders at a Branch-level Shareholders' meeting duly called for such purpose. Any changes to the compensation system to be adopted by the CMG Branch for its Shareholder

physicians shall require approval of the CMG Board. The compensation systems for each Branch and for any clinical specialty that adopts an alternative methodology shall be set forth in writing and a copy shall be maintained with the Chief Financial Officer of the Corporation.

ARTICLE V OFFICERS

Section 1. Titles, Election, and Duties. The Executive Board shall elect a President and CEO, an Executive Vice President, a Chief Medical Officer, a Chairman of the Executive Board and a Secretary, and may from time to time elect one or more Assistant Secretaries and such other officers as the Executive Board deems expedient. The GH Board shall elect a Vice President, GH Branch and the CMG Board shall elect a Vice President, CMG Branch. The Executive Board shall also employ or otherwise engage a Chief Administrative Officer and a Chief Financial Officer. No officer need be a Director. Any two or more offices may be held by the same person, except that the offices of President and CEO and Executive Vice President shall be not be held by the same person. No officer shall execute, acknowledge or verify any instrument or document in more than one (1) capacity if such instrument or document is required by applicable law, the Corporation's Certificate of Incorporation or these Bylaws, or by action of the Executive Board, to be executed, acknowledged or verified by any two (2) or more officers. The duties of the Corporation's officers shall be the duties imposed by these Bylaws and those prescribed by the Executive Board or in accordance with procedures established by the Executive Board, and in the case of the Chief Administrative Officer and Chief Financial Officer, those duties set forth in any agreement between the Corporation and the Chief Administrative Officer or Chief Financial Officer.

Section 2. President and CEO. The President and CEO (the "President") shall be the Corporation's chief executive officer, shall have general charge and direction over those aspects of the Corporation's business and affairs set forth in Sections 6 and 7 of Article III (but not those matters to be managed at Branch-level pursuant to Section 3 of Article IV), and shall see that all orders and resolutions of the Executive Board are carried into effect unless otherwise directed by the Executive Board. The President shall work with the Chairman of the Board, the Executive Board and the Chief Administrative Officer to develop strategic goals and initiatives for the Corporation, and to provide guidance for the execution of business initiatives by directing and overseeing the activities of the Chief Administrative Officer. The President shall report to the Executive Board on the progress of achievement of goals and objectives. The President shall communicate the Executive Board's decisions to the Branches and will promote collaboration among the Branches and Clinical Practice areas. The President will promote and develop the reputation of the Corporation in the marketplace and with key business partners. The President shall have the power to sign bonds, mortgages, and other contracts and documents on behalf of the Corporation, except where otherwise delegated to another officer by law, the Executive Board, or these Bylaws. The President shall perform such other duties and have such other authority incident to the office of President and CEO as the Executive Board may from time to time prescribe. The President shall be subject to the control and oversight of the Executive Board. The President must have completed at least sixty (60) months as a Shareholder of and a full-time physician employee of the Corporation, Grove Hill Medical Center, P.C. and/or Connecticut Multispecialty Group, P.C. If, during his or her term as President, the President shall cease to be a Shareholder, his or her status as President shall cease immediately and

automatically as of the date he or she is no longer a Shareholder, without the necessity of any action on the part of the Executive Board or the Shareholders. The President shall serve as an *ex-officio* member of the Executive Board without vote.

