

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

SPECIAL ESTABLISHMENT AND PROJECT REVIEW COMMITTEE

AGENDA

October 8, 2015

*Immediately following the Committee on Codes, Regulations and Legislation
(which is scheduled to begin at 9:30 a.m.)*

- *90 Church Street 4th Floor, Room 4A & 4B, New York City*
- *New York State Department of Health Offices at the Triangle Building, 335 East Main Street,
1st Floor Video Conference Room, Rochester, NY 14604*

I. SPECIAL COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Gary Kalkut, M.D., Vice Chair

A. Home Health Agency Licensures

Home Health Agency Licensures

Exhibit # 1

<u>Number</u>	<u>Applicant/Facility</u>
1909 L	MedPro Homecare Agency, Inc. (Queens, New York, Kings, Richmond, Bronx, and Nassau Counties)
2042 L	Touch of Love Homecare Agency Inc. (Bronx, Richmond, Kings, New York, Queens, and Nassau Counties)
2059 L	Victory Home Care Services, Inc. (Suffolk and Nassau Counties)
2133 L	Theresa Home Care, Inc. (New York, Kings, Bronx, Queens, Richmond, and Nassau Counties)
2184 L	Kirenaga Home Care Brooklyn, Inc. (New York, Bronx, Kings, Richmond, Queens and Nassau Counties)
2186 L	Kirenaga Home Care Queens, Inc. (New York, Bronx, Kings, Richmond, Queens, and Nassau Counties)

- 2193 L Imo's Nursing Agency, Inc.
(Queens, New York, Kings, Richmond, and Bronx
Counties)
- 2260 L ABR Homecare of NY, Inc.
(Suffolk and Nassau Counties)
- 2280 L CDS Monarch, Inc.
(Monroe and Wayne Counties)
- 2293 L Loyal Home Care, Inc.
(Kings, Bronx, Queens, Richmond and New York
Counties)
- 2362 L HT&T Corporation d/b/a HT&T Home Care
(Queens, Kings, Brooklyn, Richmond, New York and
Nassau Counties)
- 2381 L Sundance Home Care, Inc.
(Kings, Queens, New York, Bronx, Richmond, and
Nassau Counties)
- 2405 L Queens Home Care, Inc.
d/b/a Home Instead Senior Care Franchise #765
(Queens, New York, Bronx, Richmond, Kings and Nassau
Counties)
- 2414 L Collins Anyanwu-Mueller
d/b/a Angelic Touching Home Health Care Agency
(Westchester and Rockland Counties)
- 2437 L Artful Home Care, Inc.
(Suffolk and Nassau Counties)
- 2452 L Companion Angels Home Care Solutions, LLC
(New York, Queens, Bronx, Richmond, and Kings
Counties)
- 2456 L America Homecare Agency Services Corporation
(Schenectady, Rensselaer, Warren, Saratoga, Schoharie,
Albany and Washington Counties)
- 2459 L Family First Home Companions of New York, Inc.
(Suffolk, Nassau, and Queens Counties)

- 2467 L 1st Home Care of NY Corp.
(Queens, New York, Bronx, Richmond, Kings and Nassau Counties)
- 2469 L Zenith Home Care of NY, LLC
(Westchester, Putnam, and Bronx Counties)
- 2474 L Acute Care Experts of New York, Inc.
(Nassau, Rockland, Suffolk, Sullivan, Dutchess, Ulster, Orange, Westchester, and Putnam Counties)
- 2475 L SR Miracle Care Agency, Inc.
(Bronx, Queens, New York, Richmond, Kings, and Westchester Counties)
- 2485 L Qualycare Home Care
(Bronx, New York, and Queens Counties)
- 2490 L ZaQia Chaplin, LLC
d/b/a Trusting Hands Homecare Agency
(Nassau, Suffolk, and Queens Counties)
- 2492 L Trivium of New York, LLC
Queens, Bronx, Kings, Richmond, New York and Nassau Counties)
- 2493 L Brookside Home Care Inc.
(Nassau, Suffolk and Queens Counties)
- 2503 L L. Woerner, Inc. d/b/a HCR/HCR Home Care
(Schoharie, Otsego, and Delaware Counties)
- 2504 L L. Woerner, Inc. d/b/a HCR/HCR Home Care
(Clinton, Hamilton, St. Lawrence, Franklin, Warren, Essex and Washington Counties)
- 2505 L L. Woerner, Inc. d/b/a HCR/HCR Home Care
(Madison, Oswego, Onondaga, Jefferson, Cayuga and Cortland Counties)
- 2521 L GM Family Resources, Inc.
(Richmond, New York, Kings, Bronx, Queens, and Nassau Counties)
- 2546 L Edira Family Home Care LLC
(Queens, Bronx, Kings, Richmond, New York and Nassau Counties)

- 2573 L Exceptional Home Care Services, Inc.
(Bronx, Richmond, Kings, New York and Queens
Counties)
- 2300 L Albemarle Terrace, Inc. d/b/a Terrace Home Care
(Bronx, Queens, Kings, New York and Richmond
Counties)
- 2605 L Samuel Konig d/b/a Park Inn Home Care
(Queens, New York, Bronx, Richmond, Kings and Nassau
Counties)
- 2158 L Azor Care at Home, Inc. d/b/a Azor Home Care
(New York, Bronx, Kings, Richmond, Queens, and
Westchester Counties)
- 2188 L Marquis Home Care, Inc.
(Queens, Bronx, Kings, Richmond, New York and
Westchester Counties)
- 2436 L Paramount Homecare Agency, Inc.
(Kings, New York, Queens, Richmond, Bronx, and
Nassau Counties)
- 2441 L Kirenaga Home Care Manhattan, Inc.
d/b/a Synergy Homecare
(New York, Kings, Bronx, Richmond, Queens, and
Westchester Counties)
- 2501 L CareGuardian, Inc. d/b/a Hometeam
(New York, Kings, Queens, Bronx, and Richmond
Counties)
- 2542 L Better Choice Home Care, Inc.
(Bronx, Richmond, Kings, Nassau, New York, and
Queens Counties)
- 2547 L All Boro Home Care, Inc.
(Bronx, Richmond, Kings, Westchester, New York and
Queens Counties)
- 2554 L Surfside Manor Home for Adults Licensed Home Care
Services Agency, LLC d/b/a ExtraCare Home Care
Agency
(Bronx, Queens, Nassau, Richmond, New York, and
Kings Counties)

2592 L	Hakuna, Inc. (New York, Bronx, Kings, Richmond, Queens, and Westchester Counties)
2606 L	L Woerner, Inc. d/b/a HCR/HCR Home Care (Genesee, Wyoming, Monroe, Orleans, Orleans, Livingston, Wayne, and Ontario Counties)
151264 E	Allcare Family Services, Inc. (Erie County)

B. Certificates

Exhibit # 2

Restated Certificate of Incorporation

Applicant

1. Housing Works Health Services III, Inc.

Certificate of Amendment of the Certificate of Incorporation

Applicant

1. Samaritan Village, Inc.
2. The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc.
3. Brookdale Family Care Centers, Inc.
4. Urban Strategies/Brookdale Family Care Center, Inc.

Certificate of Dissolution

Applicant

1. River Hospital Foundation, Inc.

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: MedPro Homecare Agency, Inc.
Address: Kew Gardens
County: Queens
Structure: Proprietary Corporation
Application Number: 1909L

Description of Project:

MedPro Homecare Agency, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

MedPro Homecare Agency, Inc. has authorized 200 shares of stock. The shareholders comprise the following individuals:

Natalya Chornaya, RN – 10 shares Marina Rabinovich, Esq. - 190 shares

The Board of Directors of MedPro Homecare Agency, Inc. is comprised of the following individuals:

Natalya Chornaya, RN, President
RN, Mount Sinai Beth Israel

Affiliations:
NC Homecare Agency of NY, Inc. (8/11/12 – present)
Unihelp Homecare, Inc. (2008-2009)

Marina Rabinovich, Esq. Vice President
Attorney, Law Office of Marina Rabinovich, Esq.

Affiliation:
MR Homecare Agency of NY, Inc. (5/25/12 – present)

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

A Certificate of Good Standing has been received for the attorney.

The Office of the Professions of the State Education Department indicates no issues with the licensure of the health professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 119-40 Metropolitan Avenue, Unit CU2 – Suite 151, Kew Gardens, New York 11415

Queens	Kings	Bronx
New York	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Respiratory Therapy	Occupational Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper
Medical Supplies, Equipment and Appliances		

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

MR Homecare Agency of NY, Inc. (May 2012 – present)
NC Homecare Agency of NY, Inc. (August 2012 – present)
Unihelp Homecare, Inc. (2008-2009)

The information provided by the Division of Home and Community Based Services has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 24, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Touch of Love Homecare Agency Inc.
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2042-L

Description of Project:

Touch of Love Homecare Agency Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

Touch of Love Homecare Agency Inc. has authorized 200 shares of stock, which are owned solely by Lev Paukman.

The Board of Directors of Touch of Love Homecare Agency Inc. comprises the following individual:

Lev Paukman, MD, President/Director
Private Practice, Lev J. Paukman, MD

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department and the New York State Department of Health Office of Professional Medical Conduct indicates no issues with the license of the health care professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 396-400 Avenue X, Brooklyn, New York 11223:

Bronx	Kings	Queens
Richmond	New York	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper
Medical Equipment, Supplies and Appliances		

The applicant has confirmed that the proposed financial/referral structure has been assessed in light of anti-kickback and self-referral laws, with the consultation of legal counsel, and it is concluded that proceeding with the proposal is appropriate.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 20, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Victory Home Care Services, Inc.
Address: Central Islip
County: Suffolk
Structure: For-Profit Corporation
Application Number: 2059-L

Description of Project:

Victory Home Care Services, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

Victory Home Care Services, Inc. has authorized 200 shares of stock. The shareholders will consist of Beverly Dean, Cynthia Exhem Williams and Paul St. Juste with each shareholder owning 10 shares. The remaining 170 shares will be unissued.

The Board of Directors of Victory Home Care Services, Inc. comprises the following individuals:

Paul St. Juste, President President, General Island Taxi, Inc. Pastor, Victory Gospel Assembly Church	Beverly Dean, DNP., Vice President/Vice Chairperson Adjunct Professor, Pace University Adjunct Professor, Medford Multicare Nurse Educator
Cynthia Exhem Williams, PA, Treasurer President/Physician Assistant, House Calls Plus, Inc.	

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professionals associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 917 W. Suffolk Avenue, Brentwood, NY 11717:

Suffolk Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech Language Pathology
Audiology	Medical Social Services	Nutrition
Homemaker	Housekeeper	Respiratory Therapy

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 20, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Theresa Home Care, Inc.
Address: Brooklyn
County: Kings
Structure: For Profit Corporation
Application Number: 2133-L

Description of Project:

Theresa Home Care, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

Theresa Home Care, Inc. has authorized 200 shares of stock which are owned solely by Vashti Ramlogan.

The members of the Board of Directors of Theresa Home Care, Inc. comprise the following individual:

Vashti Ramlogan, Nursing Assistant
Unemployed

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 522 Chauncey Street, Brooklyn, New York 11233:

New York	Bronx	Richmond
Kings	Queens	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Medical Supplies, Equipment & Appliances	

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 24, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Kirenaga Home Care Brooklyn, Inc.
Address: New York
County: New York
Structure: For-Profit Corporation
Application Number: 2184-L

Description of Project:

Kirenaga Home Care Brooklyn, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are solely owned by Kirenaga Home Care, LLC.

The Board of Directors of Kirenaga Home Care Brooklyn, Inc. comprises the following individual:

David Muson, President
FINRA, Series 7, 63, 79
Operator, SonicLiebs d/b/a Synergy HomeCare

Affiliations:

SonicLiebs d/b/a Synergy HomeCare (2013 – Present)
Synergy HomeCare of Hudson County (2011 – 2014)

The membership of Kirenaga Home Care, LLC comprises the following:

Kirenaga Partners, LLC – 99%	David Muson – 1%
	Disclosed Above

The membership of Kirenaga Partners, LLC comprises the following:

Kirenaga Management, LLC – 30%	Solely Economic Investors – 70%
	Non-Voting/Non-Operating members

The membership of Kirenaga Management, LLC comprises the following:

Kirenaga, Inc. – 33.33%	David Muson, Inc. – 33.33%
	Disclosed Above

Berland Investments Incorporated – 33.33%

Kirenaga, Inc. has authorized 1,500 shares of stock which are solely owned by David Scalzo.

The Board of Directors of Kirenaga, Inc. comprises the following individual:

David Scalzo, MBA
Founder/President, Kirenaga Partners, LLC

David Muson, Inc. has authorized 200 shares of stock, which are solely owned by David Muson.

The Board of Directors of David Muson, Inc. comprises the following individual:

David Muson
Disclosed Above

Berland Investments Incorporated has authorized 1,000 shares of stock, which are solely owned by Terrance Berland.

The Board of Directors of Berland Investments Incorporated comprises the following individual:

Terrance Berland, MBA
Former Senior Management Associate, Bridgewater Associates, LP

Affiliations:

Stamford Health System (2003 – 2009, 2014 – Present)

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 575 Lexington Avenue, New York, New York 10022:

New York	Kings	Queens
Bronx	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech-Language Pathology
Medical Social Services	Nutrition	Homemaker
Housekeeper		

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

SonicLiebs d/b/a Synergy HomeCare (2013 – Present)
Synergy HomeCare of Hudson County (2011 – 2014, New Jersey)
Stamford Health System (2008 – 2009, 2014 – Present, Connecticut)

The information provided by the Division of Home and Community Based Services has indicated that home care agency has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the New Jersey Office of the Attorney General, Division of Consumer Affairs Office of Consumer Protection has indicated that Synergy HomeCare of Hudson County has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the State of Connecticut Department of Public Health, Division of Health Systems Regulation indicated that there were not any enforcement actions and the Stamford Health System has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: September 8, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Kirenaga Home Care Queens, Inc.
Address: New York
County: New York
Structure: For-Profit Corporation
Application Number: 2186-L

Description of Project:

Kirenaga Home Care Queens, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are solely owned by Kirenaga Home Care, LLC.

The Board of Directors of Kirenaga Home Care Queens, Inc. comprises the following individual:

David Muson, President
FINRA, Series 7, 63, 79
Operator, SonicLiebs d/b/a Synergy HomeCare

Affiliations:

SonicLiebs d/b/a Synergy HomeCare (2013 – Present)
Synergy HomeCare of Hudson County (2011 – 2014)

The membership of Kirenaga Home Care, LLC comprises the following:

Kirenaga Partners, LLC – 99%	David Muson – 1%
	Disclosed Above

The membership of Kirenaga Partners, LLC comprises the following:

Kirenaga Management, LLC – 30%	Solely Economic Investors – 70%
	Non-Voting/Non-Operating members

The membership of Kirenaga Management, LLC comprises the following:

Kirenaga, Inc. – 33.33%	David Muson, Inc. – 33.33%
	Disclosed Above

Berland Investments Incorporated – 33.33%

Kirenaga, Inc. has authorized 1,500 shares of stock which are solely owned by David Scalzo.

The Board of Directors of Kirenaga, Inc. comprises the following individual:

David Scalzo, MBA
Founder/President, Kirenaga Partners, LLC

David Muson, Inc. has authorized 200 shares of stock, which are solely owned by David Muson.

The Board of Directors of David Muson, Inc. comprises the following individual:

David Muson
Disclosed Above

Berland Investments Incorporated has authorized 1,000 shares of stock, which are solely owned by Terrance Berland.

The Board of Directors of Berland Investments Incorporated comprises the following individual:

Terrance Berland, MBA
Former Senior Management Associate, Bridgewater Associates, LP

Affiliations:

Stamford Health System (2003 – 2009, 2014 – Present)

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 575 Lexington Avenue, New York, New York 10022:

New York	Kings	Queens
Bronx	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech-Language Pathology
Medical Social Services	Nutrition	Homemaker
Housekeeper		

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

SonicLiebs d/b/a Synergy HomeCare (2013 – Present)
Synergy HomeCare of Hudson County (2011 – 2014, New Jersey)
Stamford Health System (2008 – 2009, 2014 – Present, Connecticut)

The information provided by the Division of Home and Community Based Services has indicated that home care agency has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the New Jersey Office of the Attorney General, Division of Consumer Affairs Office of Consumer Protection has indicated that Synergy HomeCare of Hudson County has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the State of Connecticut Department of Public Health, Division of Health Systems Regulation indicated that there were not any enforcement actions and the Stamford Health System has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: September 8, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Imo's Nursing Agency, Inc.
Address: Hollis
County: Queens
Structure: For-Profit Corporation
Application Number: 2193-L

Description of Project:

Imo's Nursing Agency, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock, which are owned as follows: Vivette Griffiths owns 5 shares and Joan Duncan owns 5 shares. The remaining 190 are unissued.

The Board of Directors of Imo's Nursing Agency, Inc. comprises the following individuals:

Vivette Griffiths, RN, NP, President/CEO
RN, Emergency Medicine, Winthrop University Hospital
Clinical Instructor, Critical Care, Malloy College

Joan Duncan, RN, FNP, Vice President
Assistant Nurse Manager, Neonatal ICU, New York Hospital Queens

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the licenses of the healthcare professionals associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 205-04 109th Avenue, Hollis, New York 11412:

Queens	Kings	Bronx
New York	Richmond	

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Homemaker	Housekeeper	

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 24, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: CDS Monarch, Inc.
Address: Webster
County: Monroe
Structure: Not-For-Profit Corporation
Application Number: 2280-L

Description of Project:

CDS Monarch, Inc., a not-for-profit corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The Board of Directors of CDS Monarch, Inc. comprises the following individuals:

Mark S. Peterson, MBA, CFRE, Board Chair/Executive Committee Chair
President/CEO, Greater Rochester Enterprise

Joseph J. Gabriel, Vice Chair/Facilities Committee Chair
Associate Administrator/Director of IT, University of Rochester Medical Center – The Flaum Eye Institute

William Woodard, Treasurer/Finance Committee Chair
CFO, Fibertech Networks

Gregory Gribben, JD, Secretary
Attorney/Partner, Woods, Oviatt, Gilman LLP

Jennifer Carlson, MPA, Program Assessment Committee Chair
Director of Quality Assurance, Finger Lakes Addiction Counseling & Referral Agency

Richard T. Yarmel, JD, Guardianship and Executive Committees
Partner, Harter, Secrest & Emery, LLP

Jerry McCullough, Wolf Foundation Board Chair
General Manager, Ryan Plumbing, Heating, Air Conditioning and Fire Protection, LLC

Dennis Buchan, Member
Retired

Richard H. Ferrari, MBA, Member
Senior Vice President, Relationship Management and Commercial Lending, Wells Fargo Bank N.A.

Claire Kaler, Member
Owner, K2 Communications

Dennis B. Olbrich, MBA, Member
President, Paper & Output Systems Business, Kodak Alaris, Inc.

Daniel Skinner, Member
Assembly Positions, CDS Monarch Vocational Services

Susan Travis, Member
Judicial Assistant, United States Federal Courts, Western District of New York

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Loyal Home Care, Inc.
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2293-L

Description of Project:

Loyal Home Care, Inc, a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are owned as follows: Tsilistina Ryabicheva owns 100 shares and Tsisnami Gogilashvili owns 100 shares.

The Board of Directors of Loyal Home Care, Inc. is comprised of the following individuals:

Tsilistina Ryabicheva, RN - President
Outreach Community Liaison RN, Four Seasons CHHA

Tsisnami Gogilashvili – Vice-President
Provider Relations, Home Care Services of NY

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 3730 Cypress Avenue, Brooklyn, New York 11224:

Kings	Bronx	Queens	Richmond	New York
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The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Homemaker	Medical Social Services
Housekeeper		

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: HT&T Corporation d/b/a HT&T Home Care
Address: Flushing
County: Queens
Structure: For-Profit Corporation
Application Number: 2362-L

Description of Project:

HT&T Corporation d/b/a HT&T Home Care, a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock, which are owned as follows: Yin Nog Tang owns 184 shares and Tao Huang owns 16 shares.

The Board of Directors of HT&T Corporation d/b/a HT&T Home Care comprises the following individuals:

Yin Nog Tang, RN, Chairman
Community Health Nurse, Centerlight Health System

Tao Huang, MBA, Vice Chairman/Secretary
Student

Jessica Yu, Treasury
Enrolled Agent, Department of Treasury
President/Manager, HT Tax Professionals, Inc.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 31-30 138th Street, Apartment 3C, Flushing, New York 11354:

Queens	Brooklyn	New York
Kings	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 24, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Sundance Home Care, Inc.
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2381-L

Description of Project:

Sundance Home Care, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

Sundance Home Care, Inc. has authorized 200 shares of stock which are owned as follows: Lex Consulting of NJ, LLC owns 90 shares and Denning Corporation owns 90 shares. The remaining 20 shares are unissued.

The Board of Directors of Sundance Home Care, Inc. is comprised of the following individual:

Steven Metelsky, RN – President, Vice-President, Secretary, Treasurer
Executive Director, Sundance SADC, Inc.

The members of Lex Consulting of NJ, LLC comprise the following individuals:

Steven Metelsky, RN – 50%
(Disclosed above)

Tatiana Volovnik – 50%
Unemployed

Affiliation
Sundance SADC, Inc. (2012-present)

Denning Corporation has authorized 200 shares of stock which are owned solely by Pavel Soltanov.

The Board of Directors of Denning Corporation is comprised of the following individual:

Pavel Soltanov, President
Assistant Executive Director, Sundance SADC, Inc.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 1460 Flatbush Avenue, Brooklyn, New York, 11210:

Kings Queens New York Bronx Richmond Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Respiratory Therapy	Occupational Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 24, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Queens Home Care, Inc.d/b/a Home Instead Senior Care Franchise #765
Address: Forest Hills
County: Queens
Structure: For-Profit Corporation
Application Number: 2405-L

Description of Project:

Queens Home Care, Inc. d/b/a Home Instead Senior Care Franchise #765, a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

Queens Home Care, Inc. has proposed to operate as a franchisee of Home Instead, Inc.

The applicant has authorized 200 shares of stock which are owned as follows: Beverly Silver owns 104 shares and Ilan David owns 96 shares.

The Board of Directors of Queens Home Care, Inc. d/b/a Home Instead Senior Care Franchise #765 comprises the following individuals:

Ilan David, President
Operations Coordinator, Queens Home Care, Inc. d/b/a Home Instead Senior Care Franchise #765 (Companion Care, 2011 – Present)
International Sales Manager, New Yorker Electronics

Beverly Silver, Esq., Secretary
Owner/Director, Queens Home Care, Inc. d/b/a Home Instead Senior Care Franchise #765 (Companion Care, 2011 – Present)
Owner/Attorney, The Law Offices of Beverly Silver, Esq.

A Certificate of Good Standing has been received for the attorney associated with this application.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 102-40A 67th Drive, Suite C2, Forest Hills, New York 11375:

Queens	Bronx	Kings
New York	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
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Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 18, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Collins Anyanwu-Mueller d/b/a Angelic Touching Home Health Care Agency
Address: Yonkers
County: Westchester
Structure: Sole Proprietorship
Application Number: 2414-L

Description of Project:

Collins Anyanwu-Mueller d/b/a Angelic Touching Home Health Care Agency, a sole proprietorship, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The sole proprietor of Angelic Touching Home Health Care Agency is the following individual:

Collins Anyanwu-Mueller, RN
Private Duty Nurse/Self Employed

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the licenses of the health care professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 201 N. Broadway, #3-S, Yonkers, New York 10701.

Westchester Rockland

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Homemaker	Housekeeper	

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval

Date: August 26, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Artful Home Care, Inc.
Address: Southampton
County: Suffolk
Structure: For-Profit Corporation
Application Number: 2437-L

Description of Project:

Artful Home Care, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are owned as follows: Beth McNeill-Muhs owns 100 shares. The remaining 100 shares are unissued.

The Board of Directors of Artful Home Care, Inc. comprises the following individual:

Beth McNeill-Muhs, PCA, President
Principal, McNeill Art Group, Inc.

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The New York State Home Care Registry indicates no issues with the certification of the Personal Care Aide associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 565 Montauk Highway, Southampton, NY 11968:

Suffolk Nassau

The applicant proposes to provide the following health care services:

Nursing Home Health Aide Personal Care Nutrition

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 18, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Companion Angels Home Care Solutions, LLC
Address: Bronx
County: Bronx
Structure: Limited Liability Company
Application Number: 2452-L

Description of Project:

Companion Angels Home Care Solutions, LLC, a limited liability company, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The sole member of Companion Angels Home Care Solutions, LLC is the following individual:

Rama Akanni, RN – 100%
Owner/Operator, Companion Angels Home Care Solutions, LLC (Companion Care)
Registered Nurse Recovery Room/Operating Room, Manhattan Eye, Ear and Throat Hospital

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 2117A Williams Bridge Road, Bronx, New York 10461:

New York	Bronx	Kings
Queens	Richmond	

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Housekeeper		

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: 1st Home Care of NY Corp.
Address: Jackson Heights
County: Queens
Structure: For-Profit Corporation
Application Number: 2467-L

Description of Project:

1st Home Care of NY Corp., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are solely owned by Dilya Khalitova.

The Board of Directors of 1st Home Care of NY Corp. comprises the following individual:

Dilya Khalitova, President/CEO
Marketing Consultant, Maaser Social Adult Day Care

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 34-40 78th Street, Apartment 2C, Jackson Heights, New York 11372:

Queens	Bronx	Kings
New York	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Zenith Home Care of NY, LLC
Address: New Rochelle
County: Westchester
Structure: Limited Liability Company
Application Number: 2469-L

Description of Project:

Zenith Home Care of NY, LLC, a limited liability company, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The membership of Zenith Home Care of NY, LLC comprises the following individuals:

Alwell Nwankwoala, PhD – 51%
Senior Research Scientist, Sandoz Pharmaceutical, Inc.

Uchechi Nwankwoala, RN, BSN – 49%
RN, Connecticut/New York
Charge Nurse, Surgical and Step Down Unit, Montefiore Medical Center

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The State of Connecticut Department of Public Health indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 201 Coligni Avenue, New Rochelle, New York 10801:

Westchester	Putnam	Bronx
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The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Physical Therapy
Occupational Therapy	Speech-Language Pathology	Medical Social Services
Homemaker		

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 25, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Acute Care Experts of New York, Inc.
Address: Nassau
County: Nassau
Structure: For-Profit Corporation
Application Number: 2474-L

Description of Project:

Acute Care Experts of New York, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are owned solely by Frederick Lucich.

The Board of Directors of Acute Care Experts of New York, Inc. is comprised of the following individual:

Frederick Lucich, RN – President/Owner
Owner/President, Acute Care Experts, Inc. (NJ)

Affiliations:

Acute Care Experts, Inc. (NJ)
Acute Care Experts, Inc. (NY; 12/31/12-present)

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office to be located in Nassau County:

Nassau	Suffolk	Dutchess	Orange	Putnam
Rockland	Sullivan	Ulster	Westchester	

The applicant proposes to provide the following health care service:

Nursing

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

Acute Care Experts, Inc. (NJ)
Acute Care Experts, Inc. (NY; 12/31/12-present)

The information provided by the New Jersey regulatory agency indicated that the Acute Care Experts, Inc. has provided sufficient supervision to prevent harm to the health, safety and welfare of patients and to prevent recurrent code violations.

The information provided by the Division of Home and Community Based Services has indicated that the home care services agency has provided sufficient supervision to prevent harm to the health, safety, and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 31, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: SR Miracle Care Agency, Inc.
Address: Bronx
County: Bronx
Structure: For-Profit Corporation
Application Number: 2475-L

Description of Project:

SR Miracle Care Agency, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are owned solely by Sophia Perkins.

The Board of Directors of SR Miracle Care Agency, Inc. is comprised of the following individuals:

Sophie Perkins – President
Executive Director, SR Miracle Care Agency, Inc. (Companion Care)

Rory Perkins – Vice-President/Treasurer
Administrator, SR Miracle Care Agency, Inc. (Companion Care)

Zatanya Cooke - Secretary
Secretary, SR Miracle Care Agency, Inc. (Companion Care)

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 760 Burke Avenue, Bronx, New York 10467:

Bronx	New York	Kings
Queens	Richmond	Westchester

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Homemaker	Housekeeper	

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 26, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Trivium of New York, LLC
Address: Forest Hills
County: Queens
Structure: Limited Liability Company
Application Number: 2492-L

Description of Project:

Trivium of New York, LLC, a limited liability company, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The membership of Trivium of New York, LLC comprises the following individuals:

Nigel Douglas – 51%
Operations Consultant, Better Care Nursing Services, LLC

Adaku Nwachuku, MBA, DO – 49%
Attending Physician, Advanced Spine and Pain

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the New York State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The State of New Jersey, Department of Law & Public Safety, Division of Consumer Affairs indicates no issues with the license of the healthcare professional associated with this application.

The State of Maryland Board of Physicians indicates no issues with the license of the healthcare professional associated with this application.

