



STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: James E. Dering, General Counsel *JED*

DATE: July 30, 2015

SUBJECT: Certificate of Amendment of the Certificate of Incorporation of The Capital Region Geriatric Center, Inc. ("the corporation")

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of The Capital Region Geriatric Center, Inc. This not-for profit corporation seeks approval to change its name to "Capital Region Geriatric Center, Inc." The Public Health Council established the corporation in 1987 as the operator of Eddy Village Green, a residential health care facility in Albany County. Public Health and Health Planning Council approval for a change of corporate name is therefore required by Not-for-Profit Corporation Law § 804 (a) and 10 NYCRR § 600.11 (a) (1).

Also attached is a letter dated July 9, 2013 from Karen E. Sosler, attorney for the corporation. As explained in that letter, the name change is intended to correct inconsistent uses of the name in State and Federal filings.

The Department has no objection to the proposed name change, and the proposed Certificate of Amendment is in legally acceptable form

Attachment



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July 9, 2015

VIA FEDERAL EXPRESS

Ms. Barbara Del Cogliano
Director
Bureau of Project Management
NYS Department of Health
Room 1842
Corning Tower, Empire State Plaza,
Albany, New York 12237

**Re: Approval of Name Change
The Capital Region Geriatric Center, Inc.**

Dear Barbara:

We represent The Capital Region Geriatric Center, Inc. ("Geriatric Center"), which is licensed as a nursing home under Article 28 of the New York Public Health Law. In accordance with 10 NYCRR §401.3(b), we seek the Department of Health's approval to remove the "The" from the Geriatric Center's name. Such change is needed to clean up inconsistent uses of the name in various State and Federal filings. We enclose for the Department's approval a Certificate of Amendment of the Certificate of Incorporation, which makes this change. Also enclosed is the Geriatric Center's current Restated Certificate of Incorporation.

If you have any questions, please give me a call at (518) 462-3000. Thanks for your help with this matter.

Very truly yours,

ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP

Karen E. Sosler

Enc.

cc: Michael Stone, Esq. *(via email)*
Robert Swidler, Esq. *(via email)*

**Certificate of Amendment
of the
Certificate of Incorporation
of
THE CAPITAL REGION GERIATRIC CENTER, INC.**

Under Section 803 of the NYS Not-for-Profit Corporation Law

The undersigned, being the Secretary of THE CAPITAL REGION GERIATRIC CENTER, INC. (the "Corporation"), does hereby certify:

1. The name of the Corporation is THE CAPITAL REGION GERIATRIC CENTER, INC.
2. The Corporation's Certificate of Incorporation was filed by the Department of State on December 30, 1987, under the New York State Not-for-Profit Corporation Law (the "NPCL").
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL and a charitable corporation under Section 201 of the NPCL.
4. The Certificate of Incorporation is amended to effect the following changes:
 - a. REPLACE in its entirety Article First with the following new paragraph, both of which address the name of the Corporation:

"FIRST: The name of the corporation is CAPITAL REGION GERIATRIC CENTER, INC. (the "Corporation")."
5. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is: Capital Region Geriatric Center, Inc., Attn: Executive Director, 421 West Columbia Street, Cohoes, New York 12047.
6. This Certificate of Amendment of the Certificate of Incorporation was authorized by the member in accordance with Section 802(a) of the NPCL.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment
of the Certificate of Incorporation on this 28 day of May, 2015.



Robert N. Swidler, Esq.
Secretary