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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

SECRETARY OF STATE
WILLIAMSBEE, FLORIDA
2010 JUN 18 P 1:05

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Partners HealthCare System, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

RECEIVED
10 JUN 18 PM 4:04
SECRETARY OF STATE
WILLIAMSBEE, FLORIDA

JUN 21 2010
D. A. WHITE

COVER LETTER

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TO: New Filing Section
Division of Corporations

2010 JUN 18 P 1:05

SUBJECT: Partners HealthCare System, Inc.
Name of Corporation – must include suffix

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Donna M. Luken, Office of the General Counsel

Name of Person

Partners HealthCare System, Inc.

Firm/Company

50 Staniford Street, 10th Floor

Address

Boston, Massachusetts 02114

City/State and Zip Code

dluken1@partners.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna M. Luken

Name of Person

at (

617)

643-0561

Area Code & Daytime Telephone Number

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status
 \$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Partners HealthCare System, Inc. 2010 JUN 18 P 1:05
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Massachusetts 3. 04-3230035
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 15, 1993 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 800 Boylston Street, Suite 1150, Boston, MA 02199
(Principal office address)

same as above
(Current mailing address)

8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: CT Corporation System

(Registered agent's signature) Kristen Betzger
Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached sheet

Address: _____

Vice Chairman: See attached sheet

Address: _____

Director: See attached sheet

Address: _____

Director: See attached sheet

Address: _____

B. OFFICERS

President: See attached sheet

Address: _____

Vice President: See attached sheet

Address: _____

Secretary: See attached sheet

Address: _____

Treasurer: See attached sheet

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Mary C. LaLonde, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT SHEET
TO STATE OF FLORIDA
APPLICATION FOR REGISTRATION FOR A NON PROFIT CORPORATION

PARTNERS HEALTHCARE SYSTEM, INC.

OFFICER AND DIRECTOR LIST

FILED

2010 JUN 18 P 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>OFFICERS</u>	<u>ADDRESS</u>
Chairman Jack Connors, Jr.	The Connors Family Office 200 Clarendon Street, 60 th Floor Boston, MA 02116
President & CEO Gary L. Gottlieb	President & CEO Partners HealthCare System, Inc. 800 Boylston Street, Suite 1150 Boston, MA 02199-8001
Treasurer Albert A. Holman III	Founder & Managing Partner Chestnut Partners, Inc. One Financial Center, 28 th Flr. Boston, MA 02111
Secretary Patricia M. Salamone	Secretary Partners HealthCare System, Inc. 800 Boylston Street, Suite 1150 Boston, MA 02199-8001
Assistant Secretary John R. Higham	Office of the General Counsel Partners HealthCare System, Inc. 50 Staniford Street, Suite 1000 Boston, MA 02114
Assistant Secretary Mary C. LaLonde	Office of the General Counsel Partners HealthCare System, Inc. 50 Staniford Street, Suite 1000 Boston, MA 02114

ATTACHMENT SHEET
TO STATE OF FLORIDA
APPLICATION FOR REGISTRATION FOR A NON PROFIT CORPORATION

FILED

2010 JUN 18 P 1:05

PARTNERS HEALTHCARE SYSTEM, INC.

OFFICER AND DIRECTOR LIST

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>DIRECTORS</u>	<u>ADDRESS</u>
Jack Connors, Jr.	The Connors Family Office 200 Clarendon Street, 60 th Floor Boston, MA 02116
Ann M. Finucane	Chief Marketing Officer/Pres. Northeast Bank of America 100 Federal Street, MA5-100-32-01 Boston, MA 02110
Charles K. Gifford	Chairman Emeritus Bank of America 100 Federal Street, MA5-100-28-01 Boston, MA 02110
Gary L. Gottlieb	President & CEO Partners HealthCare System, Inc. 800 Boylston Street, Suite 1150 Boston, MA 02199-8001
Albert A. Holman III	Founder & Managing Partner Chestnut Partners, Inc. One Financial Center, 28 th Flr. Boston, MA 02111
Jay O. Light	Dean Harvard Business School Morgan Hall, 125 Boston, MA 02163
Maury E. McGough	President & Chair North Shore Health System 81 Highland Avenue, Wheelock 6 Salem, MA 01970
Carol C. McMullen	President Eastern Investment Advisors 265 Franklin Street, 3 rd Floor, Bos 301 Boston, MA 02110-3120
Cathy E. Minehan	Managing Director Arlington Advisory Partners, LLC 128 Beacon Street, Unit J Boston, MA 02116

ATTACHMENT SHEET
TO STATE OF FLORIDA
APPLICATION FOR REGISTRATION FOR A NON PROFIT CORPORATION
PARTNERS HEALTHCARE SYSTEM, INC.
OFFICER AND DIRECTOR LIST

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JUN 18 P 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>DIRECTORS</u>	<u>ADDRESS</u>
G. Marshall Moriarty	Of Counsel Ropes & Gray One International Place Boston, MA 02110-2624
Gary A. Spicas	2 Davis Road Marblehead, MA 01945
Henri A. Termeer	Chairman, President and CEO Genzyme Corporation 500 Kendall Street Cambridge, MA 02142
Dorothy A. Terrell	Partner First Light Capital Two Avery Street, 23B Boston, MA 02111
David A. Thomas	Professor & Unit Head, Organizational Behavior Harvard Business School - Morgan 325 Soldiers Field Road Boston, MA 02163
Andrew L. Warshaw	W. Gerald Austen Professor of Surgery & Surgeon-in-Chief Massachusetts General Hospital 55 Fruit Street, WH-506 Boston, MA 02114
Beverly Woo	Division of General Medicine Brigham & Women's Hospital 75 Francis St., 2 nd Floor, Suite F Boston, MA 02115

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**PURPOSE CLAUSE FOR APPLICATION FOR CERTIFICATE OF
AUTHORITY OF A NON PROFIT CORPORATION
STATE OF FLORIDA**

2010 JUN 18 P 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PARTNERS HEALTHCARE SYSTEM, INC.

To organize, operate, coordinate and support a comprehensive integrated health care delivery system (the "System") that provides, without limitation, hospital, physician and other health care services for all persons and education and research for the prevention, diagnosis, treatment and cure of all forms of human illness; (ii) to improve the health and welfare of all persons; (iii) to serve as the controlling and coordinating organization for the System and its member institutions and entities including Brigham and Women's /Faulkner Hospitals, Inc., The Massachusetts General Hospital, The North Shore Medical Center, Inc., Newton-Wellesley Health Care System, Inc., and such other hospital, physician, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise, by the Corporation (collectively, the "Affiliated Organizations"); (iv) to assist and support the Affiliated Organizations in fulfilling their respective purposes, missions and objectives in a manner consistent with the purposes, missions and objectives of the Corporation and the System; and (v) to carry on any other activity that may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws which is exempt under Section 501 © (3) of the Internal Revenue Code; and in furtherance of the foregoing purposes to:

- (a) Solicit and receive devises of real property and grants, donations and bequests of money and other property to be used to further the foregoing purposes; and
- (b) Support the Affiliated Organizations by loan, lease or donation of funds or other assets; and
- (c) Support the Affiliated Organizations by guaranty of the obligations of the Affiliated Organizations by other action.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

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2010 JUN 18 P 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 2010

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

PARTNERS HEALTHCARE SYSTEM, INC.

is a domestic corporation organized on December 15, 1993 (Chapter 180).

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By crm

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.