Section 3. Chief Medical Officer. The Chief Medical Officer (the "CMO") will help define the overall business strategy and direction of the Corporation and establish the overall direction and priorities for the clinical services and activities of the Corporation. The CMO will establish key priorities and clinical goals and benchmarks for the Corporation as a whole and will ensure alignment between the Corporation's business goals and clinical capabilities. The CMO will provide medical oversight, expertise and leadership to ensure the delivery of the highest quality outcomes in the most cost effective manner, working with specialty physician leaders to develop innovative clinical programs that improve outcomes and/or the patient experience. The CMO will work to understand patient satisfaction through analysis of surveys and other methods for understanding how the Corporation can improve the patient experience. The CMO will identify and address any provider or operational issues that are not in line with the Corporation's vision and mission statements. The CMO will have oversight of all clinical compliance and regulatory programs and will keep abreast of regulatory changes and changing models in the healthcare delivery system. The CMO will analyze and report on key company-wide clinical measures and indicators, develop initiatives that improve physician efficiency and/or professional satisfaction and develop and strengthen key external partnerships and relationships with hospitals, health systems, payors and provider groups. The CMO will work closely with revenue cycle and operation leads to resolve any issues with established payor relationships. The CMO will negotiate and recommend execution of managed care contracts and make recommendations on CMS and other government payor programs that are in alignment with Corporation goals. The CMO will oversee all aspects of the Corporation's information technology clinical data systems including electronic health record and other key data platforms. The CMO shall perform such other duties and have such other authority incident to the office of CMO as the Executive Board may from time to time prescribe. The CMO shall be subject to the control and oversight of the Executive Board. The CMO must have completed at least sixty (60) months as a Shareholder and a full-time physician employee of the Corporation, Grove Hill Medical Center, P.C. and/or Connecticut Multispecialty Group, P.C. The CMO shall serve as an *ex-officio* member of the Executive Board without vote, unless he or she is a duly elected Director of the Executive Board.

Section 4. Executive Vice President. The Executive Vice President ("EVP") shall have oversight over operations of the Corporation to the extent delegated by the President or the Executive Board. The EVP shall communicate the strategy of the Corporation to the Executive Board, ensure policies and procedures of the Corporation are followed by each Branch and report and share information with the Executive Board to ensure they are kept fully informed on the condition of the organization and important factors influencing it. The EVP shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President. The EVP shall perform such other duties and have such other authority incident to the office of EVP as the Executive Board may from time to time prescribe. The EVP shall be subject to the control and oversight of the Executive Board. The EVP must have completed at least sixty (60) months as a Shareholder of and a full-time physician employee of the Corporation, Grove Hill Medical Center, P.C. and/or Connecticut Multispecialty Group, P.C.

The EVP shall serve as an *ex-officio* member of the Executive Board without vote, unless he or she is a duly elected Director of the Executive Board.

Section 5. Vice President, GH Branch and CMG Branch. The Vice President, GH Branch and the Vice President, CMG Branch (each a "Branch Vice President") shall be responsible for and have direction over those aspects of the GH Branch or the CMG Branch's, respectively, business and affairs as set forth in Section 3 of Article IV, subject to the oversight and control of the respective Branch Board. Each Branch Vice President shall see that all orders and resolutions of his or her Branch Board and all orders and resolutions of the Executive Board that apply to his or her Branch are carried into effect unless otherwise directed by the Branch Board or the Executive Board. Each Branch Vice President shall communicate the Branch Board's decisions to his or her Branch and will promote collaboration among the Branches and Clinical Practice areas. Each Branch Vice President shall have authority to sign contracts and other documents on behalf of the Corporation that relate to the operations of his or her Branch (subject to the necessary approval under these Bylaws of the Branch Board or the Executive Board), except where otherwise delegated to another officer by law, the Executive Board, or these Bylaws. Each Branch Vice President shall receive and review written complaints or concerns submitted by any Shareholder or employee of the Corporation. Each Branch Vice President shall perform such other duties and have such other authority incident to such office as the Branch Board and the President may from time to time prescribe. Each Branch Vice President shall be subject to the control and oversight of his or her Branch Board, the President and the Executive Board. A Branch Vice President may also be a Director on the Executive Board if he or she is so elected.

Section 6. Chairman of the Board. The Chairman of the Board (the "Chairman") shall preside at all meetings of the Executive Board and of the Shareholders, shall prepare an agenda for each such meeting and shall conduct each such meeting in accordance with *Roberts Rules of Order*. The Chairman serves as a liaison between the Board, the President, the Branch Vice Presidents and the Chief Administrative Officer. The Chairman provides leadership to the Executive Board on specific issues and guides and mediates Executive Board actions with respect to organizational priorities and governance. The Chairman provides direction and advice to President and other officers of the Corporation on corporate-wide priorities.

