

7315.03-CA-00

ARTICLES OF INCORPORATION

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:

- DOMESTIC BUSINESS CORPORATION
- DOMESTIC BUSINESS CORPORATION A CLOSE CORPORATION ← COMPLETE BACK
- DOMESTIC PROFESSIONAL CORPORATION

FEE \$75.00

COMMONWEALTH OF PENNSYLVANIA  
PARTMENT OF STATE - CORPORATION BUREAU  
NORTH OFFICE BUILDING, HARRISBURG, PA 17120

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)

Wyndmoor Internal Medicine Group, P.C.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

8601 Stenton Avenue

012 CITY

Wyndmoor

033 COUNTY

Philadelphia

013 STATE

Pennsylvania

064 ZIP CODE

19118

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

To do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Professional Corporation Law of Pennsylvania, including but not limited to, the specialty of internal medicine.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

Number and Class of Shares 1000 shares common stock	041 Stated Par Value Per Share if Any \$1.00	042 Total Authorized Capital \$1,000	031 Term of Existence Perpetual
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Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
Richard M. Finkelstein, M.D.	8601 Stenton Avenue Wyndmoor, PA 19118	1 share common

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION

THIS 17th DAY OF June 1987

*Richard M. Finkelstein*  
Richard M. Finkelstein, M.D.

- FOR OFFICE USE ONLY -

030 FILED JUN 24 1987 <i>James J. [Signature]</i>	002 CODE A.P. REVIEWED BY DH DATE APPROVED DATE REJECTED	003 REV BOX	SEQUENTIAL NO. deduct	100 MICROFILM NUMBER 87421123
Secretary of the Commonwealth Department of State Commonwealth of Pennsylvania DSCB 204 (Rev. 81) Copyright 1982 Printed and Sold by John C. Clark Co. 1326 Walnut St., Phila., Pa.	MAILED BY DATE	004 SICC AMOUNT \$ 75.00	INPUT BY S 2/1	001 CORPORATION NUMBER 985811
		CERTIFY TO <input type="checkbox"/> REV. <input type="checkbox"/> L & I <input type="checkbox"/> OTHER	LOG IN	LOG IN (REFILE)
			LOG OUT	LOG OUT (REFILE)

Commonwealth of Pennsylvania  
Department of State

87421124



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

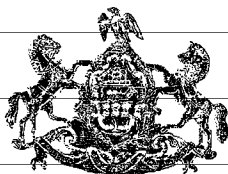
Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

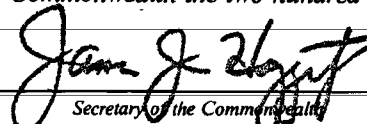
WYNDMOOR INTERNAL MEDICINE GROUP, P.C.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,  
at the City of Harrisburg, this 24th day  
of June in the year of our  
Lord one thousand nine hundred and eighty-seven  
and of the Commonwealth the two hundred eleventh

  
Secretary of the Commonwealth

8315.03-CA-002

# Montgomery County Law Reporter

## PROOF OF PUBLICATION OF NOTICE

COMMONWEALTH OF PENNSYLVANIA }  
COUNTY OF MONTGOMERY }SS:

*Donald J. Mansfield*

....., business manager, of the Montgomery County Law Reporter, being duly affirmed according to law, deposes and says that the Montgomery County Law Reporter is the duly designated legal newspaper for Montgomery County, Pennsylvania, which legal newspaper was established in 1885, and is published at 100 West Airy Street, Norristown, Montgomery County, Pennsylvania; and that a copy of the printed notice of publication is attached hereto exactly as printed or published in the issue or issues of said legal newspaper on the following date or dates:

Copy of notice

Thursday..... July 9, 1987

NOTICE IS HEREBY GIVEN THAT Articles of Incorporation were filed with the Department of State of the Commonwealth of Pennsylvania, at Harrisburg, Pennsylvania, on June 24, 1987, for the purpose of obtaining a Certificate of Incorporation pursuant to the provisions of the Professional Corporation Law of the Commonwealth of Pennsylvania, Act of July 9, 1970.  
The name of the corporation is **Wyndmoor Internal Medicine Group, P.C.**  
The purpose or purposes for which it was organized are: to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Professional Corporation Law of Pennsylvania, including but not limited to, the specialty of internal medicine.  
**Ballard, Spahr, Andrews & Ingersoll**  
Solicitors  
30 South 17th Street  
Philadelphia, PA 19103

William J. Mansfield, Inc.

