

Examiner

The Commonwealth of Massachusetts

on file →

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Richard S. Doherty
President
Comprehensive Home Health Co.
40 Robbie Rd.
Avon, MA 02322

88-323029

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

New England Medical Equipment Dealers, Inc.

2. The purposes for which the corporation is formed is as follows:

To promote, foster, advance and improve the common interests and business conditions of medical equipment dealers in the New England region; to do all things permitted by Massachusetts General Laws, Chapter 108, as amended, and Section 501(a) and Section 501 (c)(6) of the Internal Revenue Code of 1954, as amended.

C ☐
P ☐
M ☐
R.A. ☐

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

SEE ATTACHMENT

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- *4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

SEE ATTACHMENT

ADDITIONS TO ARTICLE 3

Definition of Membership

The members of this Corporation are those sole proprietors, firms, partnerships, corporations, or associations involved with the commercial sale, rental, distribution or manufacture of any type of medical equipment, product, service or supplies having membership rights in accordance with the provisions of the Bylaws.

Classes of Members

This Corporation will have three classes of members which are designated as:

- A. Regular: A regular member shall be a sole proprietorship, partnership, firm or corporation currently engaged in the retail/wholesale, rental or distribution of any type of medical equipment, product, services or supplies that may be utilized in the care and treatment of patients. A regular member shall have full voting rights. One vote is authorized per member.
- B. Associate: An associate member shall be a person, partnership, firm or corporation not otherwise qualified for regular membership and who shall be involved in the manufacture, wholesale only or otherwise engaged in a business that has a relationship in the support or enhancement of a regular member's health care business. An associate member shall have no voting rights and cannot hold an elective office, but may be appointed at the discretion of the Board of Directors to serve on committees.
- C. Honorary: An honorary member shall be one who has faithfully served the Corporation in any category of membership and who is awarded such membership by the Board of Directors. Honorary members shall not have a vote or the privilege of holding elective office, but may be appointed at the discretion of the Board of Directors to serve on committees.

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise

designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Certificates of membership will be issued by the Corporation. The Board of Directors may authorize such membership certificates as it sees fit. If the Board of Directors decides to issue membership certificates to a particular class of members then all members of that class shall receive membership certificates. The certificates shall be in such form and contain such wording as the Board of Directors decide.

Membership certificates are valid only to those people to whom they are addressed and are nontransferable.

Upon the dissolution of the Connecticut Association of Medical Equipment Suppliers ("CAMES") and the Massachusetts Association of Durable Medical Equipment Companies, Inc. ("MADMEC"), the members of these two organizations will automatically be instated as members of NEMED, Inc. for the duration of the calendar year of 1988, as evidenced by the issuance of new membership certificates by the Corporation. Membership will continue upon payment of dues for the calendar year of 1989 and thereafter.

Election of Members

Persons, firms partnerships, corporations or associations as qualified heretofore may be elected a member by the Board of Directors upon filing a written application with the Membership Chairman or directly with the Board of Directors.

Special Members' Meetings

Special meetings of the Members may be called by members having at least fifteen percent (15%) of the votes which all members are entitled to cast at such meeting.

Notice of Members' Meetings

Written notice stating the date, place and time of the meeting shall be delivered not less than thirty (30) nor more than ninety (90) days before the meeting. The notice shall be by first class mail or telegram and directed to each regular member of the Corporation. In the case of a special members meeting, the notice shall also state the purpose(s) for which the meeting is called. If mailed, the notice will be deemed to be delivered on the date it is deposited in the U.S. or other mail.

Voting Rights of Members

Each Member of the regular class of membership will be entitled to one vote on each matter submitted to a vote of Members and the Members of any other class of membership will be entitled to no voting rights.

Members' Proxy Voting

A Member may vote either in person or by proxy executed in writing by the Member. No proxy will be recognized as valid after ninety (90) days from the date of its execution unless expressly provided otherwise in the proxy.

Quorum of Members

A quorum of members shall constitute one-tenth (1/10) of the votes entitled to be cast at any meeting of the members. A regular member may be present in person or by proxy for purposes of deciding if a quorum exists. A majority of the members present or represented by proxy is necessary for the adoption of any matter before the membership for a vote. A greater proportion may be required by law, the Articles of Incorporation or the Bylaws.

Termination of Membership

Membership will terminate in this Corporation on either of the following events:

1. Receipt by the Board of Directors of the written resignation of a member, executed by such Member.
2. The failure of a Member to pay dues, fines, or assessments within ninety (90) days of their due date. Notice will be sent after sixty (60) days by regular mail and automatic termination will occur thirty (30) days thereafter if still unpaid.
3. For cause, after notice, trial, and conviction.
4. The death of an individual proprietor, dissolution of a corporate member or the merger or acquisition of a member by or with another member.