The State of Pennsylvania, Department of State indicates that the license of the healthcare professional associated with this application is currently expired. There were no issues with the license during the time of registration (July 2011 – November 2014).

The applicant proposes to serve the residents of the following counties from an office located at 118-35 Queens Boulevard, Suite 400, Forest Hills, New York 11375:

Queens	Kings	New York
Bronx	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech Language Pathology
Medical Social Services	Nutrition	Homemaker
Housekeeper		

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 26, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Brookside Home Care Inc.
Address: Lynbrook
County: Nassau
Structure: For-Profit Corporation
Application Number: 2493-L

Description of Project:

Brookside Home Care Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 100 shares of stock which are owned solely by Robert Calarco.

The Board of Directors of Brookside Home Care Inc. comprises the following individual:

Robert Calarco, President/Treasurer/Secretary
Certified Senior Advisor
FINRA Series 7 and 66
President/Manager, Brookside Home Care, Inc. (Companion Care Agency, 2014 – Present)

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 375 Sunrise Highway, Suite 10, Lynbrook, New York 11563:

Nassau	Suffolk	Queens
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The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 18, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: L. Woerner, Inc. d/b/a HCR/HCR Home Care
Address: Cobleskill
County: Schoharie
Structure: For-Profit Corporation
Application Number: 2503-L

Description of Project:

L. Woerner, Inc. d/b/a HCR/HCR Home Care, a for-profit corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 4,000,000 shares of stock with 2,464,344 shares of stock currently issued, and the remaining 1,535,656 shares of stock currently held in Treasury as non-unissued shares. Of the 2,464,344 shares of stock currently issued, the stockholders and stock distribution are as follows:

Employee Stock Ownership Plan Trust – 1,749,604 shares (71.00%)
Louise Woerner – 230,180 shares (9.34%)
Don H. Kollmorgen – 233,824 shares (9.49%)
Lawrence Peckham – 248,236 shares (10.07%)
Clayton Osborne – 2,500 shares (0.10%)

The Trustees of the Employee Stock Ownership Plan Trust (71.00 % stockholder) will be as follows:

Louise Woerner
Chief Executive Officer, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliations: HealthNow New York, Inc., Buffalo
(Managed Care Plan) – 4/1/02 to 4/10/08

Duane E. Tolander, CPA (Iowa)
Partner / Managing Director, HDH Advisors, LLC,
West Des Moines, Iowa (Financial Advisory
Services / Professional Consulting / Corporate and
Business Valuations / Litigation Support); Trustee,
Bestcare, Inc. (LHCSA) Employee Stock
Ownership Plan Trust

The members of Board of Directors of L. Woerner, Inc., d/b/a HCR / HCR Home Care, are as follows:

Louise Woerner, Chairperson, Secretary, Treasurer
(9.34% stockholder)
Disclosed above

Don H. Kollmorgen (9.49% stockholder)
Retired

Lawrence L. Peckham (10.07% stockholder)
Retired

Joseph J. Castiglia, CPA
Retired

Clayton H. Osborne, MSW, LCSW (0.10%
stockholder)
Retired Vice President of Human Resources and
Talent Management, Bausch and Lomb (Vision
Products Manufacturer)

An additional officer of L. Woerner, Inc., d/b/a HCR / HCR Home Care, who is neither a stockholder, trustee, nor board member, is as follows:

Mary Elizabeth Zicari, RN
President / Administrator, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliation: DePaul Adult Care Communities, Inc.,
Rochester (licensed ACFs/ALPs, in New York
State, North Carolina, and South Carolina) – April
2009 to present

The Office of the Professions of the New York State Education Department indicates no issues with the RN license of Mary Elizabeth Zicari, the CPA license of Joseph Castiglia, or the LCSW license of Clayton Osborne.

The Professional Licensing Bureau of the State of Iowa indicates no issues with the CPA license of Duane Tolander.

In addition, a search of all of the above named stockholders, trustees, board members, officers, employers, and health care affiliations revealed no matches on either the New York State Medicaid Disqualified Provider List or the federal Office of the Inspector General's Provider Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 795 East Main Street, Suite 10, Cobleskill, New York 12043:

Schoharie	Otsego	Delaware
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The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech-Language Pathology
Medical Social Services	Nutrition	Housekeeper

A seven (7) year review of the operations of the following facilities/agencies was performed as part of this review (unless otherwise noted):

L. Woerner, Inc., d/b/a HCR / HCR Home Care
Bestcare, Inc. (2011 – Present)
HealthNow New York, Inc. (Managed Care Plan, 2002 – 2008)
DePaul Adult Care Communities, Inc. (2009 – Present)
DePaul Community Services, Inc. (2009 – Present)

The NYSDOH Division of Home and Community Based Services reviewed the compliance history of the CHHAs and LHCSAs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period 2008 to present, and the LTHHCPs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period May 2010 (establishment of the first HCR / HCR Home Care LTHHCP) to present.

The Division of Home and Community Based Services also reviewed the compliance history of the LHCSAs operated by Bestcare, Inc., for the time period 2011 (when Mr. Tolander began serving as a Trustee of Bestcare's Employee Stock Ownership Plan Trust) to present.

It has been determined that the L. Woerner, Inc., d/b/a HCR / HCR Home Care CHHAs, LTHHCPs, and LHCSAs, plus the affiliated Bestcare, Inc., LHCSAs, have all exercised sufficient supervisory responsibility to protect the health, safety and welfare of patients and to prevent any recurrent code violations. These CHHAs, LTHHCPs, and LHCSAs have all been

in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed.

The NYSDOH Division of Adult Care Facilities and Assisted Living Surveillance reviewed the compliance history of the five (5) ACFs and ALPs located in New York State operated by DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

An enforcement action was taken in November, 2012, against Glenwell Adult Home / Assisted Living Program in Cheektowaga, New York, based on a September 2011 inspection citing violations in the area of Endangerment. A \$25,000 civil penalty was imposed.

An enforcement action was taken in February, 2015, against Kenwell Adult Home / Assisted Living Program in Kenmore, New York, based on September 2012, January 2013, and August 2013 inspections citing violations in the area of Resident Services. A \$10,000 civil penalty was imposed.

An enforcement action was taken in October, 2011, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a July 2011 inspection citing violations in the area of Endangerment in Supervision. A \$1000 civil penalty was imposed.

A second enforcement action was taken in November, 2012, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a November 2011 inspection citing violations in the area of Endangerment. A \$4000 civil penalty was imposed.

A third enforcement action was taken in August, 2013, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on August 2011, and December 2011 inspections citing violations in the areas of Resident Services and Food Services. An \$1800 civil penalty was imposed.

The two (2) remaining New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., (Horizons Adult Home / Assisted Living Program, and Westwood Adult Home) do not have any enforcement history to report. It has been determined that the five (5) New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., are now in substantial compliance with all applicable codes, rules, and regulations, with no additional enforcement or administrative actions imposed.

The NYSDOH Office of Health Insurance Program's Bureau of Managed Care Certification and Surveillance reviewed the compliance history of the affiliated HealthNow New York, Inc., for the time period April 1, 2002 to April 10, 2008. It has been determined that this affiliated managed care plan was in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed, during that time period.

The New York State Office of Mental Health's Bureau of Inspection and Certification reviewed the compliance history of each of the affiliated mental health providers and residences located in New York State operated within the corporate structure of DePaul Community Services, Inc., an affiliate of DePaul Adult Care Communities, Inc., for the time period April 2009 to present. It has been determined that the mental health providers and residences in New York State affiliated with DePaul Community Services, Inc., were all in substantial compliance with all applicable codes, rules, and regulations, with no enforcement sanctions or administrative action imposed, during that time period.

Out of state compliance requests were sent to North Carolina for each of the twelve (12) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present. An out of state compliance request was also sent to South Carolina for the one (1) licensed ACF/ALP

located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

South Carolina has reported that the one (1) licensed ACF/ALP located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., has had no enforcement actions imposed within the previous twelve (12) months (the only reporting period South Carolina provides) and is considered to be in good standing with the South Carolina Department of Health and Environmental Control.

North Carolina has reported that only one (1) of the twelve (12) licensed ACFs/ALPs in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., has had an enforcement action since April 2009.

An enforcement action was taken in February, 2010, against Greenbrier Adult Home / Assisted Living Program located in Fairmont, North Carolina, based on a January 2009 survey citing violations in the area of Medication Administration. A \$2,000 civil penalty was imposed.

The North Carolina Department of Health and Human Services reports that the remaining eleven (11) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., have had no enforcement actions imposed since April 2009.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: L. Woerner, Inc. d/b/a HCR/HCR Home Care
Address: Plattsburgh
County: Clinton
Structure: For-Profit Corporation
Application Number: 2504-L

Description of Project:

L. Woerner, Inc. d/b/a HCR/HCR Home Care, a for-profit corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 4,000,000 shares of stock with 2,464,344 shares of stock currently issued, and the remaining 1,535,656 shares of stock currently held in Treasury as non-unissued shares. Of the 2,464,344 shares of stock currently issued, the stockholders and stock distribution are as follows:

Employee Stock Ownership Plan Trust – 1,749,604 shares (71.00%)
Louise Woerner – 230,180 shares (9.34%)
Don H. Kollmorgen – 233,824 shares (9.49%)
Lawrence Peckham – 248,236 shares (10.07%)
Clayton Osborne – 2,500 shares (0.10%)

The Trustees of the Employee Stock Ownership Plan Trust (71.00 % stockholder) will be as follows:

Louise Woerner
Chief Executive Officer, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliations: HealthNow New York, Inc., Buffalo
(Managed Care Plan) – 4/1/02 to 4/10/08

Duane E. Tolander, CPA (Iowa)
Partner / Managing Director, HDH Advisors, LLC,
West Des Moines, Iowa (Financial Advisory
Services / Professional Consulting / Corporate and
Business Valuations / Litigation Support); Trustee,
Bestcare, Inc. (LHCSA) Employee Stock
Ownership Plan Trust

The members of Board of Directors of L. Woerner, Inc., d/b/a HCR / HCR Home Care, are as follows:

Louise Woerner, Chairperson, Secretary, Treasurer
(9.34% stockholder)
Disclosed above

Don H. Kollmorgen (9.49% stockholder)
Retired

Lawrence L. Peckham (10.07% stockholder)
Retired

Joseph J. Castiglia, CPA
Retired

Clayton H. Osborne, MSW, LCSW (0.10%
stockholder)
Retired Vice President of Human Resources and
Talent Management, Bausch and Lomb (Vision
Products Manufacturer)

An additional officer of L. Woerner, Inc., d/b/a HCR / HCR Home Care, who is neither a stockholder, trustee, nor board member, is as follows:

Mary Elizabeth Zicari, RN
President / Administrator, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliation: DePaul Adult Care Communities, Inc.,
Rochester (licensed ACFs/ALPs, in New York
State, North Carolina, and South Carolina) – April
2009 to present

The Office of the Professions of the New York State Education Department indicates no issues with the RN license of Mary Elizabeth Zicari, the CPA license of Joseph Castiglia, or the LCSW license of Clayton Osborne.

The Professional Licensing Bureau of the State of Iowa indicates no issues with the CPA license of Duane Tolander.

In addition, a search of all of the above named stockholders, trustees, board members, officers, employers, and health care affiliations revealed no matches on either the New York State Medicaid Disqualified Provider List or the federal Office of the Inspector General's Provider Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 176 US Oval, Suite 3, Plattsburgh, New York 12903:

Clinton	Franklin	Essex
Hamilton	Warren	Washington
St. Lawrence		

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Medical Social Services	Nutrition
Housekeeper		

A seven (7) year review of the operations of the following facilities/agencies was performed as part of this review (unless otherwise noted):

L. Woerner, Inc., d/b/a HCR / HCR Home Care
Bestcare, Inc. (2011 – Present)
HealthNow New York, Inc. (Managed Care Plan, 2002 – 2008)
DePaul Adult Care Communities, Inc. (2009 – Present)
DePaul Community Services, Inc. (2009 – Present)

The NYSDOH Division of Home and Community Based Services reviewed the compliance history of the CHHAs and LHCSAs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period 2008 to present, and the LTHHCPs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period May 2010 (establishment of the first HCR / HCR Home Care LTHHCP) to present.

The Division of Home and Community Based Services also reviewed the compliance history of the LHCSAs operated by Bestcare, Inc., for the time period 2011 (when Mr. Tolander began serving as a Trustee of Bestcare's Employee Stock Ownership Plan Trust) to present.

It has been determined that the L. Woerner, Inc., d/b/a HCR / HCR Home Care CHHAs, LTHHCPs, and LHCSAs, plus the affiliated Bestcare, Inc., LHCSAs, have all exercised

sufficient supervisory responsibility to protect the health, safety and welfare of patients and to prevent any recurrent code violations. These CHHAs, LTHHCPs, and LHCSAs have all been in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed.

The NYSDOH Division of Adult Care Facilities and Assisted Living Surveillance reviewed the compliance history of the five (5) ACFs and ALPs located in New York State operated by DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

An enforcement action was taken in November, 2012, against Glenwell Adult Home / Assisted Living Program in Cheektowaga, New York, based on a September 2011 inspection citing violations in the area of Endangerment. A \$25,000 civil penalty was imposed.

An enforcement action was taken in February, 2015, against Kenwell Adult Home / Assisted Living Program in Kenmore, New York, based on September 2012, January 2013, and August 2013 inspections citing violations in the area of Resident Services. A \$10,000 civil penalty was imposed.

An enforcement action was taken in October, 2011, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a July 2011 inspection citing violations in the area of Endangerment in Supervision. A \$1000 civil penalty was imposed.

A second enforcement action was taken in November, 2012, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a November 2011 inspection citing violations in the area of Endangerment. A \$4000 civil penalty was imposed.

A third enforcement action was taken in August, 2013, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on August 2011, and December 2011 inspections citing violations in the areas of Resident Services and Food Services. An \$1800 civil penalty was imposed.

The two (2) remaining New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., (Horizons Adult Home / Assisted Living Program, and Westwood Adult Home) do not have any enforcement history to report. It has been determined that the five (5) New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., are now in substantial compliance with all applicable codes, rules, and regulations, with no additional enforcement or administrative actions imposed.

The NYSDOH Office of Health Insurance Program's Bureau of Managed Care Certification and Surveillance reviewed the compliance history of the affiliated HealthNow New York, Inc., for the time period April 1, 2002 to April 10, 2008. It has been determined that this affiliated managed care plan was in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed, during that time period.

The New York State Office of Mental Health's Bureau of Inspection and Certification reviewed the compliance history of each of the affiliated mental health providers and residences located in New York State operated within the corporate structure of DePaul Community Services, Inc., an affiliate of DePaul Adult Care Communities, Inc., for the time period April 2009 to present. It has been determined that the mental health providers and residences in New York State affiliated with DePaul Community Services, Inc., were all in substantial compliance with all applicable codes, rules, and regulations, with no enforcement sanctions or administrative action imposed, during that time period.

Out of state compliance requests were sent to North Carolina for each of the twelve (12) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul

Adult Care Communities, Inc., for the time period April 2009 to present. An out of state compliance request was also sent to South Carolina for the one (1) licensed ACF/ALP located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

South Carolina has reported that the one (1) licensed ACF/ALP located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., has had no enforcement actions imposed within the previous twelve (12) months (the only reporting period South Carolina provides) and is considered to be in good standing with the South Carolina Department of Health and Environmental Control.

North Carolina has reported that only one (1) of the twelve (12) licensed ACFs/ALPs in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., has had an enforcement action since April 2009.

An enforcement action was taken in February, 2010, against Greenbrier Adult Home / Assisted Living Program located in Fairmont, North Carolina, based on a January 2009 survey citing violations in the area of Medication Administration. A \$2,000 civil penalty was imposed.

The North Carolina Department of Health and Human Services reports that the remaining eleven (11) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., have had no enforcement actions imposed since April 2009.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: L. Woerner, Inc. d/b/a HCR/HCR Home Care
Address: Canastota
County: Madison
Structure: For-Profit Corporation
Application Number: 2505-L

Description of Project:

L. Woerner, Inc. d/b/a HCR/HCR Home Care, a for-profit corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 4,000,000 shares of stock with 2,464,344 shares of stock currently issued, and the remaining 1,535,656 shares of stock currently held in Treasury as non-unissued shares. Of the 2,464,344 shares of stock currently issued, the stockholders and stock distribution are as follows:

Employee Stock Ownership Plan Trust – 1,749,604 shares (71.00%)
Louise Woerner – 230,180 shares (9.34%)
Don H. Kollmorgen – 233,824 shares (9.49%)
Lawrence Peckham – 248,236 shares (10.07%)
Clayton Osborne – 2,500 shares (0.10%)

The Trustees of the Employee Stock Ownership Plan Trust (71.00 % stockholder) will be as follows:

Louise Woerner
Chief Executive Officer, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliations: HealthNow New York, Inc., Buffalo
(Managed Care Plan) – 4/1/02 to 4/10/08

Duane E. Tolander, CPA (Iowa)
Partner / Managing Director, HDH Advisors, LLC,
West Des Moines, Iowa (Financial Advisory
Services / Professional Consulting / Corporate and
Business Valuations / Litigation Support); Trustee,
Bestcare, Inc. (LHCSA) Employee Stock
Ownership Plan Trust

The members of Board of Directors of L. Woerner, Inc., d/b/a HCR / HCR Home Care, are as follows:

Louise Woerner, Chairperson, Secretary, Treasurer
(9.34% stockholder)
Disclosed above

Don H. Kollmorgen (9.49% stockholder)
Retired

Lawrence L. Peckham (10.07% stockholder)
Retired

Joseph J. Castiglia, CPA
Retired

Clayton H. Osborne, MSW, LCSW (0.10%
stockholder)
Retired Vice President of Human Resources and
Talent Management, Bausch and Lomb (Vision
Products Manufacturer)

An additional officer of L. Woerner, Inc., d/b/a HCR / HCR Home Care, who is neither a stockholder, trustee, nor board member, is as follows:

Mary Elizabeth Zicari, RN
President / Administrator, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliation: DePaul Adult Care Communities, Inc.,
Rochester (licensed ACFs/ALPs, in New York
State, North Carolina, and South Carolina) – April
2009 to present

The Office of the Professions of the New York State Education Department indicates no issues with the RN license of Mary Elizabeth Zicari, the CPA license of Joseph Castiglia, or the LCSW license of Clayton Osborne.

The Professional Licensing Bureau of the State of Iowa indicates no issues with the CPA license of Duane Tolander.

In addition, a search of all of the above named stockholders, trustees, board members, officers, employers, and health care affiliations revealed no matches on either the New York State Medicaid Disqualified Provider List or the federal Office of the Inspector General's Provider Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 7080 Commercial Drive, Canastota, New York 13032:

Madison	Onondaga	Cayuga
Oswego	Jefferson	Cortland

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech-Language Pathology
Medical Social Services	Nutrition	Housekeeper

A seven (7) year review of the operations of the following facilities/agencies was performed as part of this review (unless otherwise noted):

L. Woerner, Inc., d/b/a HCR / HCR Home Care
Bestcare, Inc. (2011 – Present)
HealthNow New York, Inc. (Managed Care Plan, 2002 – 2008)
DePaul Adult Care Communities, Inc. (2009 – Present)
DePaul Community Services, Inc. (2009 – Present)

The NYSDOH Division of Home and Community Based Services reviewed the compliance history of the CHHAs and LHCSAs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period 2008 to present, and the LTHHCPs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period May 2010 (establishment of the first HCR / HCR Home Care LTHHCP) to present.

The Division of Home and Community Based Services also reviewed the compliance history of the LHCSAs operated by Bestcare, Inc., for the time period 2011 (when Mr. Tolander began serving as a Trustee of Bestcare's Employee Stock Ownership Plan Trust) to present.

It has been determined that the L. Woerner, Inc., d/b/a HCR / HCR Home Care CHHAs, LTHHCPs, and LHCSAs, plus the affiliated Bestcare, Inc., LHCSAs, have all exercised sufficient supervisory responsibility to protect the health, safety and welfare of patients and to prevent any recurrent code violations. These CHHAs, LTHHCPs, and LHCSAs have all been

in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed.

The NYSDOH Division of Adult Care Facilities and Assisted Living Surveillance reviewed the compliance history of the five (5) ACFs and ALPs located in New York State operated by DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

An enforcement action was taken in November, 2012, against Glenwell Adult Home / Assisted Living Program in Cheektowaga, New York, based on a September 2011 inspection citing violations in the area of Endangerment. A \$25,000 civil penalty was imposed.

An enforcement action was taken in February, 2015, against Kenwell Adult Home / Assisted Living Program in Kenmore, New York, based on September 2012, January 2013, and August 2013 inspections citing violations in the area of Resident Services. A \$10,000 civil penalty was imposed.

An enforcement action was taken in October, 2011, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a July 2011 inspection citing violations in the area of Endangerment in Supervision. A \$1000 civil penalty was imposed.

A second enforcement action was taken in November, 2012, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a November 2011 inspection citing violations in the area of Endangerment. A \$4000 civil penalty was imposed.

A third enforcement action was taken in August, 2013, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on August 2011, and December 2011 inspections citing violations in the areas of Resident Services and Food Services. An \$1800 civil penalty was imposed.

The two (2) remaining New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., (Horizons Adult Home / Assisted Living Program, and Westwood Adult Home) do not have any enforcement history to report. It has been determined that the five (5) New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., are now in substantial compliance with all applicable codes, rules, and regulations, with no additional enforcement or administrative actions imposed.

The NYSDOH Office of Health Insurance Program's Bureau of Managed Care Certification and Surveillance reviewed the compliance history of the affiliated HealthNow New York, Inc., for the time period April 1, 2002 to April 10, 2008. It has been determined that this affiliated managed care plan was in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed, during that time period.

The New York State Office of Mental Health's Bureau of Inspection and Certification reviewed the compliance history of each of the affiliated mental health providers and residences located in New York State operated within the corporate structure of DePaul Community Services, Inc., an affiliate of DePaul Adult Care Communities, Inc., for the time period April 2009 to present. It has been determined that the mental health providers and residences in New York State affiliated with DePaul Community Services, Inc., were all in substantial compliance with all applicable codes, rules, and regulations, with no enforcement sanctions or administrative action imposed, during that time period.

Out of state compliance requests were sent to North Carolina for each of the twelve (12) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present. An out of state compliance request was also sent to South Carolina for the one (1) licensed ACF/ALP

located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

South Carolina has reported that the one (1) licensed ACF/ALP located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., has had no enforcement actions imposed within the previous twelve (12) months (the only reporting period South Carolina provides) and is considered to be in good standing with the South Carolina Department of Health and Environmental Control.

North Carolina has reported that only one (1) of the twelve (12) licensed ACFs/ALPs in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., has had an enforcement action since April 2009.

An enforcement action was taken in February, 2010, against Greenbrier Adult Home / Assisted Living Program located in Fairmont, North Carolina, based on a January 2009 survey citing violations in the area of Medication Administration. A \$2,000 civil penalty was imposed.

The North Carolina Department of Health and Human Services reports that the remaining eleven (11) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., have had no enforcement actions imposed since April 2009.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: GM Family Resources, Inc.
Address: Staten Island
County: Richmond
Structure: For-Profit Corporation
Application Number: 2521-L

Description of Project:

GM Family Resources, Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of stock which are owned as follows: Yue Mei Meng owns 51 shares and Guo Ping Liu owns 49 shares. The remaining 100 shares are unissued.

The Board of Directors of GM Family Resources, Inc. comprises the following individuals:

Yue Mei Meng, HHA/PCA, President/Treasurer
New York State License in Nail Specialty
Owner/Manager, Garden Rose Nails, Inc.
HHA, LH Wellbeing Care, Inc.

Guo Ping Liu, HHA/PCA, Vice President/Secretary
Manager of Facility/Billing Director, LH Wellbeing Care, Inc.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The New York State Home Care Registry indicates no issues with the licenses of the healthcare professionals associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 1057 Olympia Boulevard, Staten Island, New York 10306:

Richmond	Kings	Queens
New York	Bronx	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Edira Family Home Care LLC
Address: Jamaica
County: Queens
Structure: Limited Liability Company
Application Number: 2546-L

Description of Project:

Edira Family Home Care LLC, a limited liability company, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The membership of Edira Family Home Care LLC comprises the following individuals:

Irina Korneyeva – 50%
Patient Service Coordinator, Geriatric Resource

Larisa Shusterman, RN – 50%
Director of Patient Services, Geriatric Resource

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the license of the healthcare professional associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 82-08 135th Street, #3M, Jamaica, New York 11435:

Queens	Kings	New York
Bronx	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
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Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 26, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Exceptional Home Care Services Inc.
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2573-L

Description of Project:

Exceptional Home Care Services Inc., a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The applicant has authorized 200 shares of common stock which are owned as follows:

Esmira Yusufova, RN – 200 Shares

The following individual is the sole member of Board of Directors of Exceptional Home Care Services Inc.:

Esmira Yusufova, RN – President
Nurse Educator and Utilization Management Review Nurse, Village Care

Office of the Professions of the State Education Department indicates no issues with the licensure of the health professional associated with this application.

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 1825 Coney Island Avenue, 2nd FL FR Brooklyn, New York 11230:

Bronx	Kings	New York	Queens
Richmond			

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
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Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 30, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Albemarle Terrace, Inc. d/b/a Terrace Home Care
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2300-L

Description of Project:

Albemarle Terrace, Inc. d/b/a Terrace Home Care, a business corporation, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

This LHCSA will be associated with the Assisted Living Program to be operated by Albemarle Terrace, Inc. d/b/a Albemarle Terrace Assisted Living.

The applicant has authorized 200 shares of stock, which are owned as follows:

Moses J. Scharf – 200 shares

The Board of Directors of Albemarle Terrace, Inc. d/b/a Terrace Home Care is comprised by the following individuals:

Moses J. Scharf – President/Board Member
Owner/Operator, Ateret Avoth, LLC

Elisa H. Stern, LCSW – Board Member
Director of Supportive Serviced Project for
Holocaust Survivors, Bikur Cholim Chesed
Organization

Joel E. Shafran – Secretary/Treasurer/Board Member
President/JM Management of N.Y. Corp.

Allen Spielman – Board Member
Administrator/Director of Operations, New
Century Home Care

Temi Fink – Board Member
Director of Community Outreach, New Century Home
Care

Eliyahu Scharf – Board Member
Manager, Ateret Avoth, LLC

The Office of the Professions of the State Education Department indicates no issues with the licensure of the health professional associated with this application.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 385 McDonald Avenue, Brooklyn, New York 11219.

Bronx	Kings	New York	Richmond
Queens			

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care	Occupational Therapy
Respiratory Therapy	Physical Therapy	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper	Speech Language Pathology

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 27, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Samuel Konig d/b/a Park Inn Home Care
Address: Rockaway Park
County: Queens
Structure: Sole Proprietorship
Application Number: 2605-L

Description of Project:

Samuel Konig d/b/a Park Inn Home Care, a sole proprietorship, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

This LHCSA will be associated with the Assisted Living Program to be operated by Samuel Konig d/b/a Park Inn Assisted Living.

The sole proprietor of Samuel Konig d/b/a Park Inn Home Care is the following individual:

Samuel Konig
Owner/Operator, Park Inn Home (Adult Home, 1978 – Present)

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 115-02 Ocean Promenade, Rockaway Park, New York 11694:

Queens	Bronx	Kings
New York	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

Park Inn Home

The information provided by the Division of Adult Care Facilities and Assisted Living Surveillance has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 17, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Azor Care at Home, Inc. d/b/a Azor Home Care
 Address: New Rochelle
 County: Westchester
 Structure: Not-for-Profit
 Application Number: 2158-L

Description of Project:

Azor Care at Home, Inc. d/b/a Azor Home Care, a not-for-profit corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

Azor Home Care, Inc., a business corporation, was previously approved as a home care services agency by the Public Health Council at its March 20, 1998 meeting and subsequently licensed as 0587L001 on June 18, 1999. Approval is sought for the conveyance of the interests in Azor Home Care, Inc. including the operations of the Licensed Home Care Services Agency to Azor Care at Home, Inc. All other aspects of the operations will remain the same.

Azor Care at Home, Inc. previously received approval by the Public Health Council for the change of ownership from the Azor Home Care, Inc. to Azor Care at Home, Inc. at the May 8, 2009 Public Health Council meeting under application number 1699L. The applicant did not finalize the approval with the regional office and that application was withdrawn from consideration.