That affiant further states that he is the designated agent of Montgomery Bar Association, the owner of said legal newspaper, that he is not interested in the subject matter of the aforesaid notice or advertising, and that all the allegations of the aforesaid statement as to time, place, and character of publication are true.

*Donald J. Mansfield*

Affirmed and subscribed before me this

9th day of July

A. D. 19 87

*Elaine Marie Grohoski*  
.....  
Notary Public

MY COMMISSION EXPIRES:

**ELAINE MARIE GROHOSKI, Notary Public**  
Norristown, Montgomery County, PA  
My Commission Expires March 6, 1990.

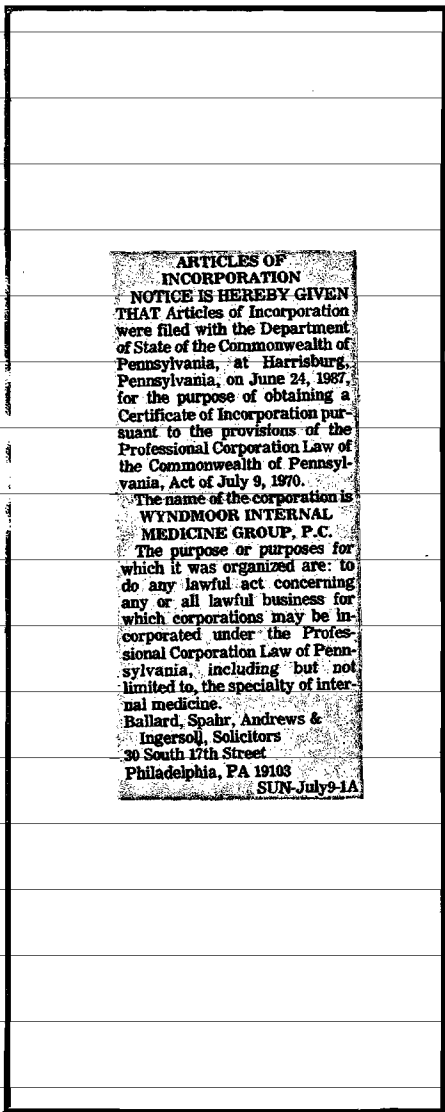
# Proof of Publication of Notice

# SPRINGFIELD SUN

State of Pennsylvania,  
 ss:  
 County of Montgomery

..... Fred D. Behringer, ..... ~~President~~  
 Vice President of the MONTGOMERY PUBLISHING COMPANY, a corporation of the  
 County and State aforesaid, being duly sworn, deposes and says that SPRINGFIELD SUN is  
 a weekly newspaper published at Oreland, County and State aforesaid, which was established  
 in the year 1947, since which date said newspaper has been regularly issued in said County,  
 and that a copy of the printed notice of publication is attached hereto exactly as the same  
 was printed and published in the regular editions and issues of the said weekly newspaper  
 on the following dates, viz:

Copy of notice or publication .....



..... and the .9th. . . day of .July, . . A.D. 19 .87. . .

Affiant further deposes . . . . . he is duly authorized by the MONTGOMERY PUBLISHING COMPANY, a corporation, publisher of SPRINGFIELD SUN, a weekly newspaper, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

*Fred D. Behringer*  
 President, Vice President or Manager, Montgomery Publishing Company, a Corporation

Sworn to and subscribed before me this . . . . . 9th  
 day of . . . . . July, . . . . . 19 87. . . . .

*Joseph H. Spence*  
 JOSEPH H. SPENCE, Notary Public  
 Upper Dublin Twp., Montgomery Co.  
 My Commission Expires Nov. 7, 1989  
 Notary Public.

