

**ORGANIZATIONAL RESOLUTIONS  
ADOPTED BY THE MEMBERS AND MANAGERS  
OF  
ADIRONDACKS ACO, LLC**

**WHEREAS**, the Limited Liability Company Act requires the first meeting of the Members of a Company to take certain organizational steps and permits the Members to transact such other business as it shall deem necessary and proper.

**NOW, THEREFORE**, be it resolved that

1. The Company adopts the annexed Operating Agreement which has been read by each Member and which shall be filed in the minute book of the Company.

2. The following persons be elected to the offices set opposite their respective names, to hold office and exercise the powers and responsibilities specified in the Operating Agreement of the Company.

<u>Office</u>	<u>Name</u>
Chief Executive Officer	Stephens Mundy
Medical Director	Heidi Moore, M.D.
Compliance Officer	Jennifer Parks
Manager	Stephens Mundy (Chair)
Manager	Alison Guile, M.D.
Manager	Rob DeMuro, M.D.
Manager	Howard Schapiro, M.D.
Manager	Debra Leonard, M.D.
Manager	Todd Moore
Manager	John Rugge, M.D.
Manager	Tucker Slingerland, M.D.

Manager	David Beguin, M.D.
Manager	Kris Ambler, M.D.
Manager	Dianne Shugrue
Manager	Paul Scimeca
Manager	Chandler Ralph
Manager	Rod Giltz

3. The seal, an impression of which is affixed below, be adopted as the seal of the Company.



4. The form of membership certificate annexed hereto be adopted as the form of membership certificate for the Company.

5. (a) The Company accepts the offer of the following persons to purchase the number of units of membership interest of the Company shown in exchange for the consideration set opposite their names:

Name of Subscriber	Number and Class of Interest	Consideration Per Interest	Aggregate Consideration
Champlain Valley Physicians Hospital Medical Center	50 units	50%	\$ <u>1,000,000.00</u>
Fletcher Allen Medical Group, PLLC	50 units	50%	\$ <u>1,000,000.00</u>

(b) The Chief Executive Officer of the Company be authorized and

empowered to issue to the foregoing persons certificates evidencing the number of units/percentages of interest in the Company set opposite their names upon receipt by the Company of the aggregate consideration specified.


6. The Company open a banking account or accounts with \$500.00 and KeyBank and the Members adopt resolutions to effectuate the foregoing.

7. The Chief Executive Officer of the Company be authorized and empowered to pay all expenses incurred in connection with the organization of the Company, including filing, license, attorney's and accountant's fees.

8. The Chief Executive Officer will be the tax matters partner unless otherwise specified.

9. The Chief Executive Officer and all authorized members of the Company be authorized and directed to take all steps necessary to cause the Company to engage in any lawful business activity.


Date: July 25, 2013

  
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**Heidi Moore, M.D., Medical Director**

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**Jennifer Parks, Compliance Officer**

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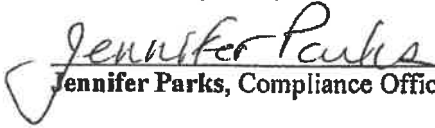
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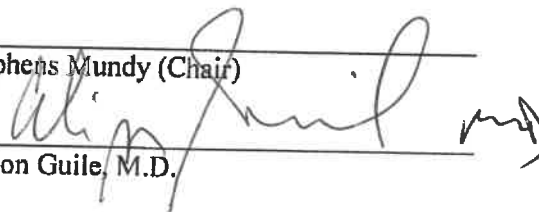
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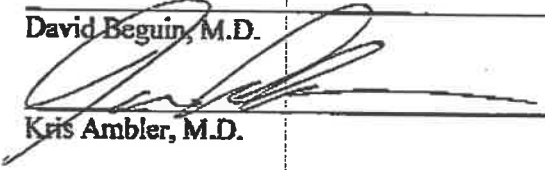
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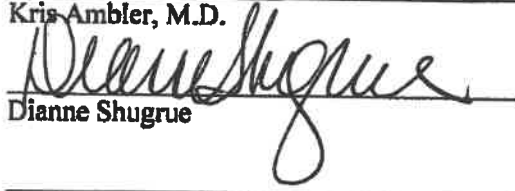
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