The proposed Board of Directors of Azor Care at Home, Inc. d/b/a Azor Home Care is comprised of the following individuals:

<p>Rita C. Mabli, LNHA, President President/CEO, United Hebrew Geriatric Center</p> <p><u>Affiliations:</u> United Hebrew Geriatric Center (2007 – Present)</p>	<p>Michael R. Rozen, Chairman Retired</p> <p><u>Affiliations:</u> United Hebrew Geriatric Center (2002 – Present)</p>
<p>Malcolm H. Lazarus, Vice Chairman Chairman, Polished Metals Ltd, Inc.</p> <p><u>Affiliations:</u> United Hebrew Geriatric Center (1981 – Present)</p>	<p>Donald Duberstein, Secretary President, The Duberstein Organization, Ltd.</p> <p><u>Affiliations:</u> United Hebrew Geriatric Center (1978 – Present)</p>
<p>Linda Forman, Treasurer Senior Advisor to the President, United Hebrew Geriatric Center</p>	

The Bureau of Professional Credentialing has indicated that the Licensed Nursing Home Administrator associated with this application holds a Nursing Home Administrator license in good standing and the Board of Examiners of Nursing Home Administrators has never taken disciplinary action against this individual or their license.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to continue to serve the residents of the following counties from an office located at 391 Pelham Road, New Rochelle, New York 10805:

New York
Bronx

Kings
Richmond

Queens
Westchester

The applicant proposes to continue to provide the following health care services:

Nursing
Physical Therapy

Home Health Aide
Occupational Therapy

Personal Care
Speech-Language Pathology

A seven (7) year review of the operations of the following facilities/agencies was performed as part of this review (unless otherwise noted):

United Hebrew Geriatric Center

The information provided by the Bureau of Quality Assurance for Nursing Homes has indicated that the residential health care facility reviewed has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval

Date: August 24, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Marquis Home Care, LLC
Address: Bardonia
County: Rockland
Structure: Limited Liability Company
Application Number: 2188L

Description of Project:

Marquis Home Care, LLC, a limited liability company, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

All Pro Home & Health Care Services, Inc. was previously approved as a home care services agency by the Public Health Council at its July 21, 2005 meeting and subsequently licensed as 9655L001 and 9655L002. Subsequently, All Pro Home & Health Care Services, Inc submitted LHCSA application number 1842L for a change in stock ownership which was contingently approved by the Public Health and Health Planning Council at the June 16, 2011 meeting, but the applicant never finalized the approval process for this change of ownership.

Marquis Home Care, LLC entered into a management agreement with All Pro Home & Health Care Services, Inc. which has been approved by the Department of Health.

The members of Marquis Home Care, LLC are:

Eric Newhouse, Esq. – 75%
CEO, MedWiz Solutions

Neil Zelman – 25%
Chief of Operations, Adult Care Management, LLC

Affiliations:
The Eliot at Erie Station ALP (2007-present)
The Eliot at Catskill (8/2010- present)

Affiliations:
The Eliot at Erie Station ALP (2011-present)
The Eliot at Catskill (8/2010- present)

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

A Certificate of Good Standing has been received for Eric Newhouse, Esq.

The applicant proposes to serve the residents of the counties indicated below from offices located at the addresses specified.

230 North Main St., Spring Valley, NY 10977

Rockland Orange Nassau Suffolk

440 Beach 21st St., Far Rockaway, NY 11691

Queens
Bronx

Kings
Richmond

New York
Westchester

The applicant proposes to provide the following health care services:

Nursing
Physical Therapy
Speech-Language Pathology
Housekeeper

Home Health Aide
Respiratory Therapy
Nutrition

Personal Care
Occupational Therapy
Homemaker

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

The Eliot at Erie Station ALP
The Eliot at Catskill (8/2010 to present)

The Eliot at Erie Station was fined ten thousand dollars (\$10,000) pursuant to a stipulation and order dated July 6, 2010 for inspection findings of September 29, 2009 for violations of Article 7 of the Social Services Law and 18 NYCRR 487 Standards for Adult Homes.

The information provided by the Division of Adult Care Facilities and Assisted Living Surveillance unit has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 25, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Paramount Homecare Agency, Inc.
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2436-L

Description of Project:

Paramount Homecare Agency, Inc. a business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

Paramount Homecare Agency, Inc. was previously approved as a home care services agency by the Public Health and Health Planning Council at its December 8, 2011 meeting and subsequently licensed 1952L001. At that time it was owned as follows: Michael Pinter – 100 Shares and Reuben Grabel – 100 Shares.

Through a Stock Purchase Agreement, Roman Offengeym will become the sole stock holder of Paramount Homecare Agency, Inc.

The applicant has authorized 200 shares of stock, which will be owned as follows:

Roman Offengeym, LPN – 200 Shares

The following individual will be the sole member of Board of Directors of Paramount Homecare Agency, Inc.:

Roman Offengeym, LPN – President/Secretary
Administrator, Paramount Home Care Agency, Inc.

The Office of the Professions of the State Education Department indicate no issues with the licensure of the health professional associated with this application.

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to continue to serve the residents of the following counties from an office located at 1711 Kings Highway, Suite 2, Brooklyn, New York 11229.

Kings	Queens	Bronx
New York	Richmond	Nassau

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care	Medical Social Services
Occupational Therapy	Homemaker	Housekeeper	Speech-Language Pathology
Physical Therapy	Nutrition		

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: July 17, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Kirenaga Home Care Manhattan, Inc. d/b/a Synergy HomeCare
Address: New York
County: New York
Structure: For-Profit Corporation
Application Number: 2441-L

Description of Project:

Kirenaga Home Care Manhattan, Inc. d/b/a Synergy HomeCare, a business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

SonicLeibs, Inc. was previously approved as a home care services agency by the Public Health and Health Planning Council at its February 7, 2013 meeting and subsequently licensed as 1979L001. At that time SonicLeibs, Inc. d/b/a Synergy HomeCare was solely owned by David S. Muson.

The applicant has authorized 200 shares of stock which are solely owned by Kirenaga Home Care, LLC.

The Board of Directors of Kirenaga Home Care Manhattan, Inc. comprises the following individual:

David Muson, President
FINRA, Series 7, 63, 79
Operator, SonicLeibs d/b/a Synergy HomeCare

Affiliations:

SonicLeibs d/b/a Synergy HomeCare (2013 – Present)
Synergy HomeCare of Hudson County (2011 – 2014)

The membership of Kirenaga Home Care, LLC comprises the following:

Kirenaga Partners, LLC – 99%	David Muson – 1%
	Disclosed Above

The membership of Kirenaga Partners, LLC comprises the following:

Kirenaga Management, LLC – 30%	Solely Economic Investors – 70%
	Non-Voting/Non-Operating members

The membership of Kirenaga Management, LLC comprises the following:

Kirenaga, Inc. – 33.33%	David Muson, Inc. – 33.33%
	Disclosed Above

Berland Investments Incorporated – 33.33%

Kirenaga, Inc. has authorized 1,500 shares of stock which are solely owned by David Scalzo.

The Board of Directors of Kirenaga, Inc. comprises the following individual:

David Scalzo, MBA
Founder/President, Kirenaga Partners, LLC

David Muson, Inc. has authorized 200 shares of stock, which are solely owned by David Muson.

The Board of Directors of David Muson, Inc. comprises the following individual:

David Muson
Disclosed Above

Berland Investments Incorporated has authorized 1,000 shares of stock, which are solely owned by Terrance Berland.

The Board of Directors of Berland Investments Incorporated comprises the following individual:

Terrance Berland, MBA
Former Senior Management Associate, Bridgewater Associates, LP

Affiliations:

Stamford Health System (2003 – 2009, 2014 – Present)

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 575 Lexington Avenue, New York, New York 10022:

New York	Bronx	Queens
Kings	Richmond	Westchester

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Speech-Language Pathology
Medical Social Services	Nutrition	Homemaker
Housekeeper		

A seven (7) year review of the operations of the following facilities/ agencies was performed as part of this review (unless otherwise noted):

SonicLiefs d/b/a Synergy HomeCare (2013 – Present)
Synergy HomeCare of Hudson County (2011 – 2014, New Jersey)
Stamford Health System (2008 – 2009, 2014 – Present, Connecticut)

The information provided by the Division of Home and Community Based Services has indicated that home care agency has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the New Jersey Office of the Attorney General, Division of Consumer Affairs Office of Consumer Protection has indicated that Synergy HomeCare of Hudson County has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the State of Connecticut Department of Public Health, Division of Health Systems Regulation indicated that there were not any enforcement actions and the Stamford Health System has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: September 8, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: CareGuardian, Inc. d/b/a Hometeam
Address: New York
County: New York
Structure: For-Profit Corporation
Application Number: 2501-L

Description of Project:

CareGuardian, Inc. d/b/a Hometeam, a Delaware business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

New Universal Home Care, Inc. was previously approved as a home care services agency by the Public Health and Health Planning Council at its October 6, 2011 meeting and subsequently licensed 1764L001. At that time it was owned as follows: Felix Salinas – 200 Shares.

CareGuardian, Inc. d/b/a Hometeam has obtained a Certificate of Authority to Do Business in New York State from the New York State Department of State.

The applicant has authorized 2,930,052 shares of stock of which 1,500,000 shares are Common Stock. 1,072,909 shares are Preferred Stock and 357,143 Employee Incentive Stock Options which are owned as follows:

Josh M. Bruno – 1,200,000 Shares Common Stock	Akash A. Shah – 300,000 Shares Common Stock
Lux Capital LP – 515,855 Shares Preferred Stock	IA Ventures Strategies Fund II LP – 533,509 Shares Preferred Stock

In addition, the applicant has authorized 357,143 shares of Employee Incentive Stock Options with 91,124 issued with the remaining 266,019 shares unissued. No individuals owns 10% or more of the issued shares.

The Managing Partner of IA Ventures Strategies Fund II LP is:

Bradford W. Gillespie

The Principal of Lux Capital LP is:

Adam L. Goulburn, Ph.D.

The proposed Board of Directors of CareGuardian, Inc. d/b/a Hometeam comprises the following individuals:

Josh M. Bruno – President Co-Founder and CEO, CareGuardian, Inc. Operations Consultant, Home Care Agency Consultant	Akash A. Shah Co-Founder and COO, CareGuardian, Inc. Operations & IT Consultant, Healthcare Services Consultant
Bradford W. Gillespie – Board Member Managing Partner, IA Ventures Strategies Fund II, LP	Adam L. Goulburn, Ph.D. – Board Member Principal, Lux Capital LP

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The response received from the New Jersey Office of the Attorney General, Division of Consumer Affairs, Office of Consumer Protection Responses indicated that CareGuardian, Inc. is currently active and that they have exercised sufficient supervisory responsibility to protect the health, safety and welfare of patients.

The applicant disclosed that they have recently been granted a home care agency license in the State of Pennsylvania in preparation to begin operations in 2015.

The applicant proposes to continue to serve the residents of the following counties from an office located at 740 Broadway #1203, New York, New York 10003.

New York Kings Queens Bronx Richmond

The applicant proposes to provide the following health care services:

Nursing Personal Care Homemaker

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 18, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Better Choice Home Care, Inc.
Address: Brooklyn
County: Kings
Structure: For-Profit Corporation
Application Number: 2542-L

Description of Project:

Better Choice Home Care, Inc., a business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

Reliable Choice Home Health Care, Inc. was previously approved as a home care services agency by the Public Health and Health Planning Council at its August 4, 2011 meeting and was subsequently licensed as 1737L001.

The applicant has authorized 200 Shares of stock which are owned as follows:

David Li – 200 Shares

The Board of Directors of Better Choice Home Care, Inc. is comprised of the following individual:

David Li, CEO/President/Director
Licensed Acupuncturist, D.L. Acupuncture

A search for David Li named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The Office of the Professions of the State Education Department indicates no issues with the licensure of the health professional associated with this application.

The applicant proposes to continue to serve the residents of the following counties from an office located at 7104 18th Avenue, Brooklyn, New York 11204:

Bronx	Kings	New York	Queens
Richmond	Nassau		

The applicant proposes to continue to provide the following health care services:

Nursing	Home Health Aide	Personal Care	Medical Social Services
Occupational Therapy	Respiratory Therapy	Audiology	Speech-Language Pathology
Physical Therapy	Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 18, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: All Boro Home Care, Inc.
Address: Flushing
County: Queens
Structure: For-Profit Corporation
Application Number: 2547-L

Description of Project:

All Boro Home Care, Inc., a business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

YWCA of Queens, Inc. d/b/a Y Evergreen Care, a not-for-profit corporation, was previously approved as a home care services agency by the Public Health Council at its March 2, 2007 meeting and subsequently licensed 1467L001.

Through a Purchase and Sale Agreement the applicant proposes to purchase the Licensed Home Care Services Agency currently operated by YWCA of Queens, Inc. d/b/a Y Evergreen Care

The applicant has authorized 200 Shares of stock which are owned as follows:

Yong Ho Lee – 10 Shares

190 shares remain unissued.

The Board of Directors of All Boro Home Care, Inc. is comprised of the following individual:

Yong Ho Lee – Director
President, X-Treme Care, LLC

Affiliations:

- X-Treme Care, LLC (LHCSA)
- Agewell New York, Inc. (MLTCP)
- Cassena at Norwalk (CT – Nursing and Rehab Facility: 2010 - Present)

A search for Yong Ho Lee named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

A seven (7) year review of the operations of the following facilities was performed as part of this review (unless otherwise noted):

- X-Treme Care, LLC (LHCSA)
- Agewell New York, Inc. (MLTCP)
- Cassena at Norwalk (CT – Nursing and Rehab Facility: 2010 - Present)

The information provided by the Office of Managed Care has indicated that the MLTC plan has provided sufficient supervision to prevent harm to the health, safety and welfare of patients and to prevent recurrent code violations.

The information provided by the Division of Home and Community Based Services has indicated that the home care agency has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the State of Connecticut, Department of Public Health, Facility Licensing and Investigation Section has indicated that Cassena at Norwalk holds a current valid license and that all license entities must adhere to a minimum standard dictated by the Public Health Care of the State of Connecticut.

The applicant proposes to serve the residents of the following counties from an office located at 149-06 41st Avenue, 2nd Floor, Flushing, New York 11355:

Bronx	Kings	New York	Queens
Richmond	Westchester		

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care	Speech-Language Pathology
Occupational Therapy	Physical Therapy	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 21, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Surfside Manor Home for Adults Licensed Home Care Services Agency, LLC d/b/a ExtraCare Home Care Agency
Address: Rockaway Beach
County: Queens
Structure: Limited Liability Company
Application Number: 2554-L

Description of Project:

Surfside Manor Home for Adults Licensed Home Care Services Agency, LLC d/b/a ExtraCare Home Care Agency, a limited liability company, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

Surfside Manor Home for Adults Licensed Home Care Services Agency, LLC d/b/a ExtraCare Home Care Agency was previously approved as a home care services agency by the Public Health Council at its May 16, 2003 meeting and subsequently licensed 1150L001. At that time the membership of the LLC consisted of Bert Fried and Tivadar Marcovici with both individuals owning a 50% membership interest. Subsequently, the agency submitted a Transfer of Ownership Interest Notice in which 9.9% of membership was transferred to Daniel Lifschutz. Therefore, the current membership of this LLC is Bert Fried – 45.05%, Tivadar Marcovici – 45.05% and Daniel Lifschutz – 9.9%. The purpose of the application is transfer the remaining 90.9% ownership interest to Mr. Lifschutz

The proposed sole member of Surfside Manor Home for Adults Licensed Home Care Services Agency, LLC d/b/a ExtraCare Home Care Agency is as follows:

Daniel Lifschutz

Director: Overseeing Operations, Surfside Manor Home for Adults Licensed Home Care Services Agency, LLC d/b/a ExtraCare home Care Agency

Affiliations:

- Kings Adult Care Center (February 2010 – Present)
- Promenade Rehabilitation and Health Care Center (July 2007 – Present)

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

A seven year review was conducted for the following healthcare facilities:

- Kings Adult Care Center (February 2010 – Present)
- Promenade Rehabilitation and Health Care Center (July 2007 – Present)
- Surfside Manor Home for Adults Licensed Home Care Services Agency, LLC d/b/a ExtraCare Home Care Agency (January 27, 2015 – Present)

The information provided by the Division of Home and Community Based Services has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the Division of Assisted Living has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The Information provided by the Bureau of Quality Assurance for Nursing Homes has indicated that the residential health care facilities reviewed have provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The applicant proposes to continue to serve the residents of the following counties from an office located at 214 Beach 96th Street, Rockaway Beach, New York 11693.

Bronx	Nassau	New York	Kings
Queens	Richmond		

The applicant proposes to continue to provide the following health care services:

Nursing	Home Health Aide	Personal Care	Medical Social Services
Occupational Therapy	Physical Therapy	Nutrition	Speech-Language Pathology

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 6, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Hakuna, Inc.
Address: New York
County: New York
Structure: For-Profit Corporation
Application Number: 2592-L

Description of Project:

Hakuna, Inc., a Delaware business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

Finest Home Care Corp. was previously approved as a home care services agency by the Public Health and Health Planning Council at its December 6, 2012 meeting and subsequently licensed as 1663L001.

The applicant has authorized 10,000,000 shares of stock, which are owned as follows: Kevin Liu owns 1,668,000 shares and the remaining 8,332,000 shares are unissued.

The Board of Directors of Hakuna, Inc. comprises the following individual:

Kevin Liu, MBA, Chairman
Owner/Operator, Hakuna, Inc. (Companion Care Agency, 2014 – Present)

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at 550 West 45th Street, #243, New York, New York 10036:

New York	Kings	Queens
Bronx	Richmond	Westchester

The applicant proposes to provide the following health care services:

Nursing	Home Health Aide	Personal Care
Physical Therapy	Occupational Therapy	Respiratory Therapy
Speech-Language Pathology	Audiology	Medical Social Services
Nutrition	Homemaker	Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: September 3, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: L. Woerner, Inc.d/b/a HCR/HCR Home Care
Address: Batavia
County: Genesee
Structure: For-Profit Corporation
Application Number: 2606-L

Description of Project:

L. Woerner, Inc. d/b/a HCR/HCR Home Care, a business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

L. Woerner, Inc. d/b/a HCR was previously approved as a home care services agency by the Public Health Council at its October 3, 2006 meeting and subsequently licensed as 1477L001 and 1477L002.

L. Woerner, Inc. d/b/a HCR requests approval to add Duane Tolander as a new trustee for their Employee Stock Ownership Plan Trust and to update the current status of the corporation's stockholders, officers, board members and trustees. Mr. Tolander would be an independent trustee, in that he will not also be a stockholder, director, officer, or employee of L. Woerner, Inc., thereby removing any possible conflicts of interest with respect to his management and investment decisions for the funds held in the Employee Stock Ownership Plan Trust. Mr. Tolander is also currently a trustee of the Bestcare, Inc. (LHCSA) Employee Stock Ownership Plan Trust, as approved by PHHPC in 2011. The current proposal also updates the current assumed name (d/b/a) of the corporation, by adding a new additional assumed name (d/b/a) HCR Home Care, to the existing assumed name (d/b/a) HCR.

The corporation L. Woerner, Inc., d/b/a HCR / HCR Home Care, is currently authorized 4,000,000 shares of stock, with 2,464,344 shares of stock currently issued, and the remaining 1,535,656 shares of stock currently held in Treasury as non-unissued shares. Of the 2,464,344 shares of stock currently issued, the stockholders and stock distribution are as follows:

Employee Stock Ownership Plan Trust – 1,749,604 shares (71.00%)
Louise Woerner – 230,180 shares (9.34%)
Don H. Kollmorgen – 233,824 shares (9.49%)
Lawrence Peckham – 248,236 shares (10.07%)
Clayton Osborne – 2,500 shares (0.10%)

The Trustees of the Employee Stock Ownership Plan Trust (71.00 % stockholder) will be as follows:

Louise Woerner
Chief Executive Officer, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliations: HealthNow New York, Inc., Buffalo
(Managed Care Plan) – 4/1/02 to 4/10/08

Duane E. Tolander, CPA (Iowa)
Partner / Managing Director, HDH Advisors, LLC,
West Des Moines, Iowa (Financial Advisory
Services / Professional Consulting / Corporate and
Business Valuations / Litigation Support); Trustee,
Bestcare, Inc. (LHCSA) Employee Stock
Ownership Plan Trust

The members of Board of Directors of L. Woerner, Inc., d/b/a HCR / HCR Home Care, are as follows:

Louise Woerner, Chairperson, Secretary, Treasurer
(9.34% stockholder)
Disclosed above

Don H. Kollmorgen (9.49% stockholder)
Retired

Lawrence L. Peckham (10.07% stockholder)
Retired

Joseph J. Castiglia, CPA
Retired

Clayton H. Osborne, MSW, LCSW (0.10%
stockholder)
Retired Vice President of Human Resources and
Talent Management, Bausch and Lomb (Vision
Products Manufacturer)

An additional officer of L. Woerner, Inc., d/b/a HCR / HCR Home Care, who is neither a
stockholder, trustee, nor board member, is as follows:

Mary Elizabeth Zicari, RN
President / Administrator, L. Woerner, Inc., d/b/a
HCR / HCR Home Care (CHHA, LTHHCP, and
LHCSA)
Affiliation: DePaul Adult Care Communities, Inc.,
Rochester (licensed ACFs/ALPs, in New York
State, North Carolina, and South Carolina) – April
2009 to present

The Office of the Professions of the New York State Education Department indicates no issues
with the RN license of Mary Elizabeth Zicari, the CPA license of Joseph Castiglia, or the LCSW
license of Clayton Osborne.

The Professional Licensing Bureau of the State of Iowa indicates no issues with the CPA license
of Duane Tolander.

In addition, a search of all of the above named stockholders, trustees, board members, officers,
employers, and health care affiliations revealed no matches on either the New York State
Medicaid Disqualified Provider List or the federal Office of the Inspector General's Provider
Exclusion List.

The applicant proposes to serve the residents of the following counties from an office located at
211 East Main Street, Batavia, New York 14020:

Genesee
Wyoming

Monroe

Orleans

85 Metro Park, Rochester, New York 14623:

Monroe
Orleans

Livingston
Wayne

Ontario

The applicant proposes to provide the following health care services:

Nursing
Physical Therapy
Speech-Language Pathology
Medical Equipment and
Supplies

Home Health Aide
Occupational Therapy
Medical Social Services

Personal Care
Respiratory Therapy
Nutrition

A seven (7) year review of the operations of the following facilities/agencies was performed as part of this review (unless otherwise noted):

L. Woerner, Inc., d/b/a HCR / HCR Home Care
Bestcare, Inc. (2011 – Present)
HealthNow New York, Inc. (Managed Care Plan, 2002 – 2008)
DePaul Adult Care Communities, Inc. (2009 – Present)
DePaul Community Services, Inc. (2009 – Present)

The NYSDOH Division of Home and Community Based Services reviewed the compliance history of the CHHAs and LHCSAs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period 2008 to present, and the LTHHCPs operated by L. Woerner, Inc., d/b/a HCR / HCR Home Care, for the time period May 2010 (establishment of the first HCR / HCR Home Care LTHHCP) to present.

The Division of Home and Community Based Services also reviewed the compliance history of the LHCSAs operated by Bestcare, Inc., for the time period 2011 (when Mr. Tolander began serving as a Trustee of Bestcare's Employee Stock Ownership Plan Trust) to present.

It has been determined that the L. Woerner, Inc., d/b/a HCR / HCR Home Care CHHAs, LTHHCPs, and LHCSAs, plus the affiliated Bestcare, Inc., LHCSAs, have all exercised sufficient supervisory responsibility to protect the health, safety and welfare of patients and to prevent any recurrent code violations. These CHHAs, LTHHCPs, and LHCSAs have all been in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed.

The NYSDOH Division of Adult Care Facilities and Assisted Living Surveillance reviewed the compliance history of the five (5) ACFs and ALPs located in New York State operated by DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

An enforcement action was taken in November, 2012, against Glenwell Adult Home / Assisted Living Program in Cheektowaga, New York, based on a September 2011 inspection citing violations in the area of Endangerment. A \$25,000 civil penalty was imposed.

An enforcement action was taken in February, 2015, against Kenwell Adult Home / Assisted Living Program in Kenmore, New York, based on September 2012, January 2013, and August 2013 inspections citing violations in the area of Resident Services. A \$10,000 civil penalty was imposed.

An enforcement action was taken in October, 2011, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a July 2011 inspection citing violations in the area of Endangerment in Supervision. A \$1000 civil penalty was imposed.

A second enforcement action was taken in November, 2012, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on a November 2011 inspection citing violations in the area of Endangerment. A \$4000 civil penalty was imposed.

A third enforcement action was taken in August, 2013, against Woodcrest Commons Adult Home / Assisted Living Program in Henrietta, New York, based on August 2011, and December 2011 inspections citing violations in the areas of Resident Services and Food Services. An \$1800 civil penalty was imposed.

The two (2) remaining New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., (Horizons Adult Home / Assisted Living Program, and Westwood Adult Home) do not have any enforcement history to report. It has been determined that the five (5) New York State ACFs and ALPs operated by DePaul Adult Care Communities, Inc., are

now in substantial compliance with all applicable codes, rules, and regulations, with no additional enforcement or administrative actions imposed.

The NYSDOH Office of Health Insurance Program's Bureau of Managed Care Certification and Surveillance reviewed the compliance history of the affiliated HealthNow New York, Inc., for the time period April 1, 2002 to April 10, 2008. It has been determined that this affiliated managed care plan was in substantial compliance with all applicable codes, rules, and regulations, with no enforcement or administrative action imposed, during that time period.

The New York State Office of Mental Health's Bureau of Inspection and Certification reviewed the compliance history of each of the affiliated mental health providers and residences located in New York State operated within the corporate structure of DePaul Community Services, Inc., an affiliate of DePaul Adult Care Communities, Inc., for the time period April 2009 to present. It has been determined that the mental health providers and residences in New York State affiliated with DePaul Community Services, Inc., were all in substantial compliance with all applicable codes, rules, and regulations, with no enforcement sanctions or administrative action imposed, during that time period.

Out of state compliance requests were sent to North Carolina for each of the twelve (12) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present. An out of state compliance request was also sent to South Carolina for the one (1) licensed ACF/ALP located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., for the time period April 2009 to present.

South Carolina has reported that the one (1) licensed ACF/ALP located in South Carolina that is operated by the affiliated DePaul Adult Care Communities, Inc., has had no enforcement actions imposed within the previous twelve (12) months (the only reporting period South Carolina provides) and is considered to be in good standing with the South Carolina Department of Health and Environmental Control.

North Carolina has reported that only one (1) of the twelve (12) licensed ACFs/ALPs in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., has had an enforcement action since April 2009.

An enforcement action was taken in February, 2010, against Greenbrier Adult Home / Assisted Living Program located in Fairmont, North Carolina, based on a January 2009 survey citing violations in the area of Medication Administration. A \$2,000 civil penalty was imposed.

The North Carolina Department of Health and Human Services reports that the remaining eleven (11) licensed ACFs/ALPs located in North Carolina that are operated by the affiliated DePaul Adult Care Communities, Inc., have had no enforcement actions imposed since April 2009.

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 10, 2015

Licensed Home Care Services Agency
Character and Competence Staff Review

Name of Agency: Allcare Family Services, Inc.
Address: Buffalo
County: Erie
Structure: For-Profit Corporation
Application Number: 151264-E

Description of Project:

Allcare Family Services, Inc., a business corporation, requests approval for a change in ownership of a licensed home care services agency under Article 36 of the Public Health Law.

Allcare Family Services, Inc. was previously approved as a home care services agency by the Public Health Council at its May 23, 1986 meeting and subsequently licensed 0067L001. At that time Joseph LoTempio and Joseph Mosey Jr. each owned 25 shares of stock.

Joseph LoTempio died April 25, 2013 and left his shares of stock to Laura Macy in his Last Will and Testament. Joseph Mosey, Jr. died October 10, 2014 and his shares went to his estate per his Last Will and Testament. The executor of the Estate of Joseph Mosey Jr. advised that they are not interested in staying in the home health care business and proposed that Laura Macy purchase the stock.

The applicant has authorized 200 shares of stock which will be owned as follows:

Laura A. Macy – 50 Shares
Administrator, Officer – Allcare Family Services, Inc.

150 shares of stock remain unissued.

The following individual is the sole member of Board of Directors of Allcare Family Services, Inc.,

Laura A. Macy – President/Secretary/Treasurer
(Previously Disclosed)

A search of the individual named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

The applicant proposes to continue to serve the residents of Erie County from an office located at 625 Delaware Avenue Suite 150, Buffalo, New York 14202.

The applicant proposes to continue to provide the following health care services:

Nursing Home Health Aide Personal Care Housekeeper

Review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a licensed home care services agency.

Contingency

Submission of any and all information requested by the Division of Legal Affairs, in a form and manner acceptable to the Department.

Recommendation: Contingent Approval
Date: August 31, 2015



STATE OF NEW YORK - DEPARTMENT OF HEALTH

M E M O R A N D U M

TO: Public Health and Health Planning Council

FROM: Richard Zahnleuter, General Counsel

DATE: September 11, 2015

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of Housing Works Health Services III, Inc.

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of Housing Works Health Services III, Inc. This not-for-profit corporation seeks approval to change its name to "Housing Works Community Healthcare, Inc." The corporation also seeks approval to include additional purposes. Public Health and Health Planning Council approval for the certificate of amendment is therefore required by Not-for-Profit Corporation Law § 804 (a) and 10 NYCRR § 600.11 (a) (2).