My Commission Expires:



NUMBER

SHARES

# Wyndmoor Internal Medicine Group, P.C.

A PROFESSIONAL CORPORATION  
INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA  
Authorized Shares 1,000 Par Value \$1 Per Share

# SPECIMEN

(SEE REVERSE FOR CERTAIN DEFINITIONS)

This Certifies that \_\_\_\_\_  
of \_\_\_\_\_  
is the owner of \_\_\_\_\_  
Shares of \_\_\_\_\_

Wyndmoor Internal Medicine Group, P.C.

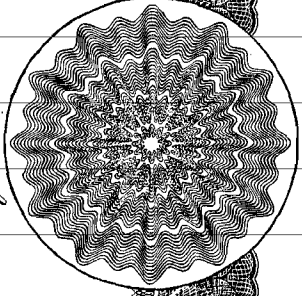
\_\_\_\_\_ full paid and non-assessable, transferable only on the books of the Corporation in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers, and its Corporate Seal to be hereunto affixed this \_\_\_\_\_ day of \_\_\_\_\_ A.D. 19\_\_\_\_

SECRETARY

M. BURR KEIM PHILA

PRESIDENT



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common  
TEN ENT — as tenants by the entireties  
JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT — Custodian (Cust) (Minor) under Uniform Gifts to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

*For Value Received, hereby sell, assign and transfer unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number of assignee]

*Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint Attorney to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.*

*Dated 19*

*In presence of*

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE. IN EVERY PARTICULAR WITHOUT ALTERATION OR ENGAGEMENT OR ANY CHANGE WHATSOEVER.

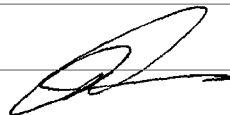
UNANIMOUS CONSENT IN WRITING  
IN LIEU OF SPECIAL MEETING OF BOARD OF DIRECTORS  
WYNDMOOR INTERNAL MEDICINE GROUP, P.C.

---

DATE: March 25, 1996

The undersigned, constituting the entire Board of Directors of WYNDMOOR INTERNAL MEDICINE GROUP, P.C., a Pennsylvania Professional Corporation, pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, Chapter 17, Subchapter B, Section 1727(b) hereby jointly and severally consent to the following actions of this Corporation:

RESOLVED, that the name of the Corporation be changed to WYNDMOOR REHABILITATION ASSOCIATES, P.C.

  
\_\_\_\_\_  
Michael I. Cheikin, M.D.

9626-690

Microfilm Number \_\_\_\_\_

Filed with the Department of State on APR 09 1996

City Number 985811

Secretary of the Commonwealth *L*

### ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Wyndmoor Internal Medicine Group, P.C.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>8601 Stenton Avenue</u>	<u>Wyndmoor</u>	<u>PA</u>	<u>19038</u>	<u>Montgomery</u>
Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: BCI of 1933

4. The date of its incorporation is: 6/24/87

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that the name of the Corporation be changed to  
Wyndmoor Rehabilitation Associates, P.C.

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

RECEIVED OF STATE

M. BURR KEIM COMPANY  
(215) 563-8113 (800) 533-8113

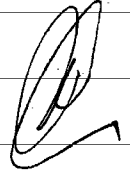
APR 09 1996



8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 25th day of March, 1996.



WINDSOR REHABILITATION ASSOCIATES, PC  
(Name of Corporation)

BY: Michael Anton  
(Signature)

TITLE: President

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

365

WYNDMOOR REHABILITATION ASSOCIATES, P.C.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0985811

MICROFILM NUMBER: 09626

0690-0691

JOHN S FREEMAN ESQ  
518 E WILLOW GROVE AVE  
WYNDMOOR, PA 19038

**(CHANGES)**

**DOCKETING STATEMENT** DSCB:15-134B (Rev 91)

**BUREAU USE ONLY:**

REVENUE  LABOR & INDUSTRY  
 OTHER \_\_\_\_\_

ING FEE: NONE

FILE CODE \_\_\_\_\_

FILED DATE \_\_\_\_\_

MICROFILM NUMBER \_\_\_\_\_

This form (*file in triplicate*) and all accompanying documents shall be mailed to:

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
308 NORTH OFFICE BUILDING  
HARRISBURG, PA 17120-0029**

**Part I. COMPLETE FOR EACH FILING:**

Current name of entity or registrant affected by the submittal to which this statement relates: (survivor or new corporation if merger or consolidation) Wyndmoor Internal Medicine Group, P.C.