Section 7. Chief Administrative Officer. The President of the Corporation's subsidiary and management services company shall be elected and serve as the Chief Administrative Officer of the Corporation. The Chief Administrative Officer will be responsible for the administration of the practice and for the business operations of the practice, including management of the business functions performed by the Corporation's management services subsidiary, under the direct oversight of the President, in consultation with the Branch Vice Presidents. The Chief Administrative Officer will represent the Corporation in business dealings with other entities that the Corporation does business with, including, but not limited to, suppliers, vendors, landlords and hospitals. The Chief Administrative Officer will assist the President, the Branch Vice President, the Executive Board, and the Branch Boards with short-term and long term planning with respect to the business operations and policies of the Corporation. The Chief Administrative Officer shall perform such other duties and have such other authority incident to such office as the President and the Branch Vice Presidents may from

time to time prescribe or as set forth in any agreement between the Chief Administrative Officer and the Corporation. The Chief Administrative Officer shall be subject to the control and oversight of the Executive Board. Notwithstanding the foregoing and for the avoidance of doubt, the Chief Administrative Officer's authority under this Section is subject to authority of the Executive Board pursuant to Sections 6 and 7 of Article III and the authority of the Branch Boards with respect to those matters to be managed at Branch-level pursuant to Section 3 of Article IV. The Chief Administrative Officer shall not be a Shareholder of the Corporation.

Section 8. Chief Financial Officer. The Chief Financial Officer shall be the Corporation's chief financial officer and shall keep the Corporation's fiscal accounts. The Chief Financial Officer shall have custody of the Corporation's funds and securities. The Chief Financial Officer may endorse checks, notes and other obligations for and on behalf of the Corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories designated by the Executive Board. The Chief Financial Officer shall disburse the Corporation's funds as directed by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and the Executive Board, at the Executive Board's regular meetings and whenever else requested by the Executive Board, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation. The Chief Financial Officer may delegate payment of routine and ordinary expenses, in his or her discretion, to appropriate employees of the Corporation. The Chief Financial Officer shall have such other duties as may be delegated to him or her by the Executive Board or the President or as may be set forth in any agreement between the Chief Financial Officer and the Corporation. Notwithstanding the foregoing and for the avoidance of doubt, the Chief Financial Officer's authority under this Section is subject to authority of the Executive Board pursuant to Sections 6 and 7 of Article III and the authority of the Branch Boards with respect to those matters to be managed at Branch-level pursuant to Section 3 of Article IV. The Chief Financial Officer shall not be a Shareholder of the Corporation.

Section 9. Secretary. The Secretary shall keep the minutes of all Shareholders' and Executive Board meetings, and shall authenticate records of the Corporation, unless any of such duties are delegated to another officer by the Executive Board. Each Branch Board may appoint a secretary at its meetings to keep minutes of the meetings of the Branch Board or the Branch Shareholders. The Secretary shall give notice of meetings as required in these Bylaws. The Secretary shall have custody of all of the Corporation's books, records and papers, including all of the minutes of the Executive Board, the Branch Boards and all Shareholder meetings (including those of only one Branch), except those in the custody of any other person authorized to have custody and possession of them by a resolution of the Executive Board. The Secretary shall have such other duties as may be delegated to him or her by the Executive Board or the President, under whose supervision the Secretary shall be. In the absence or disability of the Secretary, the Executive Board shall assign the Secretary's duties to another officer.

Section 10. Assistant Secretary. Each Assistant Secretary shall assist the Secretary in the performance of the Secretary's duties when so requested by the Secretary or the Executive Board. Each Assistant Secretary shall have such other duties as may be delegated to him or her by the Executive Board, the President or the Secretary.

Section 11. Compensation of Officers. The Executive Board, or the officers designated by the Executive Board, shall fix the salaries and other compensation of all officers (other than Branch-level officers).

Section 12. Terms of Office. Each officer shall serve for the term for which the officer is elected or until the officer's successor is duly elected and qualified, but any officer may be removed by the Executive Board (or respective Branch Board in the case of Branch-level officers), or, to the extent such authority is granted by the Executive Board (or respective Branch Board), by any other officer, at any time with or without cause and with or without notice. An officer may resign from office by giving written notice thereof to the President and the Chairman of the Board, which resignation shall be effective on such future date as is specified in the notice or, if no date is specified, upon delivery of the notice to the Chairman. Any vacancy in any office shall be filled by the Executive Board (or respective Branch Board) or by any officer authorized to fill such vacancy by the Executive Board (or respective Branch Board). The provisions of this Section 12 shall be subject to and may be modified by the terms and conditions as may be set forth in any contract entered into between the Corporation and such officer, including without limitation any contract between the Corporation and the Chief Administrative Officer and any contract between the Corporation and the Chief Financial Officer.