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

Attachments



DELANEY CORPORATE SERVICES, LTD.

99 Washington Ave., Ste. 805A, Albany, NY 12210
800-717-2810 • 518-465-9242 • 518-465-7883 (fax)
nick@delaneycorporate.com

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July 8, 2015

STATE OF NEW YORK DEPARTMENT OF HEALTH
Public Health and Health Planning Council
Corning Tower, 24th Fl.
The Governor Nelson A. Rockefeller Empire State Plaza
Albany, New York 12237
518-473-3233

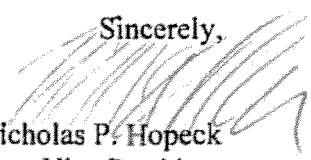
RE: HOUSING WORKS HEALTH SERVICES III, INC.

To whom this may concern:

I hereby respectfully request your consent to the filing of the attached certificate of amendment for the above reference NYS Not-for-Profit Corporation. A copy of all charter documents are attached from the New York Secretary of State.

If you have any questions or require further information, please do not hesitate to contact me. Otherwise, please issue your consent to the undersigned at your earliest convenience.

Sincerely,


Nicholas P. Hopeck
Vice President

RESTATED CERTIFICATE OF INCORPORATION
OF
HOUSING WORKS HEALTH SERVICES III, INC.

(Under Section 805 of the Not-for-Profit Corporation Law)

The undersigned, being the Secretary of Housing Works Health Services III, Inc., in accordance with Section 805 of the New York Not-for-Profit Corporation Law, does hereby certify:

1. The name of the corporation is Housing Works Health Services III, Inc.
2. The Certificate of Incorporation of Housing Works Health Services III, Inc. was filed by the Department of State on the 4th day of April, 1995.
3. The Certificate of Incorporation as now in full force and effect is hereby amended to effect the following amendments:

Article **FIRST** of the Certificate of Incorporation, setting forth the name of the corporation, is hereby amended to read, in its entirety, as follows

FIRST: The name of the corporation is Housing Works Community Healthcare, Inc. (hereinafter referred to as the "Corporation").

Article **FOURTH** of the Certificate of Incorporation, setting forth the purposes of the corporation, is hereby amended to read, in its entirety, as follows:

FOURTH: The Corporation is organized exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Code, which purposes shall include the following:

(a) planning, developing, constructing, erecting, building, acquiring, altering, reconstructing, rehabilitating, owning, leasing, maintaining and operating one or more adult day diagnostic and treatment centers (hereinafter referred to as the "Centers") to be located in the City of New York, State of New York, which Centers will serve persons living with AIDS or HIV illness;

(b) applying for and maintaining all necessary certificates and permits under Article 28 of the Public Health Law of the State of New York, as amended (hereinafter referred to as the "Public Health Law") and the regulations in effect from time to time thereunder to operate the Centers;

(c) operating each such Center to provide a broad range of health services to persons living with AIDS or HIV illness, including patients who may be residents of any

low income housing facility owned or operated by Housing Works or any affiliate thereof and other clients of Housing Works, by providing and/or arranging a comprehensive range of multi-disciplinary health and social services, including, without limitation, medical services, case management services, food and nutrition services, social services as indicated by the patients' medically related social and emotional needs, assistance and/or supervision, when required, with activities of daily living, rehabilitation therapy services, activities programs, nursing services, religious and pastoral counselling and HIV risk reduction counselling for patients requesting such counselling, pharmaceutical services, substance abuse treatment, if appropriate, and dental services;

(d) promoting and carrying on scientific research related to the care of the sick, injured and disabled, and related to the causes, origins, treatment and prevention of diseases and sickness, injuries and disabilities; provided, however, that the Corporation shall not promote or carry on scientific research involving human subjects, unless such scientific research is conducted in accordance with applicable law;

(e) engaging in educational activities related to providing care to the sick, injured and disabled, and related to promoting the health of the public; and

(f) operating outpatient programs for the mentally disabled pursuant to Article 31 of the Mental Hygiene Law, subject to the issuance of an operating certificate by the Office of Mental Health. The Corporation understands that it may not establish any facility or program without first obtaining such operating certificate.

Article **FIFTH**, subsection (a) of the Certificate of Incorporation, setting forth the powers and authorities of the corporation in furtherance of its corporate purposes, is hereby amended to read as follows:

FIFTH

...(a) solicit grants, contributions and donations of money, goods, merchandise and other property of all kinds, whether real, personal or mixed, by private or public appeal, by advertisement or by any other lawful means for any corporate purpose;

Article **SEVENTH**, subsection (d) of the Certificate of Incorporation, regarding Internal Revenue Code requirements, is hereby amended to read as follows:

SEVENTH

...(d) For those periods (if any) during which the Corporation is a private foundation as described in Section 509(a) of the Code, and as provided by Section 406 of the Not-for-Profit Corporation Law:

(i) the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code;

(ii) the Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(iii) the Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) the Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

Article **EIGHTH**, setting forth the principal office of the corporation, is hereby amended to read as follows:

EIGHTH: The principal office of the Corporation is to be located in Kings County, State of New York.

Article **TENTH**, setting forth the initial Board of Directors, is hereby deleted, and the Certificate of Incorporation is hereby renumbered to reflect such deletion.

Article **ELEVENTH**, setting forth the address of the corporation, is hereby renumbered and amended to read as follows:

TENTH: The Corporation hereby designates the Secretary of State as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Housing Works Community Healthcare, Inc.
57 Willoughby St.
Brooklyn, NY 11201

6. The text of the Certificate of Incorporation is hereby restated to set forth its entire text, as amended, as follows:

FIRST: The name of the corporation is Housing Works Community Healthcare, Inc. (hereinafter referred to as the "**Corporation**").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law having the purposes set forth in Article Fourth below.

THIRD: Pursuant to Section 601 of the Not-for-Profit Corporation Law, the Corporation shall have one class of members, the sole member of which shall be Housing Works, Inc. (hereinafter referred to as "**Housing Works**"), a New York corporation organized under the Not-for-Profit Corporation Law and recognized as a tax-exempt, publicly-supported organization under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "**Code**"; all references

herein to Sections of the Code shall be to Sections thereof, as amended from time to time, and to corresponding provisions of subsequent United States Internal Revenue laws).

FOURTH: The Corporation is organized exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Code, which purposes shall include the following:

(a) planning, developing, constructing, erecting, building, acquiring, altering, reconstructing, rehabilitating, owning, leasing, maintaining and operating one or more adult day diagnostic and treatment centers (hereinafter referred to as the "Centers") to be located in the City of New York, State of New York, which Centers will serve persons living with AIDS or HIV illness;

(b) applying for and maintaining all necessary certificates and permits under Article 28 of the Public Health Law of the State of New York, as amended (hereinafter referred to as the "Public Health Law") and the regulations in effect from time to time thereunder to operate the Centers;

(c) operating each such Center to provide a broad range of health services to persons living with AIDS or HIV illness, including patients who may be residents of any low income housing facility owned or operated by Housing Works or any affiliate thereof and other clients of Housing Works, by providing and/or arranging a comprehensive range of multi-disciplinary health and social services, including, without limitation, medical services, case management services, food and nutrition services, social services as indicated by the patients' medically related social and emotional needs, assistance and/or supervision, when required, with activities of daily living, rehabilitation therapy services, activities programs, nursing services, religious and pastoral counselling and HIV risk reduction counselling for patients requesting such counselling, pharmaceutical services, substance abuse treatment, if appropriate, and dental services;

(d) promoting and carrying on scientific research related to the care of the sick, injured and disabled, and related to the causes, origins, treatment and prevention of diseases and sickness, injuries and disabilities; provided, however, that the Corporation shall not promote or carry on scientific research involving human subjects, unless such scientific research is conducted in accordance with applicable law;

(e) engaging in educational activities related to providing care to the sick, injured and disabled, and related to promoting the health of the public; and

(f) operating outpatient programs for the mentally disabled pursuant to Article 31 of the Mental Hygiene Law, subject to the issuance of an operating certificate by the Office of Mental Health. The Corporation understands that it may not establish any facility or program without first obtaining such operating certificate.

FIFTH: In furtherance, but not in limitation, of the purposes set forth in Article Fourth above, the Corporation shall have the power and authority to do the following:

(a) solicit grants, contributions and donations of money, goods, merchandise and other property of all kinds, whether real, personal or mixed, by private or public appeal, by advertisement or by any other lawful means for any corporate purpose;

(b) receive, own, repair, administer and maintain, as applicable, money, goods, merchandise, securities, negotiable instruments and other property of all kinds, whether real, personal or mixed, and all other rights and services of every kind and description, received by grant, contribution, donation, gift, deed, bequest, devise or loan from any source, private, public or governmental, and otherwise to acquire money, goods, merchandise, securities, negotiable instruments and other property of all kinds, whether real, personal or mixed, and all other rights and services of every kind and description, and to own, hold, repair, invest, lease, loan, expend, contribute, use, sell, transfer, pledge, hypothecate, encumber, mortgage, grant a security interest in or otherwise dispose of or deal with, as applicable, any and all such money, goods, merchandise, securities, negotiable instruments and other property of all kinds, whether real, personal or mixed, and all other rights or services so acquired for any corporate purpose;

(c) aid, support and assist by gifts, contributions or otherwise, other domestic or foreign corporations, community chests, funds and foundations that are organized and operated exclusively for charitable, educational, religious, scientific, literary or cultural purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and which do not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office;

(d) enter into such contracts, agreements or other arrangements and do all such acts as are necessary or convenient to accomplish the objects and purposes herein set forth, to the extent not forbidden by law, this Certificate of Incorporation or the by-laws of the Corporation, including the execution of a Regulatory Agreement with New York State Medical Care Facilities Financing Agency, acting by and through the Commissioner of Health of the State of New York (hereinafter referred to as the "Commissioner"), and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of Article 28-B of the Public Health Law; and

(e) have and exercise all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and all other powers set forth herein, in the by-laws of the Corporation and elsewhere in the Not-for-Profit Corporation Law and those powers granted to it by the Public Health Law and the relevant regulations in effect from time to time thereunder.

SIXTH: (a) Except to the extent such approvals or consents have been obtained, nothing contained herein shall authorize the Corporation to engage in any activities which would require the approval or consent of the State of New York or any

official, department, agency or instrumentality thereof as required by Section 404 of the Not-for-Profit Corporation Law and the Public Health Law and the relevant regulations in effect from time to time thereunder.

(b) Nothing in this Certificate of Incorporation shall authorize the Corporation to engage in any activity which is not in furtherance of the purposes set forth in Article Fourth above.

(c) Notwithstanding anything in this Certificate of Incorporation to the contrary, whenever the Corporation proposes to lease premises in which the operation of the Center is to be conducted, it shall do so in accordance with the provisions of Article 28 of the Public Health Law and the relevant regulations in effect from time to time thereunder, and in particular, insofar as required by any such regulations, any such lease agreement shall include the following language:

“The landlord acknowledges that his rights of reentry into the premises set forth in this lease do not confer on him the authority to operate a hospital as defined in Article 28 of the Public Health Law on the premises and agrees that he will give the New York State Department of Health, Tower Building, Empire State Plaza, Albany, NY 12237, notification by certified mail of his intent to reenter the premises or to initiate dispossession proceedings or that the lease is due to expire, at least 30 days prior to the date on which the landlord intends to exercise a right of reentry or to initiate such proceedings or at least 60 days before the expiration of the lease.

Upon receipt of notice from landlord of his intent to exercise his right of reentry or upon the service of process in dispossession proceedings and 60 days prior to the expiration of the lease, the tenant shall immediately notify by certified mail the New York State Department of Health, Tower Building, Empire State Plaza, Albany, NY 12237, of the receipt of such notice or service of such process or that the lease is about to expire.”

or other such language, if any, as may be required by applicable law to be contained in any such lease agreement.

(d) The Corporation has been organized exclusively to serve a public purpose and it shall be and remain subject to the supervision of the Commissioner to the extent required by provisions of Article 28-B of the Public Health Law and the relevant regulations in effect from time to time thereunder.

SEVENTH: (a) Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable, scientific and educational purposes as specified in Section 501(c)(3) of the Code and the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code or (ii) by a corporation the contributions, transfers, or gifts to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(b) The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual, except to the extent permitted by the Not-for-Profit Corporation Law and the Public Health Law and the relevant regulations in effect from time to time thereunder. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Corporation upon dissolution of the Corporation.

(c) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) For those periods (if any) during which the Corporation is a private foundation as described in Section 509(a) of the Code, and as provided by Section 406 of the Not-for-Profit Corporation Law:

(i) the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code;

(ii) the Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(iii) the Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) the Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

EIGHTH: The principal office of the Corporation is to be located in Kings County, State of New York.

NINTH: The number of Directors shall be as specified in the by-laws of the Corporation, but in no event shall there be fewer than three Directors.

TENTH: The Corporation hereby designates the Secretary of State as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Housing Works Community Healthcare, Inc.
57 Willoughby St.
Brooklyn, NY 11201

ELEVENTH: In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed, subject to the approval of a Justice of the Supreme Court of the State of New York, but only to one or more organizations as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code.

TWELFTH: The Corporation's existence shall be perpetual.

7. The changes included in this Restated Certificate of Incorporation and the restatement of this Certificate of Incorporation were authorized by the sole member of the Corporation.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, this restated certificate of incorporation has been signed, and the statements made herein are affirmed as true, under the penalties of perjury, this 24th day of June , 2015.



Daronne Hudson
Secretary

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 8, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

F 950404000599

CERTIFICATE OF INCORPORATION

OF

HOUSING WORKS HEALTH SERVICES III, INC.

Under Section 402 of the Not-for-Profit Corporation Law
of the State of New York

I, the undersigned, a natural person eighteen years of age or older, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, as amended (hereinafter referred to as the "Not-for-Profit Corporation Law"), do hereby certify as follows:

FIRST: The name of the corporation is Housing Works Health Services III, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law having the purposes set forth in Article Fourth below.

THIRD: Pursuant to Section 601 of the Not-for-Profit Corporation Law, the Corporation shall have one class of members, the sole member of which shall be Housing Works, Inc. (hereinafter referred to as "Housing Works"), a New York corporation organized under the Not-for-Profit Corporation Law and recognized as a tax-exempt, publicly-supported organization under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code");

all references herein to Sections of the Code shall be to Sections thereof, as amended from time to time, and to corresponding provisions of subsequent United States Internal Revenue laws).

FOURTH: The Corporation is organized exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Code, which purposes shall include, but are not limited to, the following:

(a) planning, developing, constructing, erecting, building, acquiring, altering, reconstructing, rehabilitating, owning, leasing, maintaining and operating one or more adult day diagnostic and treatment centers (hereinafter referred to as the "Centers") to be located in the City of New York, State of New York, which Centers will serve persons living with AIDS or HIV illness;

(b) applying for and maintaining all necessary certificates and permits under Article 28 of the Public Health Law of the State of New York, as amended (hereinafter referred to as the "Public Health Law") and the regulations in effect from time to time thereunder to operate the Centers;

(c) operating each such Center to provide a broad range of health services to persons living with AIDS or HIV illness, including patients who may be residents of any low income housing facility owned or operated by Housing Works or any affiliate thereof and other clients of Housing Works, by providing and/or arranging a comprehensive range of multi-

disciplinary health and social services, including, without limitation, medical services, case management services, food and nutrition services, social services as indicated by the patients' medically related social and emotional needs, assistance and/or supervision, when required, with activities of daily living, rehabilitation therapy services, activities programs, nursing services, religious and pastoral counselling and HIV risk reduction counselling for patients requesting such counselling, pharmaceutical services, substance abuse treatment, if appropriate, and dental services;

(d) promoting and carrying on scientific research related to the care of the sick, injured and disabled, and related to the causes, origins, treatment and prevention of diseases, sickness, injuries and disabilities; provided, however, that the Corporation shall not promote or carry on scientific research involving human subjects, unless such scientific research is conducted in accordance with; and

(e) engaging in educational activities related to providing care to the sick, injured and disabled, and related to promoting the health of the public.

FIFTH: In furtherance, but not in limitation, of the purposes set forth in Article Fourth above, the Corporation shall have ~~the~~ power and authority to do the following:

(a) solicit grants, contributions and donations of money, goods, merchandise and other property of all kinds, whether real, personal and mixed, by private or public appeal, by

advertisement or by any other lawful means for any corporate purpose;

(b) receive, own, repair, administer and maintain, as applicable, money, goods, merchandise, securities, negotiable instruments and other property of all kinds, whether real, personal or mixed, and all other rights and services of every kind and description, received by grant, contribution, donation, gift, deed, bequest, devise or loan from any source, private, public or governmental, and otherwise to acquire money, goods, merchandise, securities, negotiable instruments and other property of all kinds, whether real, personal or mixed, and all other rights and services of every kind and description; and to own, hold, repair, invest, lease, loan, expend, contribute, use, sell, transfer, pledge, hypothecate, encumber, mortgage, grant a security interest in or otherwise dispose of or deal with, as applicable, any and all such money, goods, merchandise, securities, negotiable instruments and other property of all kinds, whether real, personal or mixed, and all other rights or services so acquired for any corporate purpose;

(c) aid, support and assist by gifts, contributions or otherwise, other domestic or foreign corporations, community chests, funds and foundations that are organized and operated exclusively for charitable, educational, religious, scientific, literary or cultural purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is

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carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(b) of the Code), and which do not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office;

(d) enter into such contracts, agreements or other arrangements and do all such acts as are necessary or convenient to accomplish the objects and purposes herein set forth, to the extent not forbidden by law, this Certificate of Incorporation or the by-laws of the Corporation, including the execution of a Regulatory Agreement with New York State Medical Care Facilities Financing Agency, acting by and through the Commissioner of Health of the State of New York (hereinafter referred to as the "Commissioner"), and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of Article 28-B of the Public Health Law; and

(e) have and exercise all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and all other powers set forth herein, in the by-laws of the Corporation and elsewhere in the Not-for-Profit Corporation Law and those powers granted to it by the Public Health Law and the relevant regulations in effect from time to time thereunder.

SIXTH: (a) Except to the extent such approvals or consents have been obtained, nothing contained herein shall authorize the Corporation to engage in any activities which would

carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(b) of the Code), and which do not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office;

(d) enter into such contracts, agreements or other arrangements and do all such acts as are necessary or convenient to accomplish the objects and purposes herein set forth, to the extent not forbidden by law, this Certificate of Incorporation or the by-laws of the Corporation, including the execution of a Regulatory Agreement with New York State Medical Care Facilities Financing Agency, acting by and through the Commissioner of Health of the State of New York (hereinafter referred to as the "Commissioner"), and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of Article 28-B of the Public Health Law; and

(e) have and exercise all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and all other powers set forth herein, in the by-laws of the Corporation and elsewhere in the Not-for-Profit Corporation Law and those powers granted to it by the Public Health Law and the relevant regulations in effect from time to time thereunder.

SIXTH: (a) Except to the extent such approvals or consents have been obtained, nothing contained herein shall authorize the Corporation to engage in any activities which would

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require the approval or consent of the State of New York or any official, department, agency or instrumentality thereof as required by Section 404 of the Not-for-Profit Corporation Law and the Public Health Law and the relevant regulations in effect from time to time thereunder.

(b) Nothing in this Certificate of Incorporation shall authorize the Corporation to engage in any activity which is not in furtherance of the purposes set forth in Article Fourth above.

(c) Notwithstanding anything in this Certificate of Incorporation to the contrary, whenever the Corporation proposes to lease premises in which the operation of the Center is to be conducted, it shall do so in accordance with the provisions of Article 28 of the Public Health Law and the relevant regulations in effect from time to time thereunder, and in particular, insofar as required by any such regulations, any such lease agreement shall include the following language:

"The landlord acknowledges that his rights of reentry into the premises set forth in this lease do not confer on him the authority to operate a hospital as defined in Article 28 of the Public Health Law on the premises and agrees that he will give the New York State Department of Health, Tower Building, Empire State Plaza, Albany, NY 12237, notification by certified mail of his intent to reenter the premises or to initiate dispossession proceedings or that the lease is due to expire, at least 30 days prior to the date on which the landlord intends to exercise a right of reentry or to initiate such proceedings or at least 60 days before the expiration of the lease.

Upon receipt of notice from landlord of his intent to exercise his right of reentry or upon the service of process in dispossession proceedings and 60 days prior to the expiration of the lease, the tenant shall immediately notify by certified

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mail the New York State Department of Health,
Tower Building, Empire State Plaza, Albany, NY
12237, of the receipt of such notice or service of
such process or that the lease is about to
expire."

or such other language, if any, as may be required by applicable
law to be contained in any such lease agreement.

(d) The Corporation has been organized exclusively to
serve a public purpose and it shall be and remain subject to the
supervision of the Commissioner to the extent required by the
provisions of Article 28-B of the Public Health Law and the
relevant regulations in effect from time to time thereunder.

SEVENTH: (a) Notwithstanding any other provision of
this Certificate of Incorporation, the Corporation is organized
exclusively for charitable, scientific and educational purposes
as specified in Section 501(c)(3) of the Code and the Corporation
shall not carry on any activity not permitted to be carried on
(i) by a corporation exempt from Federal income taxation under
Section 501(c)(3) of the Code or (ii) by a corporation the
contributions, transfers, or gifts to which are deductible under
Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(b) The Corporation is not formed for pecuniary profit
or for financial gain and no part of its assets, income or profit
shall be distributed to or inure to the benefit of any private
individual, except to the extent permitted by the Not-for-Profit
Corporation Law and the Public Health Law and the relevant
regulations in effect from time to time thereunder. Reasonable
compensation, however, may be paid for services rendered to or

for the Corporation in furtherance of one or more of its purposes. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Corporation upon dissolution of the Corporation.

(c) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) For those periods (if any) during which the Corporation is a private foundation as described in Section 509(a) of the Code, and as provided by Section 406 of the Not-for-Profit Corporation Law:

(i) the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code;

(ii) the Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941(d) of the Code;

(iii) the Corporation shall not retain any excess business holdings which are subject to tax under Section 4943(c) of the Code;

(iv) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) the Corporation shall not make any taxable expenditures which are subject to tax under Section 4945(d) of the Code.

EIGHTH: The principal office of the Corporation is to be located in the County and State of New York.

NINTH: The number of Directors shall be as specified in the by-laws of the Corporation, but in no event shall there be fewer than three Directors.

TENTH: The names and addresses of the persons constituting the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Mindy Fullilove, M.D.	715 Park Avenue Hoboken, New Jersey 07030
Dennis de León, Esq.	337 West 14th St. #51 New York, New York 10014
Valerie Jiménez	262 East 2d St. Apt. 1B New York, New York 10009
Teri Hagan	239 East 2d St. Apt. #2 New York, New York 10009

ELEVENTH: The Corporation hereby designates the Secretary of State as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation

9

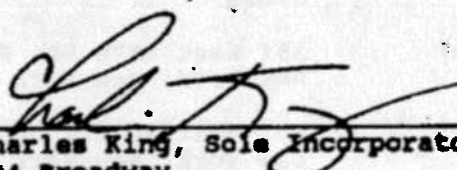
served upon him is:

Housing Works Health Services III, Inc.
594 Broadway
7th Floor, Suite 700
New York, New York 10012
Attn: Charles King

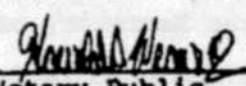
TWELFTH: In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed, subject to the approval of a Justice of the Supreme Court of the State of New York, but only to one or more organizations as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code.

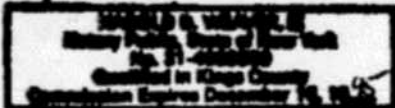
THIRTEENTH: The Corporation's existence shall terminate on January 20, 1998.

IN WITNESS WHEREOF, I, CHARLES KING, as sole incorporator, hereby subscribe and affirm, under penalties of perjury, this Certificate of Incorporation as true this 15th day of February, 1995.


Charles King, Sole Incorporator
594 Broadway
7th Floor, Suite 700
New York, NY 10012

Subscribed and Sworn to this
15th day of February, 1995


Notary Public





STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

March 23, 1995

Mr. Charles King
Co-Executive Director
Housing Works, Inc.
594 Broadway, Suite 700
New York, NY 10012

Re: Application No. 941006 - Housing Works Health Services III,
Inc. d/b/a Housing Works East New York HIV/AIDS Adult Day
Health Care Program (Kings Co.)

Dear Mr. King:

I HEREBY CERTIFY THAT AFTER INQUIRY and investigation, the application of Housing Works Health Services III, Inc. is APPROVED, the contingencies having now been fulfilled satisfactorily. The Public Health Council had considered this application and imposed the contingencies at its meeting of January 20, 1995.

Public Health Council approval is not to be construed as approval of property costs or the lease submitted in support of the application. Such approval is not to be construed as an assurance or recommendation that property costs or lease amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

To complete the requirements for certification approval, please contact the New York City Area Office of the New York State Office of Health Systems Management, 5 Penn Plaza, 5th Floor, 8th Avenue between West 33rd and West 34th Streets, New York, NY 10001, or (212) 613-4258 within 30 days of receipt of this letter.

Sincerely,

Karen S. Westervelt
Executive Secretary



STATE OF NEW YORK
DEPARTMENT OF HEALTH
COWING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

March 23, 1995

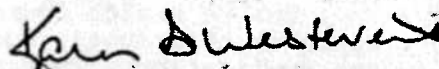
Mr. Charles King
Co-Executive Director
Housing Works, Inc.
594 Broadway, Suite 700
New York, NY 10012

Re: Certificate of Incorporation of Housing Works Health
Services III, Inc.

Dear Mr. King:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of January, 1995, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Housing Works Health Services III, Inc., dated February 15, 1995, for a limited life duration expiring on January 20, 1998.

Sincerely,


Karen S. Westervelt
Executive Secretary

12

F 950404000 519

CERTIFICATE OF INCORPORATION

OF

HOUSING WORKS HEALTH SERVICES III, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION
LAW OF THE STATE OF NEW YORK

APR 4 5 12 PM '95

FILED

BILLED
NCR-26

FILED BY:
HOUSING WORKS, INC.
594 BROADWAY
NEW YORK, N.Y. 10012

1-00
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 04 1995
TAX \$ 0
BY: JW
NEW YORK

APR 3 12 09 PM '95

13

950404000639

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on July 8, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

PH-32

PH-32

CERTIFICATE OF AMENDMENT

OF THE CERTIFICATE OF INCORPORATION

OF

Housing Works Health Services III, Inc.

F 950 80 4000 462

Under Section 803 of the
Not-For-Profit Corporation Law

We, the undersigned, Charles King and Craig Stier, being respectively the Vice-President and Secretary of Housing Works Health Services III, Inc. (hereinafter referred to as the "Corporation"), hereby certify:

1. The name of the Corporation under which it was originally incorporated is Housing Works Health Services III, Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on the 4th day of April, 1995 and the law under which it was formed is Section 402 of the New York Not-For-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the New York Not-for-Profit Corporation law and is a Type B corporation under Section 201 of the New York Not-For-Profit Corporation Law. Pursuant to Section 601 of the Not-For-Profit Corporation Law, the Corporation has one class of member, the sole member of which is Housing Works, Inc., a New York corporation organized under the Not-For-Profit Corporation Law and recognized as a tax-exempt, publicly-supported organization under Sections 501(c)(3) and 501(a) (1) of the Internal Revenue Code of 1986, as amended.

4. (a) Article THIRTEENTH of the Corporation's Certificate of Incorporation is amended to extend the existence of the Corporation from terminating on January 20, 1998 to perpetual existence.

(b) To effect the foregoing, Article THIRTEENTH of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

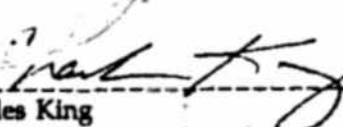
THIRTEENTH: The Corporation's existence shall be perpetual.

(c) this amendment was authorized by the unanimous vote of the Board of Directors of the Corporation present at a duly convened meeting of the Board of Directors of the Corporation held on July 26, 1995 at which all of the members of the Board of Directors of the Corporation were present.

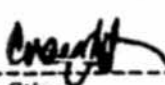
5. The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Housing Works Health Services III, Inc.
594 Broadway
7th Floor, Suite 7000
New York, New York 10012
Attn: Charles King

INN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment on the 27th day of July, 1995 and affirm the statements
contained herein as true under penalties of perjury.



Charles King
Vice-President



Craig Stier
Secretary

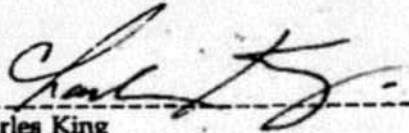
3

VERIFICATION

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Charles King, being duly sworn, deposes and says that he is the Vice-President of Housing Works Health Services III, Inc., and that he has read the foregoing Certificate of Amendment of the Certificate of Incorporation of Housing Works Health Services III, Inc. and knows the contents thereof, and that the contents thereof are, of his own personal knowledge, true and correct, except as to statements based upon information and belief, and as to those matters, he believes them to be true.