Entity number, if known: 985811 NOTE: ENTITY NUMBER is the computer index number assigned to an entity upon initial filing in the Department of State.

Incorporation/qualification date in Pa.: 6/24/87 State of Incorporation: PA

Federal Identification Number: 23-2468819

Specified effective date, if any: \_\_\_\_\_

**Part II. COMPLETE FOR EACH FILING** This statement is being submitted with (check proper box):

- Articles of Amendment:** complete Section A only
- Amended Certificate of Authority:** complete Section A only
- Articles of Merger:** complete Section B
- Articles of Consolidation:** complete Section C
- Articles of Division:** complete Section D
- Articles of Conversion:** complete Sections A and E only
- Statement of Merger, Consolidation or Division:** complete Section B, C or D
- Statement of Correction:** complete Section A only
- Statement of Termination:** complete Section H
- Statement of Revival:** complete Section G
- Dissolution by Shareholders or Incorporators before Commencement of Business:** complete Section F only
- Amendment of Certificate of Limited Partnership:** complete Section A only

**Part III. COMPLETE IF APPROPRIATE:** The delayed effective date of the accompanying submittal is:

\_\_\_\_\_ month \_\_\_\_\_ day \_\_\_\_\_ year \_\_\_\_\_ hour, if any

**Section A. CHANGES TO BE MADE TO THE ENTITY NAMED IN Part I: (Check box/boxes which pertain)**

Name: Wyndmoor Rehabilitation Associates, P.C.

Registered Office: \_\_\_\_\_  
Number & street/RD number & box number      City      State      Zip      County

Purpose: \_\_\_\_\_

Stock: aggregate number of shares authorized \_\_\_\_\_ (attach additional provisions, if any)

Term of Existence: \_\_\_\_\_

Other: \_\_\_\_\_

**Section B. MERGER (Complete Section A if any changes to survivor corporation):**

MERGING CORPORATIONS ARE: (List only the merging corporations-SURVIVOR IS LISTED IN PART I)

1. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./qual. date in Pa.: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

2. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./qual. date in Pa.: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

Attach sheet containing above corporate information if there are additional merging corporations.

**Section C. CONSOLIDATION (NEW corporation information should be completed in Part I. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for the NEW corporation formed.)**

CONSOLIDATING CORPORATIONS ARE:

1. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./qual. date in Pa.: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

2. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./qual. date in Pa.: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

Attach sheet containing above corporate information if there are additional consolidating corporations.

**Section D. DIVISION** (Forming NEW corporation(s) named below. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for EACH new corporation formed by division.)

1

\_\_\_\_\_ 1. \_\_\_\_\_  
Entity Number Name

\_\_\_\_\_ 2. \_\_\_\_\_  
Entity Number Name

Attach sheet if there are additional corporations to be named.

**CHECK ONE:**

\_\_\_ Corporation named in Part I survives. (Any changes, complete Section A)

\_\_\_ Corporation named in Part I does not survive.

**Section E. CONVERSION** (Complete Section A)

**CHECK ONE:**

\_\_\_ Converted from nonprofit to profit

\_\_\_ Converted from profit to nonprofit

**Section F. DISSOLVED BY SHAREHOLDERS OR INCORPORATORS BEFORE COMMENCEMENT OF BUSINESS**

**Section G. STATEMENT OF REVIVAL** Corporation named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired. (Complete Section A if any changes have been made to the revived corporation.)

**Section H. STATEMENT OF TERMINATION**

\_\_\_\_\_ filed in the Department of State on \_\_\_\_\_ is/are hereby terminated.  
(type of filing made) month date year hour, if any

If merger, consolidation or division, list all corporations involved, other than that listed in Part I:

\_\_\_\_\_ 1. \_\_\_\_\_  
Entity number Name

\_\_\_\_\_ 2. \_\_\_\_\_  
Entity number Name

Attach sheet containing above information if there are additional corporations involved.