

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT4739215

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME	
<b>CONVEYING PARTY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	ROGER WILLIAMS HOSPITAL	01/04/2010
<b>RECEIVING PARTY DATA</b>		
<b>Name:</b>	ROGER WILLIAMS MEDICAL CENTER	
<b>Street Address:</b>	825 CHALKSTONE AVENUE	
<b>City:</b>	PROVIDENCE	
<b>State/Country:</b>	RHODE ISLAND	
<b>Postal Code:</b>	02908-4735	
<b>PROPERTY NUMBERS Total: 1</b>		
	<b>Property Type</b>	<b>Number</b>
	Application Number:	14960236
<b>CORRESPONDENCE DATA</b>		
<b>Fax Number:</b>	(617)535-3800	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	617-535-4453	
<b>Email:</b>	lpenta@mwe.com, ipdocketingmwe@mwe.com	
<b>Correspondent Name:</b>	MCDERMOTT WILL & EMERY	
<b>Address Line 1:</b>	28 STATE STREET	
<b>Address Line 4:</b>	BOSTON, MASSACHUSETTS 02109-1775	
<b>ATTORNEY DOCKET NUMBER:</b>	096201-0083	
<b>NAME OF SUBMITTER:</b>	LINDA M. PENTA	
<b>SIGNATURE:</b>	/Linda M. Penta/	
<b>DATE SIGNED:</b>	12/18/2017	
	This document serves as an Oath/Declaration (37 CFR 1.63).	
<b>Total Attachments: 5</b>		
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Filing Fee: \$10.00

ID Number: 30276



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION

**FILED**

JAN 04 2010

*By [Signature]*

8:36

29-10734/y

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Roger Williams Hospital
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

Article First of the Corporation is hereby amended as follows:

FIRST: The name of the Corporation is: Roger Williams Medical Center.

Additional Amendments are set forth on Exhibit A attached hereto and made a part hereof.

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2010 JAN -4 AM 8:36

3. The amendment was adopted in the following manner:

(check one box only)

- ☐ The amendment was adopted at a meeting of the members held on \_\_\_\_\_, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- ☐ The amendment was adopted by a consent in writing on \_\_\_\_\_, signed by all members entitled to vote with respect thereto.
- ☒ The amendment was adopted at a meeting of the Board of Directors held on January 4, 2010 and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective January 4, 2010  
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 4, 2010

Roger Williams Hospital

Print Corporate Name

By

K. M. Allen

☒ President or ☐ Vice President (check one)

AND

By

Gary R. Pearson, Secretary

☒ Secretary or ☐ Assistant Secretary (check one)

Roger Williams Hospital

Rhode Island ID no.: 30276

Exhibit A to Articles of Amendment to Articles of Incorporation

Dated: January 4, 200910

Exhibit A

1. The sole Member of the corporation shall be CharterCARE Health Partners, a Rhode Island non-profit corporation.
2. A new provision is hereby added to the Charter of Roger Williams Hospital as follows:
  - A. The Member shall have the exclusive right, by the affirmative vote of seventy-five (75%) percent of the members of the Board of Directors of the Member, to:
    - i. amend the Mission Statement of the corporation, and the Vision Statement and Values Statement;
    - ii. incur any debt in excess of an amount that may be determined by the Member from time to time (provided, that if no amount has been so determined, the Member shall have the power and authority to approve the incurrence of any debt);
    - iii. establish system affiliates that are owned or controlled, directly or indirectly, by the corporation;
    - iv. adopt plans for adding, expanding, reducing, relocating, eliminating or otherwise materially changing any services provided by the corporation; provided, that, in connection therewith, the Member shall also have the right to evaluate in advance all such plans and shall have access to all information and data of the corporation relevant to such plans;
    - v. amend the Bylaws of the corporation;
    - vi. appoint or remove a member of the Board of Trustees of the corporation; and
    - vii. appoint or remove the Chief Executive Officer/President of the corporation.
  - B. Following a recommendation of the Board of Trustees in accordance with the Rhode Island Nonprofit Corporation Act, the Member shall have the right to approve, by the affirmative vote of seventy-five (75%) percent of the members of the Board of Directors of the Member, each of the following actions:
    - i. any amendment to the Charter of the corporation;

ii. the sale, lease, exchange, transfer or mortgage, pledge or other disposition of property by the corporation in excess of an amount determined by the Member from time to time;

iii. any merger, reorganization, or change of control of the corporation; and

iv. any voluntary dissolution of the corporation.

C. Each of the following actions shall be subject to the prior approval of the Member, following a recommendation of the Board of Trustees:

i. adoption of capital and operating budgets and any unbudgeted transaction or expenditure by the corporation in excess of an amount determined by the Member from time to time;

ii. adoption and approval of the strategic plan of the corporation;

iii. the filing or submission of any certificate of need or similar application or filing; and

iv. any new academic affiliation of the corporation, and the termination of any academic affiliation.

3. A new provision is hereby added to the Charter of Roger Williams Hospital as follows:

No trustee undertaking to exercise the responsibilities of a trustee shall have personal liability to the corporation or to its Member for monetary damages for breach of such trustee's duty as a trustee, provided that this provision shall not eliminate or limit the liability of such trustee for: (i) any breach of such trustee's duty of loyalty to the corporation or its Member; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the trustee derived an improper personal benefit.

4. Section 3 of the Charter of Roger Williams Hospital is hereby amended and restated as follows:

Subject to the Rhode Island Nonprofit Corporation Act, upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one (1) or more organizations exempt from federal income tax under Section 501(c)(3) of the Code as shall be approved by the Member.



State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

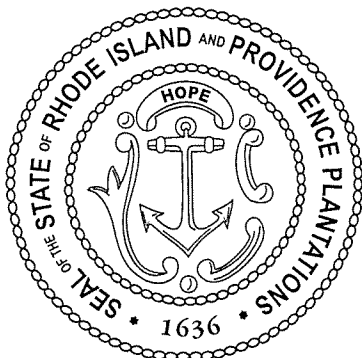
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:  
January 04, 2010 8:36 AM

A handwritten signature in black ink, appearing to read "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*



43636-8-417906

RECORDED: 12/18/2017

PATENT  
REEL: 045060 FRAME: 0648