Section 13. Branch-Level Officers. Branch level officers may be appointed by, and in the sole discretion of, the respective Branch Board. Each Branch Board shall have the authority to determine the type and number of branch-level offices and the compensation and terms of any branch-level officers.

ARTICLE VI DISSOLUTION

Section 1. Manner. The Corporation may be dissolved at any time upon a Super-Majority Vote and the vote of the Executive Board pursuant to Article III, Section 7.

Section 2. Liquidation. Following the Executive Board and Shareholder vote contemplated by Section 1 above, the Corporation shall take all steps necessary to wind-up its affairs, including without limitation the liquidation of assets, the payment of debts and the establishment of adequate reserves for contingent liabilities, in each case in compliance with all applicable law. The debts of the Corporation shall include all amounts owing to the Corporation's Shareholders and other employees for current or deferred compensation or otherwise, in accordance with any formulae for the division of income then in effect. Such liquidation shall be carried out by, or under the direction of, the Executive Board or, if so determined by a majority of the GH Shareholders and a majority of the CMG Shareholders, by a liquidating trustee or similar party. Any assets remaining following the payment of the Corporation's debts and establishment of adequate reserves for contingent liabilities shall be distributed to the Shareholders on a pro rata basis in accordance with their respective then shareholdings. Any such distribution may be made in cash or in kind, as determined by the Executive Board or other authority overseeing the liquidation; if in kind, all assets shall be deemed to have their then current fair market value, which shall be determined in the discretion of the authority overseeing the liquidation.

ARTICLE VII OTHER PROVISIONS

Section 1. Indemnification and Advancements of Expenses. The Corporation shall indemnify its Directors (including those serving on the Executive Board and on the Branch Boards), officers (including Branch-level officers), employees and agents in accordance with, and subject to, the requirements of applicable law and the Corporation's Certificate of Incorporation. To the extent applicable law and the Corporation's Certificate of Incorporation permit, but do not require, such indemnification, or the advancement of expenses (including without limitation counsel fees) in connection with mandatory or permissive indemnification, the Executive Board shall have the authority to establish policies of the Corporation with respect to such permissive indemnification and such advancement of expenses, subject in each case to any restrictions imposed by applicable law and/or the Corporation's Certificate of Incorporation.

Section 2. Fiscal Year. The Corporation's fiscal year shall commence on January 1 in each year and conclude on the next following December 31, unless otherwise determined by the Executive Board.

Section 3. Financial Statements. The Corporation shall furnish to its Shareholders, annual audited financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of changes in Shareholders' equity for the year unless that information appears elsewhere in the financial statements in accordance with Section 33-951 of the Business Corporation Act. Such financial statements prepared for the Corporation shall be on the basis of generally accepted accounting principles ("GAAP"). If the annual financial statements are reported upon by a public accountant, then the report of the public accountant must accompany the statements. If not, the statements must be accompanied by a statement of the President or person responsible for the Corporation's accounting records (a) stating to his or her reasonable belief whether the statements were prepared on a GAAP basis, and, if not, describing the basis of preparation, and (b) describing any respects in which the statements were not prepared in accordance with a basis of accounting consistent with the statements prepared for the preceding year. The Corporation shall deliver the annual financial statements to each Shareholder of record within one hundred twenty (120) days after the close of each fiscal year, provided that any delivery by electronic transmission must be in a manner authorized by the respective Shareholder.

Section 4. Amendment of Bylaws. Any adoption, amendment or repeal of any bylaw shall require the affirmative vote of seventy five percent (75%) of the Directors on the Executive Board and the affirmative vote of two-thirds (2/3) of the Shareholders of each Branch. The notice of any Executive Board meeting and Shareholders' meeting at which any one or more bylaws are to be adopted, amended or repealed shall include notice of the proposed action.