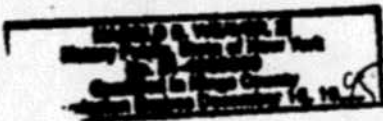


Charles King
Vice-President

Sworn to before me this
27th day of July, 1995



Notary Public

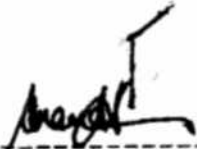


VERIFICATION

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Craig Stier, being duly sworn, deposes and says that he is the Secretary of Housing Works Health Services III, Inc., and that he has read the foregoing Certificate of Amendment of the Certificate of Incorporation of Housing Works Health Services III, Inc. and knows the contents thereof, and that the contents thereof are, of his own personal knowledge, true and correct, except as to statements based upon information and belief, and as to those matters, he believes them to be true.

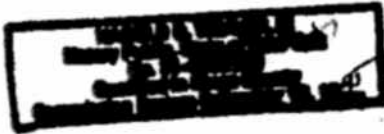


Craig Stier
Secretary

Sworn to before me this
27th day of July, 1995



Notary Public





STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

August 4, 1995

Mr. Charles King
Co-Executive Director
Housing Works, Inc.
594 Broadway, Suite 700
New York, NY 10012

Re: Certificate of Amendment of the Certificate of Incorporation of Housing Works Health Services III, Inc.

Dear Mr. King:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of January, 1995, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment to the Certificate of Incorporation of Housing Works Health Services III, Inc., dated July 27, 1995.

Sincerely,

Karen S. Westervelt
Executive Secretary

PH-32

GERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

F 950 80 40 00 462

HOUSING WORKS HEALTH SERVICES III, INC.

Under Section 803 of the
Not-For-Profit Corporation Law

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 04 1995

TAX S

BY:

*SAC
New York*

Aug 4 1 50 PM '95
Aug 4 1 42 PM '95

Craig S. Stier, Esq.
Housing Works, Inc.
594 Broadway - suite 700
New York, NY 10012
(212)966-0466

BILLED

(7)

950 80 40 00 487

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 8, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

f030506000/78

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231

CERTIFICATE OF CHANGE

Housing Works Health ^{OF} Services III, Inc.
(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is: Housing Works Health Services III, Inc.

If the name of the corporation has been changed, the name under which it was formed is: _____

SECOND: The certificate of incorporation was filed by the Department of State on: 4/4/95

THIRD: The change(s) effected hereby are: (Check appropriate box(es))

The county location, within this state, in which the office of the corporation is located, is changed to: _____

The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to: 320 West 134th Street 4th Floor
new York, NY 10014

The corporation hereby: (Check one) (N/A)
 Designates _____ as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is: _____

Changes the designation of its registered agent to: _____
The street address of the registered agent is: _____

Changes the address of its registered agent to: _____

Revokes the authority of its registered agent.

f 030506000/75

FOURTH: The change was authorized by the board of directors.

[Signature]
(Signature)

Keith Cylan - Co-President / CEO
(Name and Capacity of Signer)

CERTIFICATE OF CHANGE

OF

Housing Works Health Services III, Inc.
(Insert Name of Domestic Corporation)

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

Filer's Name Kris Cavanaugh
Address 320 West 13th Street 4th Floor
City, State and Zip Code NY, NY 10014

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

STATE OF NEW YORK
DEPARTMENT OF STATE

For Office Use Only

MAY 06 2003

FILED
TAXS
BY: [Signature]


NEWY

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STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council
FROM: Richard J. Zahnleuter,  Acting General Counsel
DATE: September 10, 2015
SUBJECT: Proposed Name Change of Samaritan Village, Inc.

Samaritan Village, Inc. requests Public Health and Health Planning Council approval of its proposed name change to Samaritan Daytop Village, Inc. in accordance with the requirements of Sections 404 and 804 of the Not-For-Profit Corporation Law.

Attached are the following with regard to this matter:

1. Letter dated August 13, 2015, from the applicant's counsel, requesting Public Health and Health Planning Council approval of the proposed name change.
2. Proposed Certificate of Amendment of the applicant's Certificate of Incorporation setting forth the proposed name change.
3. Existing Certificate of Incorporation and amendments thereto.

The proposed Certificate of Amendment is in legally acceptable form.

Tricia A. Asaro
518-689-1400
asarot@gtlaw.com

August 13, 2015

VIA E-MAIL

Colleen Leonard
NYS Department of Health
Corning Tower, Room 1805
Albany, New York 12237
colleen.leonard@health.ny.gov

Re: Proposed Name Change of Samaritan Village, Inc.

Dear Ms. Leonard:

I am writing to follow up on my August 12, 2015 telephone conversation with Michael Stone, Barbara Del Cogliano, Keith Servis, and Mark Furnish of the Department of Health ("DOH"), and Mark Boss of the Office of Alcoholism and Substance Abuse Services ("OASAS"), during which the topic of Samaritan Village, Inc.'s proposed name change to Samaritan Daytop Village, Inc. was discussed.

During the course of the conversation, the participants came to the conclusion that Samaritan Village's proposed name change requires approval of the Public Health and Health Planning Council ("PHHPC") pursuant to Sections 404 and 804 of the New York Not-for-Profit Corporation Law. Accordingly, I have attached hereto as Exhibit A, for the PHHPC's consideration and approval, a proposed certificate of amendment to Samaritan Village's Certificate of Incorporation to change the corporation's name to "Samaritan Daytop Village, Inc." I have also attached Samaritan Village's existing Certificate of Incorporation, with all prior amendments, as Exhibit B.

Due to the time sensitivity of this request, we respectfully request that the amendment be presented for consideration at the September 24, 2015 PHHPC Committee meeting and the October 8, 2015 full Council meeting. Please let me know as soon as possible if there is anything further that you need in order for the Department or PHHPC to consider and approve this name change amendment within that timeframe.

Very truly yours,

GREENBERG TRAUIG, LLP



Tricia A. Asaro

ALBANY
AMSTERDAM
ATLANTA
AUSTIN
BOCA RATON
BOSTON
CHICAGO
DALLAS
DELAWARE
DENVER
FORT LAUDERDALE
HOUSTON
LAS VEGAS
LONDON*
LOS ANGELES
MEXICO CITY*
MIAMI
MILAN*
NEW JERSEY
NEW YORK
NORTHERN VIRGINIA
ORANGE COUNTY
ORLANDO
PHILADELPHIA
PHOENIX
ROME*
SACRAMENTO
SAN FRANCISCO
SEOUL*
SHANGHAI
SILICON VALLEY
TALLAHASSEE
TAMPA
TEL AVIV*
WARSAW
WASHINGTON, D.C.
WESTCHESTER COUNTY
WEST PALM BEACH
*OPERATES AS GREENBERG TRAUIG MAHER LLP
*OPERATES AS GREENBERG TRAUIG, S.C.
STRATEGIC ALLIANCE
*OPERATES AS GREENBERG TRAUIG LLP FOREIGN LEGAL CONSULTANT OFFICE
*A BRANCH OF GREENBERG TRAUIG, P.A. FLORIDA, USA
*OPERATES AS GREENBERG TRAUIG GRZESIAK SPC

Colleen Leonard
August 13, 2015

BMF/TAA/map
Attachments

cc: Mr. Mark Furnish (via email)
Mr. Mark Boss (via email)
Ms. Barbara Del Cogliano (via email)
Mr. Keith Servis (via email)

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

Samaritan Village, Inc.

(Name of Domestic Corporation)

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

FIRST: The name of the corporation is

Samaritan Village, Inc.

If the name of the corporation has been changed, the name under which it was formed is

SECOND: The certificate of incorporation was filed by the Department of State on
December 29, 1981.

THIRD: The law the corporation was formed under is

Section 402 of the Not-for-Profit Corporation Law of the State of New York.

FOURTH: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of
Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph FIRST of the Certificate of Incorporation regarding
the name of the Corporation

is hereby [check the appropriate box] added amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Samaritan Daytop Village, Inc."

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is

Samaritan Daytop Village, Inc.
138-02 Queens Boulevard
Briarwood, New York, 11435

SEVENTH: The certificate of amendment was authorized by *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.



(Signature)

Chief Operating Officer

(Capacity of Signer)

Doug Apple

(Print or Type Signer's Name)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Samaritan Village, Inc.

(Name of Domestic Corporation)

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

Filer's Name Benjamin M. Friedman, Esq.

Address 54 State Street, 6th Floor

City, State and Zip Code Albany, New York 12207

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only



The University of the State of New York

STATE OF NEW YORK:

: ss.:

COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of SAMARITAN VILLAGE, INC.

as a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 6th day of November, 1951.

Gordon M. Ambrose
Commissioner of Education

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs



This consent to filing is granted with the understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the certificate of incorporation shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

CERTIFICATE OF INCORPORATION OF

SAMARITAN VILLAGE, INC.

Under Section 402 of the Not-For-Profit
Corporation Law

The undersigned hereby certify:

FIRST: The name of the Corporation is SAMARITAN VILLAGE, INC.

SECOND: The Corporation is a Corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-For-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are:

To establish, maintain, and operate programs and facilities for the care, education and treatment of persons who because of drug dependency or other mental, physical or emotional conditions cannot be cared for, educated or treated in regular public or private programs, including, but not limited to, the operation of "drug-free" residential facilities, residential facilities offering a methadone to abstinence rehabilitation program, and ambulatory and day care programs for the treatment of drug addicts, drug abusers and others;

To operate a diagnostic and treatment center, a methadone clinic, under the medical supervision of a physician for the care, treatment and rehabilitation of heroin addicts and to render such other services pursuant to Articles 28 and 33 of the Public Health Law necessary to carry out such care, treatment and rehabilitation;

To operate a substance abuse program, providing substance abuse services within the meaning of Article 19 of the Mental Hygiene Law and the rules and regulations adopted pursuant thereto, as each may be amended from time to time, which shall in accordance therewith include, but not be limited to, the power to provide intervention, prevention, diagnostic testing, detoxification, chemotherapy, counseling, vocational remediation, educational remediation, referral and other necessary services. Such services may be provided in either residential or non-residential setting;

To provide information as to narcotics addiction and abuse;

To stimulate research and community concern about drug dependency, emotional and mental illness;

To provide counseling service to all within its bounds who are in need of help, guidance or some form of care;

To provide a place or places where such persons may receive opportunities for personal counseling, social and recreational activities;

To solicit and administer funds, grants-in-aid and

donations of real and personal property and apply the principal and income to corporate purposes;

To finance and plan to do all acts incidental to the execution of therapeutic programs for narcotic addicts;

In furtherance of the above-mentioned purposes, the Corporation, in addition to the powers granted under the laws of the State of New York, shall have the following powers:

a) To solicit donations of property, and administer gifts, legacies, bequests, devises, whether real or personal, of any sort or nature without limitation as to amount or value, and to use, apply, employ, expend, disburse and/or donate the income and/or principal thereof.

b) To receive and maintain a fund or funds, to have, control and manage such fund or funds, change the investments thereof, to invest and reinvest the same and the proceeds thereof and to collect and receive the income and profits thereof and therefrom.

c) To voluntarily aid and/or assist institutions, organizations, and governmental bodies, the activities of which shall be such as to further, accomplish, foster or attain any of the purposes for which the Corporation is organized, including, without limiting the foregoing, the acquisition of property and the making of such property and any improvements thereto available to any such institution, organization or governmental body with or without charge.

d) To acquire, purchase, sell, hold title, lease, improve, maintain, manager, operate, conduct, control,

supervise, direct, fit out, license the use of and generally deal in any manner in and with any and all real and personal property.

e) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange or other obligations.

f) To make and adopt by-laws, and rules and regulations for the admission, suspension and expulsion of the members of the Corporation, and for their government, and for the establishment of one or more classes of membership, for the collection of fees and dues, for the election and appointment of the directors and officers of the Corporation, and the definition of their duties, and for the safekeeping and protection of the property and funds of the Corporation, and in general to regulate, manage and preserve the property and interests of the Corporation, and from time to time to alter, repeal, rescind or vary such by-laws, rules and regulations, or any of them.

g) Either directly to worthy or needy individuals or indirectly alone or in conjunction or cooperation with other whether such others be persons or organizations of any sort or nature, such as firms, associations, trusts, syndicates, institutions, agencies, corporations or government bureaus, departments or agencies to do any and all lawful acts and things, including the making and carrying out of any contract, and to engage in any and all lawful activities which may be necessary, useful, suitable,

desirable and proper to the fostering or attainment of any or all of the foregoing purposes and powers.

Nothing herein contained shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law Section 404(b-t).

FOURTH: No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

FIFTH: In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

SIXTH: Any person who shall be made a party to any action, suit or proceeding by reason of the facts that he or she, his or her testator or testatrix or intestate is or was a director, officer, or employee of the Corporation or of any corporation which he served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys fees, actually

and necessarily incurred by him or her in connection with the defense of such action; suit or proceeding, or in connection with any appeal in such action, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of the duties as director. Indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from this provision.

SEVENTH: The Corporation is a Type B corporation under Section 20d of the Not-For-Profit Corporation Law.

EIGHTH: The principal office of the Corporation is to be located in the City and State of New York, County of Queens.

NINTH: The territory in which the operations of the Corporation are principally to be conducted is the United States of America.

TENTH: The number of directors shall not be less than three and not more than twenty-five.

ELEVENTH: The names and places of residence of the persons to be directors until its first annual meeting are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
MALLACE E. LEINBEARDT	105 Wheatley Road Brooklyn, New York 11545
GARRY LISCHIN	123-60 83 Avenue Kew Gardens, New York 11415
AUDREY BROOKNER	84-51 Beverly Road Kew Gardens, New York 11415

TWELFTH: All of the subscribers of this Certificate are of full age; at least two-thirds are citizens of the United States; at least one is a resident of the State of New York, and of the persons named as directors at least one is a citizen of the United States and resident of the State of New York.

THIRTEENTH: The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is c/o WALLACE L. LEINHEARDT, Suite 1907, 125-10 Queens Boulevard, Kew Gardens, New York 11415.

FOURTEENTH: Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or by any other statute of the State of New York will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned incorporators each affirm that the statements made herein are true under the penalties of perjury.

Dated: Kew Gardens, New York
September 21, 1961


WALLACE L. LEINHEARDT
105 Wheatley Road
Brookville, N.Y. 11545


GARY LISCHNY
125-60 57th Avenue
Kew Gardens, N.Y. 11415


AUDREY BROOKNER
84-51 Haverly Road
Kew Gardens, N.Y. 11415



STATE OF NEW YORK
DIVISION OF SUBSTANCE ABUSE SERVICES
Office of Alcoholism and Substance Abuse
EXECUTIVE PARK SOUTH
ALBANY, NEW YORK 12203

JULIDA MARTINEZ
Director

ROBERT A. BOSMAN
Chief Counsel
(518) 487-1758

October 22, 1981

Garry Lischin, Esq.
Wallace L. Reinhardt, P.C.
125-10 Queens Boulevard
New Gardens, New York 11415-1586

Re: Samaritan Village, Inc.
Your File No. 1-211-826

Dear Mr. Lischin:

This is to acknowledge receipt of your letter dated October 5, 1981, which was received in this office on October 16th, enclosing a copy of proposed Certificate of Incorporation of Samaritan Village, Inc. to be formed under Section 402 of the Not-For-Profit Corporation Law.

Please be advised that the approval of this Agency is not required under Not-For-Profit Corporation Law, Sections 404 or 804 for purposes of filing certificates of incorporation or certificates of amendment thereto. However, our approval must be obtained under Mental Hygiene Law, Section 23.01 before a program can provide substance abuse services.

This letter should accompany the original of the proposed Certificate of Incorporation when submitting same to the Attorney General for purposes of waiver of statutory notice of approval by a Justice of the Supreme Court of the Eleventh Judicial District.

Very truly yours,

A. Thomas Storaco
Assistant Counsel

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4827307

SURFACE MAIL
GENERAL DELIVERY
SPECIAL PERMIT

NOV 21 PM 12 19

RECEIVED

CERTIFICATE OF INCORPORATION
OF

SAMARITAN VILLAGE, INC.

Under Section 402 of the
Not-for-Profit Corporation
Law.

12/8
B

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 29 1981

AMT. OF CHECK \$ 50
FILING FEE \$ 50
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____
SPEC HANDLE \$ _____

BY: [Signature]

Type B
Checks

704570

Law Offices
WALLACE L. LEINHEARDT, P.C.
125 10 SUZANA BOULEVARD
NEW GARDENS, NEW YORK 11518
516-544-5727

[Handwritten signatures and scribbles]



The University of the State of New York

STATE OF NEW YORK

COUNTY OF ALBANY

6170704

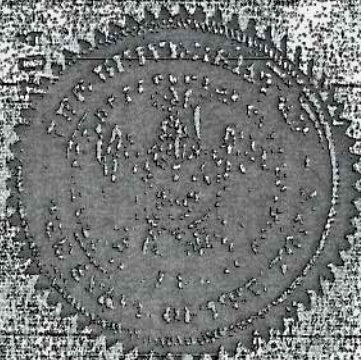
In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the change of purposes of SAMARITAN VILLAGES, INC. contained in the annexed certificate of amendment to the certificate of incorporation.

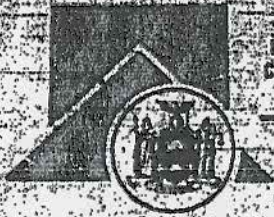
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 31st day of January, 1984.

Gordon M. Lambach
Commissioner of Education

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs





STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

January 5, 1984

KNOW ALL MEN BY THESE PRESENTS

I hereby certify that after inquiry and investigation, the application of Samaritan Village, Inc. to operate Samaritan Village, Inc. is APPROVED, the contingencies having now been fulfilled satisfactorily. The Public Health Council had considered this application and imposed the contingencies at its meeting of September 16, 1983.

The Certificate of Amendment to Certificate of Incorporation of Samaritan Village, Inc. is also APPROVED.

Public Health Council approval is not to be construed as approval of property costs or the lease submitted in support of the application. Such approval is not to be construed as an assurance or recommendation that property costs or lease amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

Public Health Council approval is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of this application) of responsibility and liability for any Medicaid (Medical Assistance Program - Title XIX of the Social Security Act) or State Fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments. The State shall continue to hold any such transferor responsible and liable for any such overpayments.

Nancy A. Massaroni

NANCY A. MASSARONI
Acting Secretary

Sent to: Ms. Elizabeth Barton
Vice President for Administration
Samaritan Village, Inc.
118-21 Queens Boulevard
Forest Hills, New York 11375

cc: Wallace L. Leinhardt, Esq.
125-10 Queens Boulevard
Kew Gardens, New York 11415

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AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

SAMARITAN VILLAGE, INC.

Under Section 802 of the
Not-For-Profit Corporation Law

We, the undersigned, being the President and Secretary of
SAMARITAN VILLAGE, INC., do hereby certify:

1. The name of the Corporation is SAMARITAN
VILLAGE, INC.
2. The Certificate of Incorporation was filed with
the Department of State on December 29, 1981.
3. The Corporation was formed under Section 402 of
the Not-For-Profit Corporation Law of the State of New York.
4. By Order dated August 11, 1983 of the Supreme
Court of the State of New York, County of Queens, it was
ordered that a Plan of Assignment dated March 23, 1983 between
SAMARITAN HALFWAY SOCIETY, INC., a religious Corporation, and
SAMARITAN VILLAGE, INC. be approved effective July 1, 1983.
5. The Corporation is a Corporation as defined in
subparagraph (a) (5) of Section 101 (definitions) and the
Corporation is a type B Corporation under Section 201 (purposes
of the Not-For-Profit Corporation Law).
6. The Certificate of Incorporation dated
September 21, 1981, is to be amended by adding the following:
A) Paragraph "SECOND" is to be deleted and amended
to read as follows:

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B 102 0394

"SECOND: The Corporation is a Corporation as defined in subparagraph (a)(3) of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person."

B) Paragraph "THIRD" is to be deleted and amended to read as follows:

"THIRD: The purposes for which the Corporation is formed are:

To establish, maintain and operate community based programs and facilities for the care, education and treatment of persons who because of drug abuse or dependency or other mental, physical or emotional conditions cannot be cared for, educated or treated in regular public or private programs, including, but not limited to, the operation of "drug-free" substance abuse programs, psychotherapy programs utilizing methadone, and ambulatory and day care prevention and other specialized services programs for substance abusers, specialized groups or the general public;

To operate a substance abuse program, providing substance abuse services within the meaning of Articles 19 and 23 of the Mental Hygiene Law and the rules and regulations adopted pursuant thereto, as each may be amended from time to time, which shall in accordance therewith include, but not be limited to, the power to provide intervention, prevention,

diagnostic testing, detoxification, chemotherapy, counseling, vocational remediation, educational remediation, referral and other necessary services. Such services may be provided in either residential or non-residential settings.

To operate a methadone-to-abstinence clinic offering a range of treatment procedures and services for the rehabilitation of heroin addicts as defined in Article 23 of the Mental Hygiene Law.

To operate medical facilities such as diagnostic and treatment centers providing health services under Article 28 of the Public Health Law; and

To render such other services pursuant to Articles 28 and 33 of the Public Health Law as may be necessary to carry out such care, treatment and rehabilitation.

To provide information as to narcotics addiction and abuse;

To stimulate research and community concern about drug dependency, emotional and mental illness;

To provide counseling services to all within its bounds who are in need of help, guidance or some form of care;

To provide a place or places where such persons may receive opportunities for personal counseling, social and recreational activities;

To solicit and administer funds, grants-in-aid and donations of real and personal property and apply the principal and income to corporate purposes;

To finance and plan to do all acts incidental to

the execution of therapeutic programs for narcotic addicts.

In furtherance of the above-mentioned purposes, the Corporation, in addition to the powers granted under the laws of the State of New York, shall have the following powers:

a) To solicit donations of property, and administer gifts, legacies, bequests, devises, whether real or personal, of any sort or nature without limitation as to amount or value, and to use, apply, employ, expend, disburse and/or donate the income and/or principal thereof.

b) To receive and maintain a fund or funds, to have, control and manage such fund or funds, change the investments thereof, to invest and reinvest the same and the proceeds thereof and to collect and receive the income and profits thereof and therefrom.

c) To voluntarily aid and/or assist institutions, organizations, and governmental bodies, the activities of which shall be such as to further, accomplish, foster or attain any of the purposes for which the Corporation is organized, including, without limiting the foregoing, the acquisition of property and the making of such property and any improvements thereto available to any such institution, organization or governmental body with or without charge.

d) To acquire, purchase, sell, hold title, lease, improve, maintain, manage, operate, conduct, control, supervise, direct, fix out, license the use of and generally deal in any manner in and with any and all real and personal property.

e) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange or other obligations.

f) To make and adopt by-laws, and rules and regulations for the admission, suspension and expulsion of the members of the Corporation, and for their government, and for the establishment of one or more classes of membership, for the collection of fees and dues, for the election and appointment of the directors and officers of the Corporation, and the definition of their duties, and for the safekeeping and protection of the property and funds of the Corporation, and in general to regulate, manage and preserve the property and interests of the Corporation, and from time to time to alter, repeal, rescind or vary such by-laws, rules and regulations, or any of them.

g) Either directly to worthy or needy individuals or indirectly alone or in conjunction or cooperation with other whether such others be persons or organizations of any sort or nature, such as firms, associations, trusts, syndicates, institutions, agencies, corporations or government bureaus, departments or agencies to do any and all lawful acts and things, including the making and carrying out of any contract, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable and proper to the fostering or attainment of any or all of the foregoing purposes and powers.

Nothing herein contained shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law Section 404 (b through n, p through a).

C) Paragraph "FIFTEENTH" is to be added as follows:

"FIFTEENTH: Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, and educational purposes, as specified in section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954."

D) Paragraph "SIXTEENTH" is to be added as follows:

"SIXTEENTH: No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation."

7. This Amendment was authorized by the vote of a majority of the entire Board.

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 him is: Wallace L. Leinhardt, P.O., 125-10 Queens Boulevard, Kew Gardens, New York 11415.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate on November 21, 1963. *Richard Gross* President
Wallace L. Leinhardt Secretary

RICHARD GROSS, President

WALLACE L. LEINHARDT, Secretary

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The undersigned has no objection to the granting
of judicial approval of the within Amendment to Certificate of
Incorporation and waives statutory notice.

Dated: ^{November} October 4, 1983

ROBERT ABRAMS
Attorney General of the State
of New York

By: *Robert R. Miller*
Assistant Attorney General
of the State of New York

HON. EDWIN KASSOFF
Justice

of the Supreme Court of the State of New York, Eleventh
Judicial District, do hereby approve the foregoing Amendment to
the Certificate of Incorporation of SAMARITAN VILLAGE, INC.,
and of the filing thereof.

Dated: Jamaica, New York

December 2, 1983

RM

Edwin Kassoff
Justice of the Supreme Court
of the State of New York
Eleventh Judicial District

SVL
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BILLED

<p>5070704 — 11</p>	<p>AMENDMENT TO CERTIFICATE OF INCORPORATION OF SHAWKATON VILLAGE, INC.</p>	<p>Under Section 903 of the Not-For-Profit Corporation Law</p>	<p>Law Offices WALLACE L. HEINBEARDT, P.C. 229-10 QUEENS BOULEVARD NEW YORK, N.Y. 11358 412-554-6872</p>
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Quinn
typed

Mr. [redacted]
[redacted]
[redacted]
[redacted]
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[redacted]
[redacted]
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Mr. Quinn
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RECORDED 2 - NY 11 03
QUEEN COUNTY
SPECIAL TERM

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New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231

CERTIFICATE OF CHANGE
OF

SAMARITAN VILLAGE, INC.

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

FIRST: The name of the corporation is: Samaritan Village, Inc.

If the name of the corporation has been changed, the name under which it was formed is: _____

SECOND: The certificate of incorporation was filed by the Department of State on: _____
December 29, 1981

THIRD: The change(s) effected hereby are: *(Check appropriate box(es))*

- The county location, within this state, in which the office of the corporation is located, is changed to: _____
- The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to: Samaritan Village, Inc., 138-02 Queens Boulevard, Briarwood, New York 11435
- The corporation hereby: *(Check one)*
 - Designates _____
as its registered agent upon whom process against the corporation may be served.
 - Changes the designation of its registered agent to: _____
 - Changes the address of its registered agent to: _____
 - Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.

F0307 1:000 182

Wallace L. Leinhardt
(Signature)

WALLACE LEINHEARDT, SECRETARY
(Name and Capacity of Signer)

CERTIFICATE OF CHANGE
OF
SAMARITAN VILLAGE, INC.

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

Filer's Name Wallace L. Leinhardt, Esq.

Address 300 Garden City Plaza

City, State and Zip Code Garden City, New York 11530

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$30 filing fee.

For Office Use Only

STATE OF NEW YORK
DEPARTMENT OF STATE

AUG 14 2003

FILED
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BY: *MR*

Queens

MR

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CERTIFICATE OF MERGER

OF

VERITAS THERAPEUTIC COMMUNITY, INC.

(a New York not-for-profit corporation)

INTO

SAMARITAN VILLAGE, INC.

(a New York not-for-profit corporation)

**Under Section 904 of the
New York Not-for-Profit Corporation Law**

We, the undersigned, Veritas Therapeutic Community, Inc., a New York not-for-profit corporation, and Samaritan Village, Inc., a New York not-for-profit corporation, do hereby certify the following:

I. Names

A. The names of the constituent corporations are:

1. Veritas Therapeutic Community, Inc. ("Veritas"); and
2. Samaritan Village, Inc. ("Samaritan").

B. The surviving corporation will be Samaritan.

II. Members

Neither Veritas nor Samaritan has a membership.

III. Certificates of Incorporation

A. The certificate of incorporation of Veritas was filed by the Department of State of the State of New York on September 26, 1973.

B. The certificate of incorporation of Samaritan was filed by the Department of State of the State of New York on December 29, 1981.

C. The certificate of incorporation of the surviving corporation will be the certificate of incorporation of Samaritan, as amended to add the following at the end of Article Third of the certificate of incorporation:

"Except as authorized by Title VIII of the Education Law or other applicable statute, nothing herein shall authorize the corporation to engage in the practice of any profession in New York, unless authorized to do so under an operating certificate or license by an appropriate State, regional or local agency; and

"Such services will be carried out by individuals authorized to do so pursuant to Title VIII of the Education Law, including New York State licensed psychologists, social workers, mental health counselors, marriage and family therapists, psychoanalysts and creative arts therapists. Such practitioners will provide such services for the corporation only to the extent permitted under section 6503-a of the Education Law."

IV. Manner of Authorization

- A. The Board of Directors of Veritas approved and adopted the Plan of Merger by unanimous written consent of the directors dated as of May 22, 2012. This action has not been rescinded or amended.
- B. The Board of Directors of Samaritan approved and adopted the Plan of Merger by resolution adopted by majority vote of the directors present at a duly convened meeting held on May 9, 2012 at which a quorum was present. One director abstained from voting, and no votes were cast against the resolution. This action has not been rescinded or amended.