Before a membership terminates for any reason other than the resignation or death of the Member, the Member will be given an opportunity to be heard before the Board of Directors, unless he is absent from the country in which the

Corporation is located. A Member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination. After formal termination a former member must follow application procedures for new members and pay any unpaid dues before being accepted for membership.

ADDITIONS TO ARTICLE 4

Further Purposes

To provide an organization to work for the advancement of medical equipment dealers with special needs in the New England area.

To establish and assist in establishing good relations between the sick, injured, and disabled persons, and the providers of durable medical equipment used by those persons, all to the end that they may become better acquainted and educated in the use of such equipment; to keep the public authorities informed of problems arising in the delivery, use, and repair of such durable medical equipment.

To engage in, promote interest in, and to provide information and instruction in the medical equipment field.

To engage in research, to encourage others to engage in the study of, and to disseminate information to the public regarding, the medical equipment field in the New England region.

In the carrying out of such purposes, to develop educational programs for medical equipment dealers and assist in working constantly for improved treatment for medical equipment dealers; and engage in other activities pertinent to the purposes of this organization which do not include the performance of particular services for individual persons.

Powers and Voluntary Dissolution

All gifts and bequests to the Corporation and the net earning and assets of the Corporation shall be used exclusively for the purposes for which it is formed; no part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other person or corporation (except non-profit corporations, as hereinafter provided); and upon the termination and liquidation of the Corporation, its assets remaining after the payment of all of its obligations shall be given only to one or more non-profit

corporations incorporated in the United States of America and operating with the New England region as a majority of the Directors of the Corporation shall determine, and no member of the Corporation or other person or corporation (except a nonprofit corporation, as provided above), shall by virtue of such liquidation ever receive or be entitled to any of the assets of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles.

The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein wherever situated.

The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

The Corporation may make contracts, give guarantees and incur liabilities, borrow money, at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Mass. G.L. c. 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States; the Corporation is not organized for profit and shall not be operated or organized for the purpose of carrying on an activity or a trade or business for profit.

The Corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Mass. G.L. c. 180 or any other chapter of the General Laws of the Commonwealth or the Internal Revenue Code, including Section 501(c)(6), as amended.

The Corporation will be primarily supported by membership dues and other income from activities substantially related to its non-profit purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Personal Liability of Officers and Directors

No director or officer of the Corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, except: (1) to the extent provided by applicable law, (2) for any breach of the officer's or director's duty of loyalty to the Corporation or its members (3) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (4) for any transaction from which the officer or director derived an improper personal benefit.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, (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 director, officer, employee, or agent 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 expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent 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 expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because the applicable standard of conduct has been met as set forth above. Such determination shall be made: (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suite or proceeding; (2) if a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay that amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

The Corporation shall have power to purchase and maintain insurance on behalf of any persons who are or were directors, officers, employees, or agents of the Corporation, or are or were serving at the request of the Corporation as directors, officers, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status whether or not the corporation would have the power to indemnify them against such liability under the provisions of this section.

Bylaws

The power to make, alter, amend or repeal the Corporation's bylaws, or to adopt new bylaws, insofar as is allowed by law, is vested in both the regular members and the Board of Directors.

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
- a. The post office address of the initial principal office of the corporation in Massachusetts is:

40 Robbie Road Avon Ma 02322

- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME

RESIDENCE

POST OFFICE ADDRESS

President: Richard S. Doherty, President, C.H.H.C., 40 Robbie Rd.
Avon, MA 02322

Treasurer: Maureen C. Norton, Area Mgr., Homedco of New England,
94 Holmes Rd., Newington, CT 06111

Clerk: Janet Sahr, President, Medi Rents, 132 Brookline Ave.
Boston, MA 02215

Directors: (or officers having the powers of directors)

Theresa Gonzales, Ocean Medical Services, 4640 Ocean Ave.
New London, CT 06320

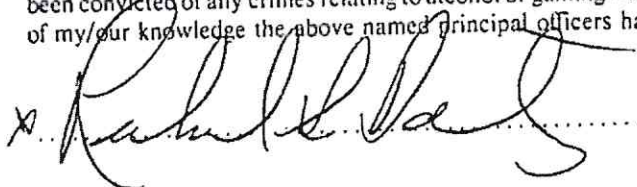
- c. The date initially adopted on which the corporation's fiscal year ends is: December 31

- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is: June

- e. The name and business address of the resident agent, if any, of the corporation is: n/a

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 16 day of November 1988

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

x 

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SECRETARY OF
COMMONWEALTH

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THE COMMONWEALTH OF MASSACHUSETTS
CORPORATION DIVISION

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this 18th day of November 1988.

Effective date

Michael J. Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

.... New England Medical Equipment Dealers, Inc.

.... 40 Robbie Rd.

.... Avon, MA 02322

Telephone .. 508-547-0447 ..

Filing Fee \$30.00

Copy Mailed