Section 5. Notices. Whenever notice is required to be given to any Shareholder or Director by applicable law, the Corporation's Certificate of Incorporation or these Bylaws, such notice shall be in writing, except where oral notice is expressly permitted by these Bylaws. Such notice shall be (i) delivered in person, by Federal Express, Express Mail or other nationally recognized overnight courier service or by leaving the notice with the Shareholder or Director or

at the Shareholder's or Director's residence or the Shareholder's or Director's usual place of business, (ii) mailed to the Shareholder or Director by U.S. mail at the post office address of the Shareholder or Director as last shown on the Corporation's records, or (iii) transmitted to such Shareholder or Director by means of electronic mail or other means of electronic transmission. Such notice shall be deemed effective when personally delivered, deposited with the courier or postal service for delivery, or successfully transmitted via electronic means. For purposes of calculating any notice period, the date on which the notice is deemed effective shall be excluded, and the day of the meeting or other action that is the subject of the notice shall be included.

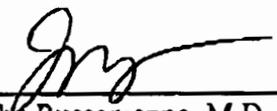
Section 6. Expenses. To the extent from time to time approved by the Executive Board, the Corporation shall assume and discharge, or reimburse its employees for, business expenses incurred by the Corporation's employees incidental to the practice of medicine.

Section 7. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Corporation's Certificate of Incorporation and these Bylaws, as each are in effect from time to time, the terms of the Certificate of Incorporation shall prevail.

Section 8. Statutory Reference. Unless otherwise expressly indicated elsewhere in these Bylaws, all references in these Bylaws to the "Business Corporation Act" are references to the Connecticut Business Corporation Act, Sections 33-600 *et seq.* of the Connecticut General Statutes, as amended to the date of adoption of these Bylaws and as hereafter amended, or any successor provisions of like effect.

Dated: January 1, 2016

Certified as the Amended and Restated Bylaws adopted by the Corporation's Shareholders.



John Russomanno, M.D.
Executive Vice President

SCHEDULE A

GH BRANCH LOCATIONS

300 Kensington Avenue
New Britain, CT 06051

One Lake Street
New Britain, CT 06052

292 West Main Street
New Britain, CT 06052

375 Willard Avenue
Newington, CT 06111

184 East Street
Plainville, CT 06062

209 Main Street, Ste. C
Southington, CT 06489

55 Meriden Avenue
Southington, CT 06489

136 Berlin Road
Cromwell, CT 06416

3640 Main Street
Springfield, MA 01103

641 Farmington Avenue
Bristol, CT 06011

360 North Main Street, #12
Southington, CT 06489

506 Cromwell Avenue
Rocky Hill, CT

SCHEDULE B

CMG BRANCH LOCATIONS

100 Simsbury Rd.
Avon, CT

533 Cottage Grove Rd.
Bloomfield, CT

9 Cranbrook Blvd.
Enfield, CT

11 South Road, Suite 240
Farmington, CT

704 Hebron Ave., Suite 201
Glastonbury, CT

703 Hebron Ave., 1st Floor
Glastonbury, CT

18 East Granby Rd.
Granby, CT

85 Seymour, Ste 900
Hartford, CT

85 Seymour, Ste 923
Hartford, CT

85 Seymour, Ste 901
Hartford, CT

85 Seymour, Ste 1019
Hartford, CT

100 Retreat Ave., Suite 903
Hartford, CT

100 Retreat Ave., Ste 408
Hartford, CT

100 Retreat Ave., Ste 400, 401 and 404
Hartford, CT

3580 Main Street
Hartford, CT

80 Seymour St., South 502 (Hartford Hospital)
Hartford, CT

256 North Main Street
Manchester, CT

1559 Sullivan Avenue
South Windsor, CT

47 East Main St.
Stafford Springs, CT

384 Merrow Rd.
Tolland, CT

65 Memorial Rd., #405
West Hartford, CT

1260 Silas Deane
Wethersfield, CT



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 25

Regarding: Starling Physicians Amended & Restated Bylaws

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

This fax may contain confidential medical information and is protected by both State and Federal law. If the reader of this warning is not the intended fax recipient or the intended recipient's agent, you are hereby notified that you have received this fax in error, please notify us immediately at the telephone number above and kindly discard.