V. Capital Certificates and Subvention Certificates

Neither Veritas nor Samaritan has any outstanding capital certificates or subvention certificates.

VI. Effective Date

The effective date of the merger shall be upon the filing of this Certificate of Merger by the Department of State of the State of New York.

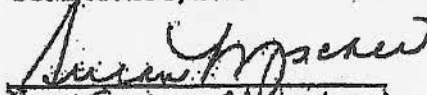
[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the constituent corporations have caused this Certificate of Merger to be duly executed by their respective officers thereunto duly authorized as of this 5th day of April, 2013.

VERITAS THERAPEUTIC
COMMUNITY, INC.

SAMARITAN VILLAGE, INC.

By:


Name: Susan Mescher
Title: Vice Chair

By:

Name:
Title:

IN WITNESS WHEREOF, the constituent corporations have caused this Certificate of Merger to be duly executed by their respective officers thereunto duly authorized as of this 5th day of April, 2013.

VERITAS THERAPEUTIC
COMMUNITY, INC.

By: _____

Name:
Title:

SAMARITAN VILLAGE, INC.

By: 

Name: Florentino Hernandez
Title: President /CEO

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(Consolidation or Merger)

Consent is hereby given to the filing of the annexed

MERGER

[certificate of consolidation or certificate of merger]

of Veritas Therapeutic Community, Inc. and Samaritan Village, Inc.

[name of each constituent entity that is being consolidated or merged]

into Samaritan Village, Inc.

[name of consolidated or merged entity].

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

JOHN B. KING, JR.
Commissioner of Education

By: Kathleen M. Marinelli
Kathleen Marinelli

Commissioner's authorized designee

Date 4/22/13

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.

STATE OF NEW YORK
OFFICE OF ALCOHOLISM AND SUBSTANCE ABUSE SERVICES
ALBANY, NEW YORK

KNOWN ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Article 32 of the Mental Hygiene Law, and Section 909 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the Certificate of Merger of

SAMARITAN VILLAGE, INC.

&

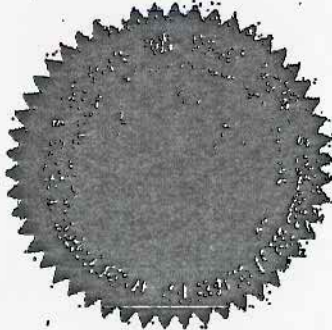
VERTAS THERAPEUTIC COMMUNITY, INC.

This approval shall not be construed as an authorization for the Corporation to engage in any activity for which the provisions of Article 32 of the Mental Hygiene Law require an Operating Certificate to be issued by the Office of Alcoholism and Substance Abuse Services unless said Corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said Corporation to meet any and all of the requirements and conditions precedent set forth in Article 32 of such law and the regulations promulgated thereunder for issuance of said Operating Certificate.

IN WITNESS WHEREOF, this instrument is Executed and the Seal of the New York State Office of Alcoholism and Substance Abuse Services is affixed this 10th day of February, 2013

ROBERT A. KENT
GENERAL COUNSEL,
NYS OASAS

By: Janet L. Paloski
Acting Director
Bureau of Certification and
Systems Management



Janet Paloski

NEW YORK
state department of
HEALTH

Nirav R. Shah, M.D., M.P.H.
Commissioner

Sue Kelly
Executive Deputy Commissioner

June 5, 2013

William F. Gaske, Esq.
Patterson Belknap Webb & Tyler, LLP
1133 Avenue of the Americas
New York, New York 10036-6710


Re: Proposed Certificate of Merger of Veritas Therapeutic Community, Inc. into Samaritan Village, Inc.

Dear Mr. Gaske:

The above referenced Certificate of Merger, dated April 5, 2013 and signed by Susan Mescher and Florentino Hernandez, does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law, Social Services Law or the Not-for-Profit Corporation Law, since the Certificate does not add, change or delete from the Certificate of Incorporation of Samaritan Village, Inc., the surviving corporation, a purpose that requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

The Department of Health does not object to the Certificate being filed with the Department of State.

Sincerely,


Michael M. Stone
Assistant Counsel
Bureau of House Counsel

HEALTH.NY.GOV
facebook.com/NYSDOH
twitter.com/HealthNYGov

ORDERED, that the corporations be, and they hereby are, authorized to file with the Secretary of State of New York a Certificate of Merger in accordance with Section 904 of the Not-for-Profit Corporation Law; and it is further

ORDERED, that upon filing of the Certificate of Merger together with a certified copy of this order as required by Section 907 of the Not-for-Profit Corporation Law, all of the assets of Veritas Therapeutic Community, Inc. shall thereupon and thereby be transferred and conveyed to Samaritan Foundation, Inc., in accordance with the Plan of Merger, to be held by it subject to the purposes set forth in its certificate of incorporation, as from time to time amended; and it is further

ORDERED, that a signed copy of this Order shall be sent to the New York State Attorney General's Office; and it is further

ORDERED, that a copy of the Certificate of Merger filed with the Secretary of State of New York shall be sent to the New York State Attorney General's Office; and it is further

ORDERED, that the merger of the corporations shall have the effect provided by Section 905 of the Not-for-Profit Corporation Law of the State of New York.

Enter,



J.S.C.

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN,
HAS NO OBJECTION TO THE GRANTING OF
JUDICIAL APPROVAL HEREON, ACKNOWLEDGES
RECEIPT OF STATUTORY NOTICE, AND DEMANDS
SERVICE OF ALL PAPERS SUBMITTED HEREIN
INCLUDING ALL ORDERS, JUDGMENTS AND
ENDORSEMENTS OF THE COURT. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE MATTER
TO THE COURT WITHIN 90 DAYS HEREAFTER.



ASSISTANT ATTORNEY GENERAL

DATE

Michele L. Adels 6/28/13

CSC 45
Drawdown

130719000227

FILED

2013 JUL 19 AM 10:45

RECEIVED

2013 JUL 19 AM 9:24

CERTIFICATE OF MERGER
OF
VERITAS THERAPEUTIC COMMUNITY, INC.
(a New York not-for-profit corporation)
INTO
SAMARITAN VILLAGE, INC.
(a New York not-for-profit corporation)
Under Section 904 of the
New York Not-for-Profit Corporation Law

Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, NY 10036-6710

Cost & F 731254TRT

Ice
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 19 2013

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STATE OF NEW YORK - DEPARTMENT OF HEALTH

M E M O R A N D U M

TO: Public Health and Health Planning Council

FROM: Richard J. Zahnleutner,  Acting General Counsel

DATE: September 10, 2015

SUBJECT: Proposed Certificate of Amendment to the Certificate of Incorporation of The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc.

The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc. ("SSI") requests Public Health and Health Planning Council approval of its proposed Certificate of Amendment to its Certificate of Incorporation, in accordance with the requirements of Sections 404 and 804 of the Not-For-Profit Corporation Law, and Sections 2854 and 2855 of the Public Health Law.

Attached are the following with regard to this matter:

1. Letter dated August 21, 2015, from SSI's counsel, requesting Public Health and Health Planning Council approval of the proposed Certificate of Amendment, and setting forth the reasons for the request.
2. Proposed Certificate of Amendment of SSI's Certificate of Incorporation.
3. Existing Certificate of Incorporation and amendments thereto.

The proposed Certificate of Amendment is in legally acceptable form.

The attached letter also discuss a Certificate of Amendment to the Certificate of Incorporation of The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation Fund, Inc. ("SBSI Fund"). The original Certificate of Incorporation for the SBSI Fund did not require the formal approval of the Department of Health, or of the Public Health Council, since no approval was necessary for the purposes set forth therein. The amendments effected by the Certificate of Amendment do not add any purposes for which approval is required. Therefore, the filing of the Certificate of Amendment does not require the consent or approval of the Department of Health, or of the Public Health and Health Planning Council, and we have provided a letter to SBSI Fund's counsel reciting this.

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015
212 653 8700 main
212 653 8701 main fax
www.sheppardmullin.com

212.634.3084 direct
trosenberg@sheppardmullin.com

August 21, 2015

File Number: 43SG-207827

VIA FEDEX

Mark Furnish
Senior Attorney
New York State Department of Health
Division of Legal Affairs
Bureau of House Counsel
Empire State Plaza,
Corning Tower
Albany, New York 12237-0031

Re: The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc.
The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation Fund, Inc.

Dear Mr. Furnish:

Thank you for your help during our recent telephone conversation and your willingness to review the request below on an expedited basis.

Per our conversation, I am writing on behalf of (1) The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc. ("SSI"); and (2) The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation Fund, Inc. ("SBSI Fund"), to request that the New York State Department of Health (the "DOH") issue a letter to each of the foregoing entities stating that the DOH consents to, or that its consent is not required for, the filing of the Certificates of Amendment of SSI and SBSI Fund. Copies of the executed Certificates of Amendment for SSI and SBSI Fund are attached as **Exhibit 1** and **Exhibit 2**, respectively. I have also attached the current Certificate of Incorporation, and all amendments thereto, of both SSI and SBSI Fund, for your reference, as **Exhibit 3** and **Exhibit 4**, respectively.

By way of background, SSI and SBSI Fund are affiliates of The Brookdale Hospital Medical Center, a New York not-for-profit corporation licensed as a hospital under Article 28 of the New York State Public Health Law operating in Brooklyn, New York (the "Hospital"). SSI and SBSI Fund have historically operated as constituents of and for the benefit of the Hospital and its affiliated health system. SSI was incorporated in 1968 under the name "Brookdale Hospital Center Nursing Home Company, Inc." SBSI Fund was incorporated in 1973 to support SSI. (Both entities have since undergone multiple changes in their legal names.)

The Hospital has been experiencing severe financial distress in recent years and has been receiving critical financial support through the DOH in coordination with the Dormitory Authority

SheppardMullin

Mark Furnish
August 21, 2015
Page 2

of the State of New ("DASNY"). In connection with a loan issued by DASNY to the Hospital in February of 2014, DASNY requested that SSI and SBSI Fund pledge and mortgage their real and personal property in favor of DASNY to secure obligations of the Hospital relating to such loan. To enable such pledges and mortgages, the proposed Certificates of Amendment would clarify the purposes of SSI and SBSI Fund to expressly provide for supporting the purposes of the Hospital and the Brookdale health system as a whole.

As we discussed by phone, it took several months to receive a response to our previous request for consent to the filing of the attached Certificates of Amendment, despite several phone calls to check on the status. We ultimately received only one consent letter, for SBSI Fund, and by the time it was received, the changes to the New York State Not-for-Profit Corporation Law made by the Nonprofit Revitalization Act became effective, necessitating modifications to both Certificates of Amendment. We also subsequently learned that the individual at the DOH who worked on our requests no longer works at the DOH. Given this history and the strong desire by DASNY to file the enclosed Certificates of Amendment as promptly as possible, we greatly appreciate your assistance in expediting your review of the Certificates. Please be in touch by phone with any questions.

Thank you very much.

Sincerely,



Tamar R. Rosenberg
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

SMRH:215578439.1
Encls.

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE SCHULMAN AND SCHACHNE INSTITUTE FOR NURSING AND
REHABILITATION, INC.**

**Under Section 803 of the
New York State Not-For-Profit Corporation Law**

The undersigned, Mark E. Toney, hereby certifies that he is the President and Chief Executive Officer of The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc., a corporation organized and existing under the Not-for-Profit Corporation Law of the State of New York ("NPCL"), and does hereby further certify as follows:

1. The name of the corporation is The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the New York Secretary of State on January 11, 1968 under Section 402 of the NPCL. The name under which the Corporation was formed is Brookdale Hospital Center Nursing Home Company, Inc.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL.
4. Paragraph II of the Corporation's Certificate of Incorporation, which sets forth the Corporation's purposes, including to provide nursing home accommodations and engage in related activities, is hereby amended to explicitly establish and clarify that the purposes of the Corporation include providing nursing home accommodations and engaging in related activities for the purpose of benefitting, promoting, supporting and furthering the charitable, scientific and educational purposes of the constituent entities of the Brookdale Health System, of which the Corporation has historically been a constituent, and improving and enhancing the general health and well-being of, the communities of Brooklyn, New York served by the constituent entities of the Brookdale Health System, which the Corporation has historically served. Accordingly, Paragraph II of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

"II. The Company is organized and shall be operated exclusively for the charitable, scientific and educational purposes of promoting, facilitating and

improving the delivery of quality, efficient, effective and economical health care and related services to, and improving and enhancing the general health and well-being of, the communities of Brooklyn, New York served by the "Brookdale Health System," a system of affiliated health care providers and related entities, by:

(i) providing nursing home accommodations for sick, invalid, infirm, disabled or convalescent persons of low income, and to this end to plan, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain and operate a nursing home project pursuant to the terms and provisions of Article 28-A of the New York State Public Health Law; and

(ii) benefitting, promoting, supporting and furthering the charitable, scientific and educational purposes of the constituent entities of the Brookdale Health System that are exempt from federal income tax under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code, including, in particular, The Brookdale Hospital Medical Center, a charitable New York not-for-profit corporation licensed as a hospital under Article 28 of the New York State Public Health Law, including through the provision of financial and/or other support to such entities, as shall be determined by the Company's Board of Directors from time to time.

5. This Certificate of Amendment of the Corporation's Certificate of Incorporation was authorized by the unanimous approval of the Corporation's sole member, acting through its Board of Trustees, at a duly constituted meeting of such Board of Trustees, in accordance with Section 802(a)(1) of the NPCL.
6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is: The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc., Attn: General Counsel, One Brookdale Plaza, Brooklyn, New York 11212.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

[SIGNATURE PAGE TO FOLLOW.]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment on August 19, 2015.


By: Mark E. Toney
Title: President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE SCHULMAN AND SCHACHNE INSTITUTE FOR NURSING AND
REHABILITATION, INC.**

**Under Section 803 of the
New York State Not-For-Profit Corporation Law**

Filed By:

Jay E. Gerzog, Esq.
Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015

RECEIVED

NOV 1 1966

SECRETARY
N. Y. STATE DEPT. OF
SOCIAL WELFARE

Certificate of Incorporation

of

The Brookdale Hospital Center Nursing Home Company

Pursuant to the Membership Corporations Law and the Public Health Law,

we, the undersigned, for the purpose of forming a

Nursing Home Company pursuant to the Membership Corporations Law

and the Public Health Law of the State of New York hereby certify:

I

The Name of the proposed corporation is The Brookdale Hospital Center Nursing Home Company, Inc. (hereinafter referred to as the "Company").

II

The purposes for which the company is to be formed are to provide nursing home accommodations for sick, invalid, infirm, disabled or convalescent persons of low income, and to this end to plan, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain and operate a nursing home project pursuant to the terms and provisions of the Public Health Law.

III

The territory in which the operations of the company will be principally conducted is the State of New York.

IV

The principal office of the company is to be located in the City of New York, Borough of Brooklyn, County of Kings, State of New York.

V
The number of Directors of the company shall be not less than three (3) nor more than fifteen (15). Directors shall be elected by the members of the company. One (1) additional director may be designated by the Commissioner of Health of the State of New York (hereinafter referred to as the "Commissioner"). In the absence of fraud or bad faith said additional director appointed by the commissioner shall not be personally liable for the debts, obligations or liabilities of the company.

VI

The names and residences of the Directors of the company until the first annual meeting are:

<u>Name</u>	<u>Address</u>
Mr. Benne Katz	802 Shore Boulevard, Brooklyn, New York 11235
Mr. Arnold Schwartz	Ritz Towers, 57th Street and Park Avenue, New York, New York 10022
Mr. David Bergner	70 East 10th Street, New York, New York 10003
Mr. Emanuel Kugler	124 Richmond Place, Lawrence, Long Island 11559
Mr. Paul Bluth	770 Empire Boulevard, Brooklyn, New York 11213
Mr. Samuel C. Rubin	10 Plaza Street, Brooklyn, New York 11238
Mr. Harry Rudolph	34 Plaza Street, Brooklyn, New York 11238
Mr. William Marx	12 Hastings Street, Brooklyn, New York 11235
Mr. Harry Koepfel	35 East 75th Street, New York, New York 10021
Mr. Nathan Packer	3600 Bedford Avenue, Brooklyn, New York 11210
Mr. Bernard Gordon	1199 Park Avenue, New York, New York 10028
Mr. Harry Maslow	20 Plaza Street, Brooklyn, New York 11238
Mr. Harold Levin	912 Fifth Avenue, New York, New York 10021

VII

The names and residences of the Subscribers to this Certificate of Incorporate are:

<u>Name</u>	<u>Address</u>
Mr. Benne Katz	802 Shore Boulevard, Brooklyn, New York 11235
Mr. Arnold Schwartz	Ritz Towers, 57th Street and Park Avenue, New York, New York 10022
Mr. David Bergner	70 East 10th Street, New York, New York 10003
Mr. Emanuel Kugler	124 Richmond Place, Lawrence, Long Island 11559
Mr. Paul Bluth	770 Empire Boulevard, Brooklyn, New York 11213
Mr. Samuel C. Rubin	10 Plaza Street, Brooklyn, New York 11238
Mr. Harry Rudolph	34 Plaza Street, Brooklyn, New York 11238

* 3

Mr. Nathan Packer 3600 Bedford Avenue
Mr. Bernard Gordon 1139 Park Avenue
Mr. Harry Maslow 20 Plaza Street
Mr. Harold Levin 912 Fifth Avenue

VIII

✓ The duration of the company is for a period of ~~ten~~ years
date of the filing of this Certificate by the Secretary of State.

IX

The real property of the company shall not be sold, transferred, en-
cumbered or assigned except as permitted by the provisions of the
Public Health Law.

X

The company has been organized exclusively to serve a public purpose
and it shall be and remain subject to the supervision and control of the
commissioner pursuant to the provisions of the Public Health Law.

XI

All income and earnings of the company shall be used exclusively for
its corporate purposes.

XII

No part of the net income or net earning of the company shall inure to
the benefit or profit of any private individual, firm or corporation. Noth-
ing herein contained shall be deemed to include any power, activity or pur-
pose or to authorize the company to engage in any business or activity
which would disqualify the company from an exemption under §501 (c) (3) of
the United States Internal Revenue Code of 1954, as amended. In the event
of dissolution or other liquidation of the assets of the company, its assets
shall be distributed to non-profit and charitable corporations or insti-
tutions as may be designated by directors, subject to the approval of a
Justice of the Supreme Court.

No part of the net income or net assets of the corporation shall be paid in dividends or otherwise to the benefit or profit of any individual.

XIII

All of the Subscribers to this Certificate of Incorporation are of full age. At least two-thirds of them are citizens of the United States and at least one of them is a resident of the State of New York. At least one of the persons named as a Director of the company is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate of Incorporation, in quadruplicate, this 11th day of October, 1966.

William Marx

(Mr. William Marx)

Harry Koepfel

(Mr. Harry Koepfel)

Nathan Packer

(Mr. Nathan Packer)

Bernard Gordon

(Mr. Bernard Gordon)

Harry Maslow

(Mr. Harry Maslow)

Harold Levin

(Mr. Harold Levin)

Benne Katz

(Mr. Benne Katz)

Arnold Schwartz

(Mr. Arnold Schwartz)

David Bergner

(Mr. David Bergner)

Emanuel Kugler

(Mr. Emanuel Kugler)

Paul Bluth

(Mr. Paul Bluth)

Samuel C. Rubin

(Mr. Samuel C. Rubin)

Harry Rudolph

(Mr. Harry Rudolph)

STATE OF NEW YORK)

SS.

COUNTY OF KINGS)

On this 11th day of October, 1966, before me personally
came Mr. Benne Katz, Mr. Arnold Schwartz, Mr. David Bergman,
Mr. Emanuel Kugler, Mr. Paul Bluth, Mr. Samuel G. Rubin,
Mr. Harry Rudolph, Mr. William Marx, Mr. Harry Koepfel,
Mr. Nathan Packer, Mr. Bernard Gordon, Mr. Harry Maslow,
and Mr. Harold Levin, to me known and known to me to be the
persons described in and who executed the foregoing Certificate of
Incorporation of The Brookdale Hospital Center Nursing Company, Inc.
and they duly acknowledged to me that they executed the same.

Pauline Cutler
Notary Public

PAULINE CUTLER
NOTARY PUBLIC, State of New York
No. 24-0837780
Qualified in Kings County
Commission Expires March 30, 1968
1967

Consent to Incorporation By

Commissioner of Health.

I, HOLLIS S. INGRAHAM, M.D., Commissioner of Health of the

State of New York, do this 26 day of December, 1967, pursuant

to Article 28-A of the Public Health Law hereby certify that I consent

to the filing of the foregoing Certificate of Incorporation of The Brookdale

Home Hospital Center Nursing/Company, Inc. with the Secretary of State of

the State of New York.

HOLLIS S. INGRAHAM, M.D.
Commissioner of Health

By: *Robert P. Whalen*
Robert P. Whalen, M.D.
Deputy Commissioner

~~HOLLIS S. INGRAHAM, M.D.
Commissioner of Health~~

The undersigned, a Justice of the Supreme Court of the State of
2nd Judicial District
New York, wherein is located the principal office of The Brookdale

Home Hospital Center Nursing/Company, Inc., hereby approves the within

Certificate of Incorporation of The Brookdale Hospital Center Nursing Home
Company, Inc. and the filing thereof.

HON. FRANK S. SAMANSKY

Dated: *January 3, 1968*
Burdette Key

Frank S. Samansky
Justice of the Supreme Court
2nd Judicial District

ice of Application Waived
is is not to be deemed an
roval on behalf of any
artment or Agency of the
te; of New York, nor an
horisation of activities
erwise limited by law.)

January 3, 1968
LOUIS J. LEFKOWITZ
Attorney General

By: *Louis J. Lefkowitz*

7

CERTIFICATE

OF

INCORPORATION

OF

BROOKDALE HOSPITAL CENTER
NURSING HOME COMPANY, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 11 1958

W. S. C.

JK

294 Kings

BERGNER & BERGNER

ATTORNEYS AT LAW

ELEVEN PARK PLACE

NEW YORK CITY

BARCLAY 7-8280

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State



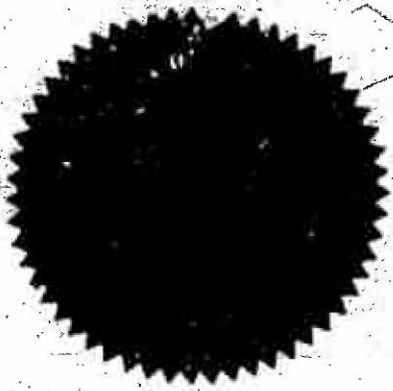
State Board of Social Welfare

Albany

659362

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the nineteenth day of December, 1967, due inquiry and investigation having been made, the Board approved the application of BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC., No. 6-27, a membership corporation, for approval of the proposed certificate of incorporation pursuant to Section 35 of the Social Services Law and Article 28-A of the Public Health Law, empowering it to establish, maintain and operate a 200 bed nursing home at Brookdale Plaza, Brooklyn, New York.



In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this twentieth day of December, in the year one thousand nine hundred and sixty-seven.

[Signature]
Secretary

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State



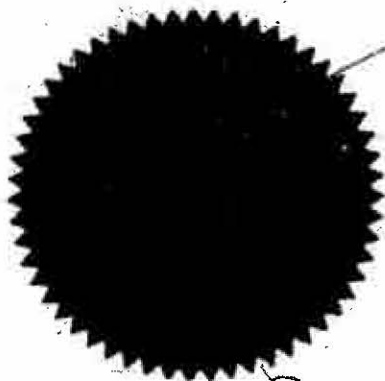
State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the twentieth day of January, 1970, due inquiry and investigation having been made, the Board approved the proposed certificate of revival of existence of BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC. pursuant to Section 49 of the General Corporation Law of the State of New York.

812131



In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this twenty-first day of January, in the year one thousand nine hundred and seventy.

[Signature]
Secretary

CERTIFICATE OF REVIVAL OF
EXISTENCE OF

BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC.

(a Membership corporation)


Pursuant to Section 49 of the General Corporation Law

We, the undersigned, HARRY KOEPPEL, President, and MILTON
COHEN, Secretary of BROOKDALE HOSPITAL CENTER NURSING
HOME COMPANY, INC. C E R T I F Y:

1. The name of the Corporation is Brookdale Hospital
Center Nursing Home Company, Inc.
2. The Certificate of Incorporation was filed in the office
of the Secretary of State on January 11, 1968.
3. The term of existence specified in the original Certificate
of Incorporation expired on January 11, 1970.
4. The duration of the Corporation shall be extended for a
period of one year, to wit; January 11, 1971.

IN WITNESS WHEREOF, we have executed this Certificate this

8th day of January, 1970.


Harry Koepfel, President


Milton Cohen, Secretary

STATE OF NEW YORK ss.
COUNTY OF KINGS

On the 8th day of January, 1970, before me
personally came HARRY KOEPPEL and MILTON COHEN, to me known
and known to me to be the persons described and who executed
the foregoing Certificate of Revival of Existence and they

thereupon severally duly acknowledged to me that they executed the same.

Arnold Simon

Notary Public

STATE OF NEW YORK)
COUNTY OF KINGS) SS.

HARRY KOEPEL and MILTON COHEN, being severally duly sworn, depose and say, each for himself deposes and says, that he, HARRY KOEPEL, is the President of Brookdale Hospital Center Nursing Home Company, Inc. and he, MILTON COHEN, is the Secretary of said Corporation, that they were duly authorized to execute and file the foregoing Certificate of Revival of Existence of said Corporation by the votes, cast in person or by proxy, of a majority of the members of record of said Corporation, at a meeting of the members called for that purpose upon like notice as that required for the annual meetings of the Corporation, the said meeting having been held at Brooklyn, New York, on January 8, 1970.

Harry Koepfel

Harry Koepfel, President

Milton Cohen

Milton Cohen, Secretary

SWORN to before me this
8th day of January, 1970

Arnold Simon

Notary Public

ARNOLD SIMON
Notary Public, State of New York
No. 3094124
Qualified in Nassau County
Commission Expires March 10, 1972

3

CONSENT TO FILING CERTIFICATE OF EXTENSION
OF EXISTENCE BY COMMISSIONER OF HEALTH

I, Hollis S. Ingraham, M.D., Commissioner of Health of the State of New York, do this 29th day of January 1970, pursuant to Article 28-A of the Public Health Law, hereby certify that I consent to the filing of the foregoing Certificate of Revival of Existence of the Brookdale Hospital Center Nursing Home Company, Inc. with the Secretary of State of the State of New York.

Hollis S. Ingraham, M.D.
Commissioner of Health

By Donald G. Dickson
Donald G. Dickson, M.D.
Deputy Commissioner

812131

CERTIFICATE

of

REVIVAL OF EXISTENCE OF

BROOKDALE HOSPITAL CENTER NURSING
HOME COMPANY, INC.

(a Membership Corporation)

Pursuant to Section 49 of the
General Corporation Law

1/11/68 Kings
duration 2 yrs

B

659362-8

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 3 1970
FILED FEB 3 1970

Secretary of State
By [Signature]
24 Kings

BERGNER & BERGNER

ATTORNEYS AT LAW

ELEVEN PARK PLACE

NEW YORK CITY

BARCLAY 7-8280

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF TYPE OF
NOT-FOR-PROFIT CORPORATION OF

THE BROOKDALE HOSPITAL CENTER
NURSING HOME COMPANY, INC.

Under Section 113 of the Not-For-Profit Corporation Law

We the undersigned President and Secretary of
The Brookdale Hospital Center Nursing Home Company, Inc.,
certify:

1. The name of the corporation is: The
Brookdale Hospital Center Nursing Home Company, Inc.
2. The name under which the corporation was
originally incorporated was The Brookdale Hospital
Center Nursing Home Company, Inc.
3. The Certificate of Incorporation of the
Corporation was originally filed by the Department of
State on January 11, 1968 and the corporation was
formed pursuant to the Membership Corporations Law
and the Public Health Law.
4. The post office address within the State
of New York to which the Secretary of State shall mail a
copy of any notice required by law is Linden Bouelvard
and Rockaway Parkway, Brooklyn, New York.
5. Under Section 201 (Purposes) of the Not-
For-Profit Corporation Law, The Brookdale Hospital Center
Nursing Home Company, Inc. is a Type D Not-For-Profit
Corporation as defined in this Chapter.

In Witness Whereof, we have executed this

Certificate this 19th day of October, 1970.

Harry Koepfel
President - Harry Koepfel

Milton Cohen
Secretary - Milton Cohen


STATE OF NEW YORK)

SS.:

COUNTY OF NEW YORK)

HARRY KOEPEL, and MILTON COHEN each being severally duly sworn, severally depose and say, each for himself, that he HARRY KOEPEL, is the President of The Brookdale Hospital Center Nursing Home Company, Inc. and he MILTON COHEN is the Secretary of said Corporation; that they have read the foregoing Certificate of Type of Not-For-Profit Corporation of The Brookdale Hospital Center Nursing Home Company, Inc. under Section 113 of the Not-For-Profit Corporation Law and know the contents thereof; that the same is true to their own knowledge, except as to matters therein stated to be alleged upon information and belief, and that as to those matters they believe it to be true.


Harry Koepel, President


Milton Cohen, Secretary

Sworn to before me this
19th day of October, 1970.


Notary Public

ARNOLD SIMON
Notary Public, New York
No. 00701473
Qualified in Nassau County
Commission Expires March 30, 1972

3

M
CERTIFICATE OF TYPE OF
NOT-FOR-PROFIT CORPORATION OF

THE BROOKDALE HOSPITAL CENTER
NURSING HOME COMPANY, INC.

Under Section 13 of the Not-For-
Profit Corporation Law

BERGNER & BERGNER
ATTORNEYS AT LAW
ELEVEN PARK PLACE
NEW YORK CITY
BARCLAY 7-8280

mem

1/11/68

Ringer

659362-8

S

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 27 1970

TAX \$ *None*
FILING FEE \$ *10*

John P. Eminger
SECRETARY OF STATE

2 P Kings
Type B

4

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

THE BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC.

Under Section 803 of the Not-
For-Profit Corporation Law

870653
The undersigned, being the President and Secretary of The Brookdale Hospital Center Nursing Home Company, Inc. certify:

1. The name of the Corporation is The Brookdale Hospital Center Nursing Home Company, Inc. It was formed under that name and the name has not been changed.

2. The certificate of incorporation of said Corporation was filed in the office of the Department of State on January 11, 1968.

3. The existence of the said Corporation expired on January 11, 1970. By Certificate of Revival of Existence filed in the Office of the Department of State on February 3, 1970, the existence of the Corporation was extended to January 11, 1971.


4. The term of existence of the Corporation is to be amended to make such existence perpetual.

5. The manner in which the Amendment of the Certificate of Incorporation was authorized was by the consent of all members of Board of Directors of the Corporation voting in person at a meeting duly called for that purpose; said meeting was held at the Brookdale Hospital Center, Brooklyn, New York on October 19, 1970. There are no members eligible to vote.

6. The corporate purposes are not enlarged,
limited or in any way changed, except as above set forth.

IN WITNESS WHEREOF, we have executed this
certificate the 30th day of October, 1970.

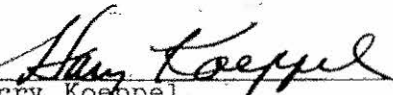

Harry Koepfel, President


Milton Cohen, Secretary

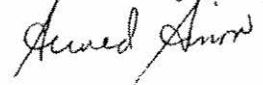
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

HARRY KOEPPPEL, being duly sworn, deposes and says:

That deponent is the President of The Brookdale Hospital Center Nursing Home Company, Inc., the corporation named in the foregoing Certificate of Amendment of Certificate of Incorporation; deponent has read the foregoing Certificate of Amendment of Certificate of Incorporation and knows the contents thereof; that the same is true to deponent's own knowledge except as to matters therein stated to be alleged on information and belief, and as to those matters deponent believes it to be true; this verification is made by deponent because The Brookdale Hospital Center Nursing Home Company, Inc. is a Not-For-Profit corporation; deponent is an officer thereof, to wit: its President.


Harry Koepfel

Subscribed and sworn to before me this 5th day of October, 1970.



ARNOLD SIMON
Notary Public, State of New York
No. 24-3557000
Qualified in Putnam County
Commission Expires March 30, 1971

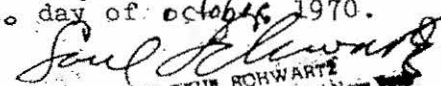
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

MILTON COHEN, being duly sworn, deposes and says:

That deponent is the Secretary of The Brookdale Hospital Center Nursing Home Company, Inc., the corporation named in the foregoing Certificate of Amendment of Certificate of Incorporation; deponent has read the foregoing Certificate of Amendment of Certificate of Incorporation and knows the contents thereof; that the same is true to deponent's own knowledge except as to matters therein stated to be alleged on information and belief, and as to those matters deponent believes it to be true; this verification is made by deponent because The Brookdale Hospital Center Nursing Home Company, Inc. is a Not-For-Profit corporation; deponent is an officer thereof, to wit: its Secretary.


Milton Cohen

Subscribed and sworn to before me this 3rd day of October, 1970.

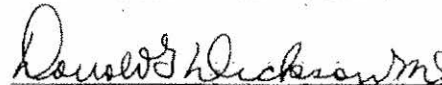

SAUL SCHWARTZ
NOTARY PUBLIC, State of New York
No. 24-3557000
Qualified in Kings County
Commission Expires March 30, 1971

CONSENT TO FILING CERTIFICATE OF AMENDMENT
RELATING TO THE EXTENSION OF THE DURATION
OF

THE BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC.

I, HOLLIS S. INGRAHAM, Commissioner of Health of the State of New York, do this 18 day of December, 1970, pursuant to Article 28-A of the Public Health Law, hereby certify that I consent to the filing of the foregoing Certificate of Amendment relating to the extension of the duration of The Brookdale Hospital Center Nursing Home Company, Inc. with the Secretary of State of the State of New York.

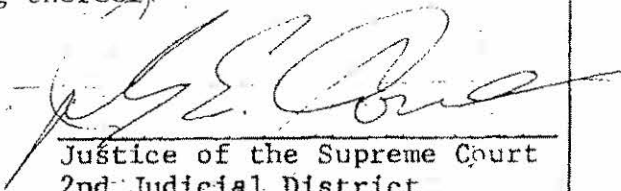
Hollis S. Ingraham, M.D.
Commissioner of Health


By Donald G. Dickson, M.D.
Deputy Commissioner

The undersigned, a Justice of the Supreme Court of the State of New York, 2nd Judicial District wherein is located the principal office of The Brookdale Hospital Center Nursing Home Company, Inc. hereby approves the within Certificate of Amendment to the Certificate of Incorporation of The Brookdale Hospital Center Nursing Home Company, Inc. and the filing thereof.

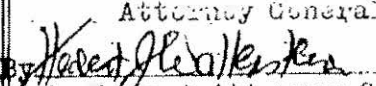
Dated: December 21, 1970
Brooklyn - New York

Notice of Application Waived
(This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization of any activities otherwise prohibited by law.)


Justice of the Supreme Court
2nd Judicial District

HON. JOHN E. CONE

Dated: December 18, 1970
LOUIS J. BERKOWITZ
Attorney General


Assistant Attorney General

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY, NEW YORK

PUBLIC HEALTH COUNCIL

RICHARD H. MATTOX, EXECUTIVE SECRETARY

WHEREAS, the certificate of incorporation of The Brookdale Hospital Center Nursing Home Co., Inc. was heretofore approved by the State Board of Social Welfare and the certificate of incorporation was filed with the Secretary of State on January 11, 1968, and

WHEREAS, the aforementioned certificate limited the duration of the Corporation for the period of two years, and

WHEREAS, on February 3, 1970, the existence of the Corporation was extended to January 11, 1971; and

WHEREAS, the Staff of the New York State Department of Health has recommended, in a report to this Council, that the life of the Corporation be extended so as to make its existence perpetual, and has further recommended the approval of a certificate of amendment relating to the disposition of the assets of the Corporation upon the dissolution of the Corporation in order to conform with the requirements of the Internal Revenue Service, now therefore be it

RESOLVED, that a certificate of amendment of Brookdale Hospital Center Nursing Home Co., Inc. extending the existence of the corporation so as to make it perpetual, and that a certificate of amendment of Brookdale Hospital Center Nursing Home Co., Inc. relating to the disposition of the assets of the corporation upon the dissolution of the corporation in order to conform with the requirements of the Internal Revenue Service, are hereby approved, provided that properly executed certificates of amendment are presented to the New York State Department of Health in a form acceptable to the Department.

ALBANY, NEW YORK
DATED : DECEMBER 18, 1970

Richard H. Mattox
SECRETARY

memo

1/11/68 KingCo

Rev of Exp to 1/11/71

659362-8

S

CERTIFICATE OF AMENDMENT

876653-6

OF

CERTIFICATE OF INCORPORATION

OF

THE BROOKDALE HOSPITAL CENTER
NURSING HOME COMPANY, INC.

Under Section 803 of the Not-
For-Profit Corporation Law

P

STATE OF NEW YORK
DEPARTMENT OF STATE
DEC 22 1970
TAX & FILING FEE \$ 30

John P. Tompkins
Secretary of State

MB
24 Kingo

6

BERGNER & BERGNER
ATTORNEYS AT LAW
ELEVEN PARK PLACE
NEW YORK CITY
BARCLAY 7-8280

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC.

Under Section 803 of the Not-
For-Profit Corporation Law

870054

The undersigned, being the President and Secretary of The Brookdale Hospital Center Nursing Home Company, Inc. certify:

1. The name of the Corporation is The Brookdale Hospital Center Nursing Home Company, Inc. It was formed under that name and the name has not been changed.

2. The certificate of incorporation of said Corporation was filed in the office of the Department of State on January 11, 1968.

3. The existence of the said Corporation expired on January 11, 1970. By Certificate of Revival of Existence filed in the Office of the Department of State on February 3, 1970, the existence of the Corporation was extended to January 11, 1971. The duration of the Corporation was made perpetual by Certificate of Amendment under Section 803 of the Not-For-Profit Law which such certificate is intended to be filed simultaneously with the filing of this certificate.

4. Paragraph XII of the Certificate of Incorporation is to be amended. The present paragraph XII of the Certificate of Incorporation to be eliminated by the execution and filing of this certificate for amendment is as follows:

"No part of the net income or net earning of the company shall inure to the benefit or profit of any private individual, firm or corporation. Nothing herein contained shall be deemed to include any power, activity or purpose or to authorize the company to engage in any business or activity which would disqualify the company from an exemption under §501 (c) (3) of the United States Internal Revenue Code of 1954, as amended. In the event of dissolution or other liquidation of the assets of the company its assets shall be distributed to non-profit and charitable corporations or institutions as may be designated by directors, subject to the approval of a Justice of the Supreme Court."

5. The new paragraph XII of the Certificate of Incorporation to be substituted for the foregoing is as follows:

"12. The Company is organized and shall be operated as a non-profit organization, shall not have power to issue certificates of stock or to declare or pay dividends and shall be operated exclusively for the purposes enumerated in Article 11 hereof, thereby to lessen the burdens of government and promote social welfare. No part of the net income or net earnings of the Company shall inure to the benefit or profit of any private individual, firm or corporation. No officer or employee of the Company shall receive or be lawfully entitled to receive any pecuniary benefits from the operation thereof except as reasonable compensation for services. No member or director of the Company shall receive any salary, other compensation or pecuniary profit of any kind for services as such member or director other than reimbursement of actual and necessary expenses incurred in the performance of his duties."

Upon the dissolution of the Company, the Board of Directors, shall after paying or making provisions for the payment of all of the liabilities of the Company, distribute all of the remaining assets of the Company exclusively for the purposes of the Company or for a similar public use or purpose, to such organization or organizations organized and operating exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same shall then be in force, or the corresponding provision of any future United States Internal Revenue Law, or to the United States of America, the State of New York, or a local government within the State of New York, as the Board of Directors shall determine or in the absence of such determination by the Board of Directors, such assets shall be distributed by the Supreme Court of the State of New York to such other qualified exempt organization or organizations as in the judgment of the Court will best accomplish the general purposes or a similar public use or purpose of this Company. In no event shall the assets of this Company upon dissolution be distributed to a director, officer, employee or member of this Company.

The dissolution of this Company and any distribution

of the assets of this Company incident thereto shall be subject to such law, if any, then in force as may require the approval or consent thereto by any Court or Judge thereof having jurisdiction or by any governmental department or agency or official thereof.

6. The manner in which the Amendment of the Certificate of Incorporation was authorized was by the consent of all members of Board of Directors of the Corporation voting in person at a meeting duly called for that purpose; said meeting was held at the Brookdale Hospital Center, Brooklyn, New York on October 19, 1970. There are no members eligible to vote.

7. The corporate purposes are not enlarged, limited or in any way changed, except as above set forth.

IN WITNESS WHEREOF, we have executed this certificate the 30th day of October, 1970.


Harry Koeppe, Pres.

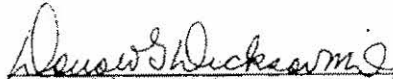

Milton Cohen, Secretary

CONSENT TO FILING CERTIFICATE OF AMENDMENT
RELATING TO THE DISPOSITION OF ASSETS UPON
THE DISSOLUTION, AND NON-PROFIT CHARACTER
OR

THE BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC.

I, HOLLIS S. INGRAHAM, Commissioner of Health of
the State of New York, do this 18 day of December, 1970,
pursuant to Article 28-A of the Public Health Law, hereby
certify that I consent to the filing of the foregoing
Certificate of Amendment relating to the Disposition of
Assets Upon the Dissolution and Non-Profit Character of
The Brookdale Hospital Center Nursing Home Company, Inc.
with the Secretary of State of the State of New York.

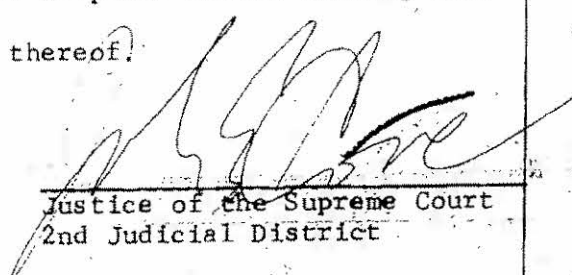
Hollis S. Ingraham, M.D.
Commissioner of Health

By 
Donald G. Dickson, M.D.
Deputy Commissioner

The undersigned, a Justice of the Supreme Court
of the State of New York, 2nd Judicial District wherein
is located the principal office of The Brookdale Hospital
Center Nursing Home Company, Inc., hereby approves the
within Certificate of Amendment to the Certificate of
Incorporation of The Brookdale Hospital Center Nursing Home
Company, Inc. and the filing thereof.

Dated: December 21, 1970.
Brooklyn, New York

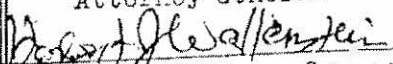
Notice of Application Waived
(This is not to be deemed an
approval on behalf of any
Department or any of the
State of New York, or any
authorities thereof, unless
otherwise indicated.)


Justice of the Supreme Court
2nd Judicial District

HON. JOHN E. CONE

Dated: Dec 18, 1970

LOUIS J. ...
Attorney General

By 
Assistant Attorney General, 5

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY, NEW YORK

PUBLIC HEALTH COUNCIL

RICHARD H. MATTOX, EXECUTIVE SECRETARY

WHEREAS, the certificate of incorporation of The Brookdale Hospital Center Nursing Home Co., Inc. was heretofore approved by the State Board of Social Welfare and the certificate of incorporation was filed with the Secretary of State on January 11, 1968, and

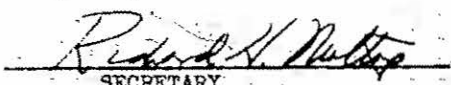
WHEREAS, the aforementioned certificate limited the duration of the Corporation for the period of two years, and

WHEREAS, on February 3, 1970, the existence of the Corporation was extended to January 11, 1971, and

WHEREAS, the Staff of the New York State Department of Health has recommended, in a report to this Council, that the life of the Corporation be extended so as to make its existence perpetual, and has further recommended the approval of a certificate of amendment relating to the disposition of the assets of the Corporation upon the dissolution of the Corporation in order to conform with the requirements of the Internal Revenue Service, now therefore be it

RESOLVED, that a certificate of amendment of Brookdale Hospital Center Nursing Home Co., Inc. extending the existence of the corporation so as to make it perpetual, and that a certificate of amendment of Brookdale Hospital Center Nursing Home Co., Inc. relating to the disposition of the assets of the corporation upon the dissolution of the corporation in order to conform with the requirements of the Internal Revenue Service, are hereby approved, provided that properly executed certificates of amendment are presented to the New York State Department of Health in a form acceptable to the Department.

ALBANY, NEW YORK
DATED : DECEMBER 18, 1970

6

SECRETARY

memor 1/11/68 Kings Co

Rev of Expt to 1/11/71

876654-7

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE BROOKDALE HOSPITAL CENTER
NURSING HOME COMPANY, INC.

Under Section 803 of the Not-
For-Profit Corporation Law

659362-8

S

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 22 1970
TAX \$ *None*
FILING FEE \$ *30*

John P. Long
Secretary of State
NA
24 Kings

B

7

BERGNER & BERGNER
ATTORNEYS AT LAW
ELEVEN PARK PLACE
NEW YORK CITY
BARCLAY 7-8250

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

4997188

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BROOKDALE HOSPITAL CENTER NURSING HOME
COMPANY, INC.

Under Section 801 of The Not-For-Profit Corporation Law
and the Public Health Law

WE, the undersigned, hereby certify: -

1. The name of the corporation is BROOKDALE HOSPITAL
CENTER NURSING HOME COMPANY, INC. It was formed under that name
and the name has not been changed.

2. The Certificate of Incorporation of said corporation
was filed by the Department of State of January 11, 1968. The
corporation was formed under the Not-For-Profit Corporation Law
and the Public Health Law.

3. The corporation is a corporation as defined in sub-
paragraph (a)(5) of Section 102 (Definition) of the Not-For-
Profit Corporation Law, and is a Type D corporation under
Section 201 (Purposes).

4. The Secretary of State, pursuant to Section 402(a)(7)
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 555 Rockaway Parkway, Brooklyn, New York 11212.

5. Paragraph 1 of the Certificate of Incorporation relating to the name of the corporation is amended to read as follows:

"1. The name of the Corporation shall be THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION."


6. The manner in which the Amendment of the Certificate of Incorporation was authorized was by consent of a majority of the membership of the corporation voting in person at a special meeting of the membership, duly called for that purpose upon due notice to all members of record given in the manner required for a special meeting of the corporation; said meeting was held at 1060 Ocean Parkway, Brooklyn, New York at 6:15 P.M. on October 18th, 1982; a majority of the members were present; the certificate of Incorporation of the corporation does not require the consent of more than a majority of the members to change the name of the corporation to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION".

and the following approvals or consents will be endorsed upon
or annexed to this Certificate of Amendment prior to its de-
livery to the Department of State:

Commissioner of Health, Public Health Council,
Justice of the Supreme Court, Waiver of the
Attorney General

IN WITNESS WHEREOF, we have executed this Certificate
of Amendment this 31st day of January, 1983 and affirmed that the
statements made herein are true under the penalties of perjury.

Edwin Schulman
New York, New York


EDWIN SCHULMAN - President

David Schlang
New York, New York


DAVID SCHLANG - Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.

EDWIN SCHULMAN and DAVID SCHLANG, being severally duly sworn, depose and say: -

1. That he EDWIN SCHULMAN is the President of THE BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC., mentioned in the foregoing Certificate, and was such President at the time of the consent mentioned therein for the change of name of the corporation from BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC. to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION".

2. That he DAVID SCHLANG is the Secretary of THE BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC., mentioned in the foregoing Certificate, and was such Secretary at the time of the consent mentioned therein for the change of name of the corporation from BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC. to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION".

3. That at a special meeting of the membership duly called at which a quorum was present, the membership duly authorized the execution and filing of the foregoing Certificate of Amendment by action of a majority of the entire membership.

4. Such consent was given by affirmative votes cast in person by a majority of the entire membership at a special meeting of the membership after due notice to the entire membership.

of the corporation given in the manner required for a special meeting of the membership of the corporation.

5. That the Certificate of Incorporation of this corporation does not require a consent of more than a majority of the entire membership to change the name of the corporation to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION".

Edwin T. Schulman
EDWIN SCHULMAN

David Schlang
DAVID SCHLANG

Sworn to before me this

31st day of *January*, 1983

Clark K. Kendall
NOTARY PUBLIC

NOTARY PUBLIC
No. 4
Term Expires March 30, 1984


CONSENT TO AMENDMENT OF
CERTIFICATE OF INCORPORATION
BY
COMMISSIONER OF HEALTH

I, David Axelrod, M.D., Commissioner of Health of the State of New York, on this 26th day of April, 1983, pursuant to Article 28-A of the Public Health Law and Section 804 of the Not-For-Profit Corporation Law, hereby certify that I consent to the filing of the foregoing Certificate of Amendment to change the name of the Corporation to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION", with the Secretary of State of the State of New York.

COMMISSIONER OF HEALTH

BY:



 STATE OF NEW YORK DEPARTMENT OF HEALTH
OFFICE OF HEALTH SYSTEMS MANAGEMENT

MEMORANDUM

TO: Public Health Council

FROM: Peter J. Millock, General Counsel *ML*

DATE: March 1, 1983

SUBJECT: Certificate of Amendment of Certificate of
Incorporation of Brookdale Hospital Center
Nursing Home Company, Inc.

Brookdale Hospital Center Nursing Home Company, Inc., a not-for-profit corporation formed, with State Board of Social Welfare approval, on December 1967, requests Public Health Council approval of the attached certificate of amendment of its certificate of incorporation. The corporation operates a nursing home in Brooklyn, New York.

The sole purpose of the attached amendment is to change the corporate name to "The Samuel Schuiman Institute for Nursing and Rehabilitation," a name deemed by the directors to honor the corporation's deceased former president, as well as to indicate the corporation's scope and purposes.

The attached document has been found to comply with the requirements of the Not-For-Profit Corporation Law.

Attachment

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0000 0763

WAIVER OF NOTICE OF APPLICATION
BY ATTORNEY GENERAL

Notice of Application waived: (This is not to be deemed
an approval on behalf of any Department or Agency of the
State of New York, nor an authorization of activities
otherwise limited by law.)

DATED:

1983

ATTORNEY GENERAL OF THE
STATE OF NEW YORK

BY:

Assistant Attorney General

see next page

CONSENT TO AMENDMENT OF
CERTIFICATE OF INCORPORATION
BY A RESIDENT SUPREME COURT JUSTICE

The undersigned, a Justice of the Supreme Court of the State of New York, for the Second Judicial District, hereby approves the within Certificate to change the name of the corporation to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION".

DATED: BROOKLYN ~~New York~~, N.Y.,
JUNE 28 1983.

Gerald Adler

J. S. C.

Gerald Adler,

JUN 28 1983

SUPREME COURT
KINGS COUNTY
SPECIAL TERM
PART 2

June 9, 1983

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREIN AND WAIVES
STATUTORY NOTICE.

EDBERT LEHARS, ATTORNEY GEN.
STATE OF NEW YORK

Howard Holt

HOWARD HOLT
Associate Attorney

BILLED

USC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL - 7 1983

AMT. OF CHECK \$ 47.50
FILING FEE \$ 30
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ 7.50
CERT. \$ _____
H. F. F. \$ _____
SPEC. HANDLE \$ 10

USC

BY: Type D
Kings

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BROOKDALE HOSPITAL CENTER NURSING HOME
COMPANY, INC.

RECEIVED
JUL 5 2 1983

Under Section 803 of The Not-For-Profit Corporation Law
and the Public Health Law

1/11/68 Kings

9362-3

(- 8X65V-)

W.P. Type 2

10/1/68 Kings

B. Kings

01.15 = 2000 Kings

10/1/68 Kings

RECEIVED
JUL 5 1983

LANAU, BERKOWITZ & NOSTRAND
Attorneys-at-Law
60 East 42nd Street - Suite 2501
New York, New York 10165
(212) 687 - 2226

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0000 0766

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION

UNI

Under Section 803
of the Not-For-Profit Corporation Law

We, the undersigned being the President and Secretary
of The Samuel Schulman Institute For Nursing and Rehabilitation
("Corporation") do hereby certify:

(1) The name of the Corporation is The Samuel Schulman
Institute For Nursing And Rehabilitation. The name under which
the Corporation was formed is Brookdale Hospital Center Nursing
Home Company, Inc.

(2) The Certificate of Incorporation was filed by the
Department of State on the 11th day of January 1968. The said
Corporation was formed under the Membership Corporation Law and
the Public Health Law of the State
of New York.

(3) The Corporation is a corporation as defined in
subparagraph (a) (5) of section 102 of the Not-For-Profit
Corporation Law and is a Type D corporation under section 201 of
said law.

C146100

16100

(4) Paragraph I of the Certificate of Incorporation, which sets forth the name of the Corporation, is hereby amended to read as follows:

"The name of the Corporation is The Samuel and Bertha Schulman Institute For Nursing and Rehabilitation."

(5) This amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the sole member of the Corporation, pursuant to Section 614 of the Not-For-Profit Corporation Law.

(6) The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is 555 Rockaway Parkway, Brooklyn, New York 11212, Attention: Office of the President.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 26 day of October, 1989.

It is affirmed that the statements made herein are true under the penalties and perjury.


Edwin L. Schulman
President

David Schlang
David Schlang
Secretary

STATE OF NEW YORK)
() ss.:
COUNTY OF *Queens*)

On this 26 day of October, 1989, before me personally came Edward Schubert and David Schlang, to me known and known to me to be the persons described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation and they duly acknowledged to me that they severally and independently executed the same.

Joyce E. Smith
Notary Public

JOYCE E. SMITH
Notary Public, State of New York
No. 41-4885965
Qualified in Queens County
Commission Expires April 30, 1991

9.12.3/BM1

The under signed has no objection to the granting of judicial approval to the attached Certificate of Amendment and waives statutory notice.

Robert Abrams
Attorney General
State of New York

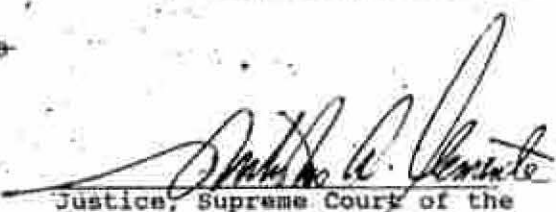
By: _____

Dated: _____

I, HON. NICHOLAS A. CLEMENTE, a Justice of the Supreme Court of the State of New York, Second Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of The Samuel Schulman Institute For Nursing And Rehabilitation, and consent that the same be filed.

Date: MAY 14 1990
Brooklyn, New York

THE UNDERSIGNED
TO THE COUNCIL
APPROVAL BY THE
STATUTORY NOTICE


Justice, Supreme Court of the
State of New York

Second Judicial District

ROBERT ABRAMS, ATTORNEY GENERAL
STATE OF NEW YORK

by Laura Werner
May 9, 1990

ASSISTANT ATTORNEY GENERAL



DAVID AXELROD, M.D.
COMMISSIONER

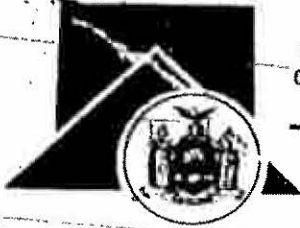
STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY

UNI

CONSENT
TO FILING A CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
BY THE
COMMISSIONER

I, DAVID AXELROD, M.D., Commissioner of Health of
the State of New York, do this *22nd* day of *May* 1990,
consent to the filing with the Secretary of State of the
Certificate of Amendment of the Certificate of Incorporation
of Samuel Schulman Institute for Nursing and Rehabilitation,
as executed on the 26th of October 1989, pursuant to
Section 2854 of the Public Health Law.

David Axelrod, M.D.
Commissioner of Health



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

UNI

April 23, 1990

Ms. Beth Margolis
Kalkines, Arky, Zall & Bernstein
885 Third Avenue
New York, NY 10022-4802

Re: Certificate of Amendment of the Certificate of Incorporation of The
Samuel Schulman Institute for Nursing and Rehabilitation

Dear Ms. Margolis:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of April, 1990, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of The Samuel Schulman Institute for Nursing and Rehabilitation hereafter to be known as The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation dated October 26, 1989 is approved.

Sincerely,

Karen S. Westervelt
Executive Secretary

b

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RESOLUTION

RESOLVED, that the Public Health Council, on this 20th day of April, 1990, approves the filing of the Certificate of Amendment to the Certificate of Incorporation of The Samuel Schulman Institute for Nursing and Rehabilitation, hereafter to be known as The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation dated October 26, 1989.

AFFIDAVIT OF BERTHA SCHULMAN

BERTHA SCHULMAN, being duly sworn, deposes and says:

1. I have no objection to the addition of my name to the titles of The Samuel Schulman Institute For Nursing And Rehabilitation ("SSI") and The Samuel-Schulman Institute For Nursing And Rehabilitation Fund, Inc. (the "Fund").

2. I am honored by the addition of my name to the titles of SSI and the Fund so that the new titles will be "The Samuel And Bertha Schulman Institute For Nursing And Rehabilitation" and "The Samuel And Bertha Schulman Institute For Nursing And Rehabilitation Fund, Inc."

Bertha Schulman
BERTHA SCHULMAN

Sworn to before me
this 24 day of
January, 1990

Joyce E. Smith
Notary Public

801-10.321

JOYCE E. SMITH
Notary Public, State of New York
No. 41-485925
Qualified in Queens County
Commission Expires April 30, 1991

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6-9
C148100

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 29 1980

AMT. OF DOLLARS
FIVE HUNDRED
THIRTY
CENTS
TO
COUNTY OF
SHERMAN
BY
[Signature]
[Signature]

UNI

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION

Under Section 803 of the Not-For-Profit
Law of the State of New York:

and 11183

CPR

NPA 4850

[Signature]

623820

555 Rockaway Parkway Bklyn N.Y.

L-A947188-11

11212

BRONX: BRONX HOSPITAL CENTER Nursing Home (Co) Inc.

1/11/60

Kalkines Arky Zell & Bernstein
1575 Broadway - 27th Floor
New York, New York 10019

654362

1/11/60

568

1/11

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 4, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

F991215000 763

**CERTIFICATE OF MERGER
OF
THE DOROTHY AND DAVID I. SCHACHNE INSTITUTE
FOR NURSING AND REHABILITATION
AND
THE SAMUEL AND BERTHA SCHULMAN INSTITUTE
FOR NURSING AND REHABILITATION
INTO
THE SAMUEL AND BERTHA SCHULMAN INSTITUTE
FOR NURSING AND REHABILITATION**

**Under Section 904 of the New York
Not-for-profit Corporation Law**

The undersigned, being respectively the President and Secretary of the The Dorothy and David I. Schachne Institute for Nursing and Rehabilitation, (hereinafter "DDISI"), and the President and Secretary of The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, (hereinafter "SBSI"), hereby certify as follows:

1. (a) The names of the constituent Corporations are DDISI and SBSI. DDISI was formed under the name Linroe Nursing Home, Inc. SBSI was formed under the name The Brookdale Hospital Center Nursing Home Company, Inc.

(b) The Corporations are corporations as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law and are Type D Corporations under Section 201 of said law.

(c) The name of the surviving Corporation is SBSI.

2. Neither of the constituent corporations has issued any certificates evidencing capital contributions or subventions.

3. The sole member of DDISI is Linroe Community Service Corporation, Inc. (hereinafter "LCSC"). The sole member of SBSI is LCSC. The surviving corporation's sole member is LCSC.

4. The Certificate of Incorporation of the surviving corporation is hereby amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

(a) The original Paragraph 1.0 of the Certificate of Incorporation, which sets forth the name of the Corporation, is hereby amended to read in its entirety as

follows: The name of the Corporation is The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc.

(b) The Paragraph 6 of the Amended Certificate of Incorporation, which designates the Secretary of State as agent of the Corporation upon whom process may be served, is amended to read in its entirety as follows: 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 or her as agent of the Corporation is:

One Brookdale Plaza
Brooklyn, New York 11212-3198
Att: President & Chief Executive Officer
The Brookdale University Hospital
and Medical Center

5. The effective date of the Merger shall be the date on which this Certificate of Merger is filed by the Department of State of the State of New York (the "Department of State").

6. (a) The Certificate of Incorporation for the Dorothy and David I. Schachne Institute for Nursing and Rehabilitation was filed by the Department of State on the 17th day of December, 1990. The said corporation was formed under the 104 (e) of the not-for-profit corporation law and section 2854 (2) (a) of the Public Health Law.

(b) The Certificate of Incorporation for The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation was filed by the Department of State on the 11th day of January, 1968. The said Corporation was formed under the Membership Corporation Law and the Public Health Law of the State of New York.

7. (a) The merger was authorized with respect to the Dorothy and David I. Schachne Institute for Nursing and Rehabilitation in the Following manner: A plan of merger providing for the Merger (the "Plan") was duly adopted by a majority of the members of the Board of Directors of the Dorothy and David I. Schachne Institute for Nursing and Rehabilitation, at a meeting on February 17, 1998.

(b) The merger was authorized with respect to the Samuel and Bertha Schulman Institute for Nursing and Rehabilitation in the following manner: A plan of merger providing for the merger (the "Plan") was duly adopted by a majority of the members of the Board of Directors of The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, at a meeting held on February 17, 1998.

(c) The Plan has not been abandoned.

IN WITNESS WHEREOF, the undersigned, on behalf of the constituent Corporations, hereby subscribe this certificate and affirm it as true under the penalties of perjury as of the 31st day of August, 1998.

Martin J. Simon, Chairman
The Dorothy and David L. Schachne Institute
for Nursing and Rehabilitation, Inc.

Asner L. Mestel, M.D., Secretary
The Dorothy and David L. Schachne Institute
for Nursing and Rehabilitation, Inc.

Edwin L. Schulman, President
The Samuel and Bertha Schulman Institute
for Nursing and Rehabilitation, Inc.

David Schlang

David Schlang, Secretary
The Samuel and Bertha Schulman Institute
for Nursing and Rehabilitation, Inc.

IN WITNESS WHEREOF, the undersigned, on behalf of the constituent Corporations, hereby subscribe this certificate and affirm it as true under the penalties of perjury as of the 31st day of August, 1998.


Martin J. Simon, Chairman
The Dorothy and David I. Schachne Institute
for Nursing and Rehabilitation, Inc.

Ascher L. Mestel, M.D.
Ascher L. Mestel, M.D., Secretary
The Dorothy and David I. Schachne Institute
for Nursing and Rehabilitation, Inc.

Edwin L. Schulman, President
The Samuel and Bertha Schulman Institute
for Nursing and Rehabilitation, Inc.

David Schlang, Secretary
The Samuel and Bertha Schulman Institute
for Nursing and Rehabilitation, Inc.

IN WITNESS WHEREOF, the undersigned, on behalf of the constituent Corporations,
hereby subscribe this certificate and affirm it as true under the penalties of perjury as of the 31st
day of August, 1998.



Martin J. Simon, Chairman
The Dorothy and David I. Schachne Institute
for Nursing and Rehabilitation, Inc.

Ascher L. Mestel, M.D., Secretary
The Dorothy and David I. Schachne Institute
for Nursing and Rehabilitation, Inc.

Edwin L. Schulman, President
The Samuel and Bertha Schulman Institute
for Nursing and Rehabilitation, Inc.

David Schlang, Secretary
The Samuel and Bertha Schulman Institute
for Nursing and Rehabilitation, Inc.

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Supreme Court of the State of
New York, held in and for the
County of Kings, at the
Courthouse thereof, located at
360 Adams Street, Brooklyn,
New York, on the 27 day of
Dec, 1999

P R E S E N T:

Hon. _____, Justice

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF KINGS

In the Matter of the Application)
of)

THE SAMUEL AND BERTHA SCHULMAN)
INSTITUTE FOR NURSING AND REHABILITA-)
TION, INC. and THE DOROTHY AND DAVID I.)
SCHACHNE INSTITUTE FOR NURSING AND)
REHABILITATION, INC.)

ORDER APPROVING
MERGER

Index No. 48345/99

For an order approving their)
plan of merger under Section 907 of)
the Not-for-Profit Corporation Law)
into THE SAMUEL AND BERTHA SCHULMAN)
INSTITUTE FOR NURSING AND REHABILITA-)
TION, INC. and authorizing the filing)
of the Certificate of Merger)
under Section 904 of said Law.)

The Samuel and Bertha Schulman Institute for Nursing and
Rehabilitation, Inc. and The Dorothy and David I. Schachne
Institute for Nursing and Rehabilitation, Inc., having duly made
joint application for an order, pursuant to section 907 of the
Not-for-Profit Corporation Law ("N-PCL"), approving the plan of
merger of said corporations and authorizing the filing of the

certificate of merger in accordance with N-PCL § 904, and said application having regularly come on to be heard,

Now upon reading the joint affidavit of Edwin L. Schulman, the President of The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, Inc. and Martin J. Simon, the Chairman of The Dorothy and David I. Schachne Institute for Nursing and Rehabilitation, Inc., sworn to on June 9, 1949, and the plan of merger designated Exhibit A herein, and the certificate of merger of said corporations into The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, Inc., under section 904 of the Not-For-Profit Corporation Law, all in support of the application, and after due deliberation having been held thereon, and it appearing that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger,

Now, upon the petition of Edwin L. Schulman, President of The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, Inc. and Martin J. Simon, Chairman of The Dorothy and David Schachne Institute for Nursing and Rehabilitation, Inc., it is

ORDERED, that the plan of merger between The Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, Inc. and The Dorothy and David I. Schachne Institute for Nursing and Rehabilitation, Inc. designated Exhibit A herein, be and the same is hereby approved, and it is further

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ORDERED, that the aforesaid certificate of merger is authorized to be filed by the Department of State in accordance

with N-PCL § 904, to which certificate a certified copy of this order shall be annexed.

ENTER,

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE ELIOT SPITZER, ATTORNEY GENERAL OF THE STATE OF NEW YORK

J. S. C.

STATE OF NEW YORK
CLERK OF THE SUPREME COURT
No. 067399
JUL 6 1999
RECEIVED
FEE PAID

William A. ...
Clerk

ROBERT
9



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

July 29, 1999

Frank T. Cicero
Cicero Shapiro Velazquez & Cicero
701 Westchester Avenue - Suite 210W
White Plains, New York 10604

Re: Certificate of Merger of the Dorothy and David I. Schachne Institute for Nursing and Rehabilitation, Inc., into the Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, Inc., and Amendment to the Samuel and Bertha Schulman Institute Certificate of Incorporation

Dear Mr. Cicero:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 30th day of October, 1998, I hereby certify that the Certificate of Merger of Certificate of Merger of the Dorothy and David I. Schachne Institute for Nursing and Rehabilitation, Inc. into the Samuel and Bertha Schulman Institute for Nursing and Rehabilitation, Inc. and Amendment to the Samuel and Bertha Schulman Institute Certificate of Incorporation dated February 17, 1998 is approved.

Sincerely,

Donna Peterson
Karen S. Westervelt *for*
Executive Secretary

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991216000763

CERTIFICATE OF MERGER
OF
THE DOROTHY AND DAVID L. SCHACHNE INSTITUTE
FOR NURSING AND REHABILITATION
AND
THE SAMUEL AND BERTHA SCHULMAN INSTITUTE
FOR NURSING AND REHABILITATION
INTO
THE SAMUEL AND BERTHA SCHULMAN INSTITUTE
FOR NURSING AND REHABILITATION

UNDER SECTION 904 OF THE NEW YORK NOT-FOR-PROFIT
CORPORATION LAW

ICC

**DRAWDOWN
DELANEY - 30**

STATE OF NEW YORK
DEPT. OF STATE
FILED DEC 16 1999
TAXS
BY: BC

King

RECEIVED
DEC 16 2 15 PM '99

FILED BY:
KALKINES, ARKY, ZALL & BERNSTEIN LLP
1675 BROADWAY, 27TH FLOOR
NEW YORK, NEW YORK 10019

991216000795


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STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Richard J. Zahnleuter,  Acting General Counsel

DATE: September 28, 2015

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of Brookdale Family Care Centers, Inc.

Brookdale Family Care Centers, Inc. requests Public Health and Health Planning Council approval of its proposed Certificate of Amendment to its Certificate of Incorporation, in accordance with the requirements of Sections 404 and 804 of the Not-For-Profit Corporation Law, and Section 2801-a of the Public Health Law.

The Corporation's initial Certificate of Incorporation, and a previous amendment thereto changing the corporate duration to perpetual, were approved by the Public Health Council. This amendment adds to the corporate purposes, as described in the attached letter from corporate counsel.

Attached are the following with regard to this matter:

1. Letter dated September 18, 2015, from corporate counsel, requesting Public Health and Health Planning Council approval of the proposed Certificate of Amendment, and setting forth the reasons for the request.
2. Proposed Certificate of Amendment of the Certificate of Incorporation.
3. Existing Certificate of Incorporation and amendment thereto.

The proposed Certificate of Amendment is in legally acceptable form.

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015
212.653.8700 main
212.653.8701 main fax
www.sheppardmullin.com

September 18, 2015

212.634.3084 direct
trosenberg@sheppardmullin.com

File Number: 43SG-207827

VIA FEDEX

Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning,
Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

Re: Brookdale Family Care Centers, Inc.
Urban Strategies/Brookdale Family Care Center, Inc.

Dear Ms. Leonard:

I am writing to request that the Public Health and Health Planning Council (the "PHHPC") of the New York State Department of Health (the "DOH") review and consent to the filing of the proposed Certificates of Amendment of the Certificates of Incorporation of Brookdale Family Care Centers, Inc. ("BFCC") and Urban Strategies/Brookdale Family Care Center, Inc. ("Urban Strategies") with the Department of State at the October 8, 2015 meeting of the PHHPC. This special request for expedited review is made in coordination with the Dormitory Authority of the State of New York ("DASNY"), for whose benefit the proposed Certificates of Amendment are being filed, as described below.

By way of background, BFCC and Urban Strategies are affiliates of The Brookdale Hospital Medical Center, a New York not-for-profit corporation licensed as a hospital under Article 28 of the New York State Public Health Law operating in Brooklyn, New York (the "Hospital"). BFCC and Urban Strategies are each a New York not-for-profit corporation located in Brooklyn, New York, and each is licensed as a diagnostic and treatment center under Article 28 of the New York State Public Health Law. BFCC and Urban Strategies have historically operated as constituents of and for the benefit of the Hospital and its affiliated health system.

The Hospital has been experiencing severe financial distress in recent years and has been receiving critical financial support through the DOH in coordination with DASNY in order to cover the Hospital's operating shortfalls, cash flow needs and capital improvement expenses. In

SheppardMullin

Colleen M. Leonard
September 18, 2015
Page 2

connection with a loan issued by DASNY to the Hospital on August 27, 2015 in the aggregate amount of \$13,491,266.00, DASNY required the Hospital to covenant to cause BFCC and Urban Strategies to issue guaranties and to pledge and mortgage their real and personal property in favor of DASNY to secure the Hospital's repayment of both such loan and other outstanding indebtedness to DASNY, including amounts advanced to the Hospital under a non-revolving credit line loan pursuant to which the Hospital may borrow an aggregate amount of up to \$78,000,000.00.

The proposed Certificates of Amendment would clarify the purposes of BFCC and Urban Strategies to more explicitly establish that their purposes include operating in support of the Hospital and the health system of which it is a part, and promoting the health of the community served by such health system. Such amendments are proposed to ensure that the Hospital Affiliates have the requisite corporate authority under the New York Not-for-Profit Corporation Law to enter into the guaranties, pledges and other agreements and instruments required by DASNY.

Copies of the Certificates of Amendment of BFCC and Urban Strategies are attached as Exhibit 1 and Exhibit 2, respectively, and copies of their respective Certificates of Incorporation and all amendments thereto are attached as Exhibit 3 and Exhibit 4, respectively.

The agenda for the October 8, 2015 meeting of the PHHPC currently includes the proposed Certificate of Amendment of another affiliate of the Hospital, The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc. ("SSI"). SSI seeks to amend its Certificate of Incorporation for the same reason as BFCC and Urban Strategies. SSI's Certificate of Amendment was reviewed by Mark Noordsy, a Senior Attorney in the DOH's Division of Legal Affairs.

DASNY is requiring that SSI, BFCC and Urban Strategies enter into the required guaranties, pledges, mortgages and other instruments and agreements prior to the Hospital's receipt of additional loan funds from DASNY. Given the Hospital's urgent need for such funds in order to cover essential operating expenses, we respectfully request the PHHPC's review of the proposed Certificates of Amendment, together with SSI's proposed Certificate of Amendment, at its October 8, 2015 meeting. We greatly appreciate any assistance you can offer in this regard.

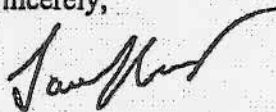
Given DASNY's close coordination with the DOH with respect to the Hospital, we understand that DASNY is separately making the same request to the DOH and that, accordingly, you may be separately contacted on this matter by DASNY or other DOH representatives.

SheppardMullin

Colleen M. Leonard
September 18, 2015
Page 3

Thank you very much.

Sincerely,



Tamar R. Rosenberg
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

SMRH:224259732.2
Encls.

cc: Mark Noordsy, Esq. (DOH)
Deryck A. Palmer, Esq. (Pillsbury)

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROOKDALE FAMILY CARE CENTERS, INC.**

**Under Section 803 of the
New York State Not-For-Profit Corporation Law**

The undersigned, Reginald Bullock Jr, hereby certifies that he is the Assistant Secretary of Brookdale Family Care Centers, Inc., a corporation organized and existing under the Not-for-Profit Corporation Law of the State of New York ("NPCL"), and does hereby further certify as follows:

1. The name of the corporation is Brookdale Family Care Centers, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the New York Secretary of State on October 27, 1994 under Section 402 of the NPCL.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL.
4. The Corporation's Certificate of Incorporation is hereby amended as follows:
 - a. Article THIRD of the Corporation's Certificate of Incorporation, which sets forth the Corporation's purposes, including to establish, operate and maintain one or more diagnostic and treatment centers and engage in related activities, is hereby amended to explicitly establish and clarify that the purposes of the Corporation include establishing, operating and maintaining one or more diagnostic treatment centers and engaging in related activities for the purpose of benefitting, promoting, supporting and furthering the charitable, scientific and educational purposes of the constituent entities of the Brookdale Health System, Inc., of which the Corporation has historically been a constituent, and improving and enhancing the general health and well-being of the communities of Brooklyn, New York served by the constituent entities of the Brookdale Health System, Inc., which the Corporation has historically served. Accordingly, Article THIRD of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

THIRD: The Corporation is organized and shall be operated exclusively for the charitable, scientific and educational purposes of promoting, facilitating and improving the delivery of quality, efficient, effective and economical health care and related services to, and improving and enhancing the general health and well-being of, the communities of Brooklyn, New York served by the "Brookdale Health System, Inc.," a system of affiliated health care providers and related entities, by:

(i) establishing, operating and maintaining one or more diagnostic and treatment centers, as defined in Article 28 of the Public Health Law of the State of New York, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;

(ii) benefitting, promoting, supporting and furthering the charitable, scientific and educational purposes of the constituent entities of the Brookdale Health System, Inc. that are exempt from federal income tax under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code, including, in particular, The Brookdale Hospital Medical Center, a charitable New York not-for-profit corporation licensed as a hospital under Article 28 of the New York State Public Health Law, including through the provision of financial and/or other support to such entities, as shall be determined by the Corporation's Board of Directors from time to time; and

(iii) without limiting the generality of the foregoing, engaging in any and all lawful acts or activities, and exercising all such powers, rights and privileges applicable to corporations incorporated under the NPCL, in furtherance of accomplishing the foregoing purposes.

- b. Article ELEVENTH of the Corporation's Certificate of Incorporation, which designates the Secretary of State of the State of New York as the agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the Corporation, is hereby amended to read in its entirety as follows:

ELEVENTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is:

Brookdale Family Care Centers, Inc.
c/o The Brookdale Hospital Medical Center
ATTN: General Counsel
One Brookdale Plaza
Brooklyn, New York 11212


5. This Certificate of Amendment of the Corporation's Certificate of Incorporation was authorized by the Corporation's sole member, Brookdale Health System, Inc., acting through the affirmative vote of its Board of Trustees at a duly constituted meeting thereof, in accordance with Section 802(a)(1) of the NPCL.
6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

Brookdale Family Care Centers, Inc.
c/o The Brookdale Hospital Medical Center
ATTN: General Counsel
One Brookdale Plaza
Brooklyn, New York 11212

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

[SIGNATURE PAGE TO FOLLOW.]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment on September 22nd, 2015.



By: Reginald Bullock Jr
Title: Assistant Secretary

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROOKDALE FAMILY CARE CENTERS, INC.**

**Under Section 803 of the
New York State Not-For-Profit Corporation Law**

Filed By:

**Tamar R. Rosenberg, Esq.
Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015**

F 941027000352

CERTIFICATE OF INCORPORATION

PH-32

PH-32

BROOKDALE FAMILY CARE CENTERS, INC.

(Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person at least 18 years of age, for the purpose of forming a corporation under section 402 of the Not-for-Profit Corporation Law of New York, does hereby certify:

FIRST: The name of the corporation is Brookdale Family Care Centers, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (c) (5) of Section 102 of the Not-for-Profit Corporation Law (hereinafter referred to as "N-PCL") and is a Type B corporation under N-PCL § 201.

THIRD: The purposes for which the Corporation is formed and shall be operated are as follows:

- A. To establish, operate and maintain one or more diagnostic and treatment centers, as defined in Article 28 of the Public Health Law of the State of New York, for the prevention, diagnosis and treatment of human disease, pain, injury,

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deformity or physical condition; and
B. To engage in any and all other lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

FOURTH: In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in N-PCL § 202, together with the power to solicit grants and contributions for corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or may hereafter be, conferred by law upon a corporation organized for the purposes set forth in Article THIRD hereof or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in N-PCL § 404(a)-(n), (p)-(s) and (u)-(v). The approvals required by N-PCL § 404 (o) and (r) are annexed.

SIXTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as

"I.R.C."), as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2).

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no member, trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

EIGHTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for either the direct distribution of all of the assets of the Corporation for the tax-exempt purposes of the Corporation (as set forth in Article THIRD hereof), or distribution to one or more organizations that qualify for exemption under the provisions of I.R.C. § 501(c)(3) and the Treasury Regulations promulgated thereunder, subject to the laws of the State of New York.

NINTH: The Corporation is organized and operated exclusively for charitable purposes qualifying it for exemption from taxation under I.R.C. § 501(c)(3). Except as may otherwise be permitted by I.R.C. § 501(h) or any other provision of the Internal Revenue Code of 1986, as amended, and the corresponding laws of the State of New York, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

TENTH: The office of the Corporation shall be located in the County of Kings, State of New York.

ELEVENTH: The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is:

Brookdale Family Care Centers, Inc.
c/o Brookdale Hospital Medical Center
Linden Boulevard at Brookdale Plaza
Brooklyn, New York 11212

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TWELFTH: All references herein to "T.R.C." shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

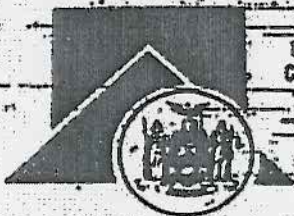
THIRTEENTH: The names and addresses of the initial directors, until the first annual meeting, are:

<u>Name</u>	<u>Address</u>
Robert A. Koepfel	1035 Fifth Avenue New York, New York 10028
Michael Levin	210 East 86th Street New York, New York 10028
Henrietta Fuller Massena	421 Herzl Street Brooklyn, New York 11212

FOURTEENTH: The duration of the Corporation shall be for a period expiring on September 23, 1995.

IN WITNESS WHEREOF, I, the undersigned, have executed and signed this certificate this 7th day of October, 1994, and affirm that the statements herein are true under the penalties of perjury.

Michael Levin
Michael Levin, Incorporator
210 East 86th Street
New York, New York 10028



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

October 24, 1994

Jeffrey C. Thrope, Esq.
Kalkines, Arky, Zail & Bernstein
Attorneys at Law
1675 Broadway
New York, NY 10019-6809

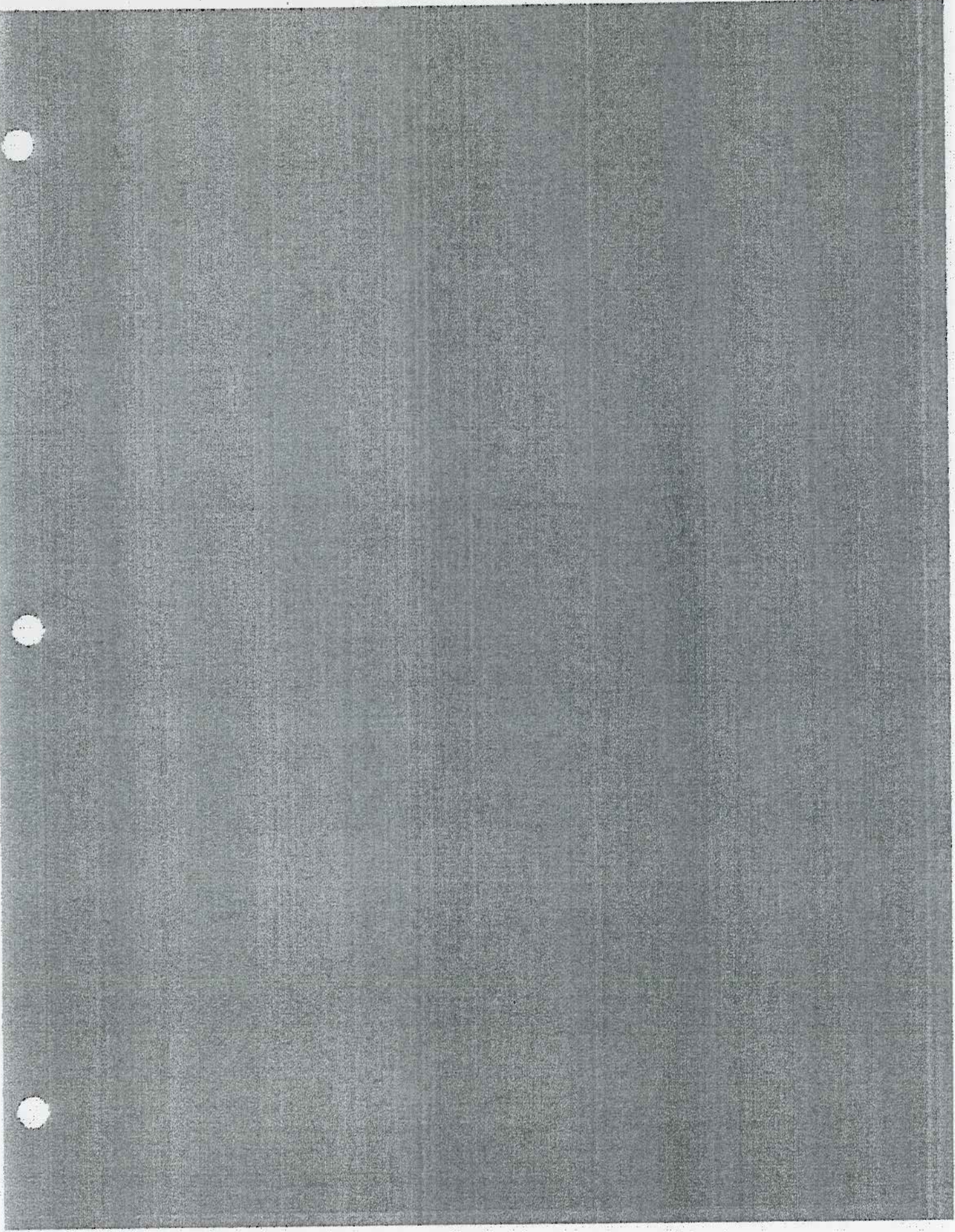
Re: Certificate of Incorporation of Brookdale Family Care Centers, Inc.

Dear Mr. Thrope:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 23rd day of September, 1994, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Brookdale Family Care Centers, Inc., dated October 7, 1994, for a one year limited life duration expiring on September 23, 1995.

Sincerely,

Karen S. Westervelt
Executive Secretary



STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on August 17, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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DC-08

DC-08

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BROOKDALE FAMILY CARE CENTERS, INC.

(Under Section 803 of the Not-for-Profit Corporation Law)

We, the undersigned, being the President and Secretary of Brookdale Family Care Centers, Inc., do hereby certify:

1. The name of the corporation is Brookdale Family Care Centers, Inc. (the "Corporation").

2. The certificate of incorporation of the Corporation was filed by the Department of State on the 27th day of October, 1954. The Corporation was formed under the Not-for-Profit Corporation Law of the State of New York.

3. The Corporation is a corporation as defined in subparagraph (a) (5) of section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under section 201 of said law.

4. Paragraph FOURTEENTH of the certificate of incorporation of the Corporation, which sets forth the duration of the Corporation, is hereby amended to read as follows:

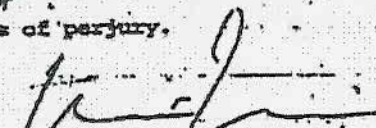
FOURTHENTH: The duration of the Corporation shall be PERPETUAL.


5. This amendment to the certificate of incorporation of the Corporation was authorized by the vote of a majority of the directors of Linroc Community Service Corporation, the Corporation's sole member.

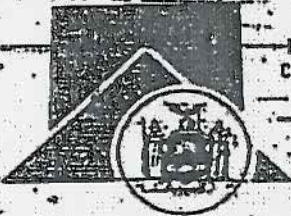
6. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon her as agent of the Corporation is:

Brookdale Family Care Centers, Inc.
c/o Linroc Community Service Corporation
Linden Boulevard at Brookdale Plaza
Brooklyn, New York 11213

IN WITNESS WHEREOF, the undersigned have executed this certificate and affirm that the statements made herein are true under the penalties of perjury.


Michael Levin, President 7/9/57
Date


Robert A. Koeppl, Secretary 12-7-57
Date



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

April 26, 1995

Jeffrey C. Thrope
Kalkines, Arky, Zall & Bernstein
1675 Broadway
New York, NY 10019-5820

Re: Certificate of Amendment of the Certificate of Incorporation
of Brookdale Family Care Centers, Inc.

Dear Mr. Thrope:

AFTER INQUIRY and INVESTIGATION and in accordance with
action taken at a meeting of the Public Health Council held on
the 23rd day of September, 1994, I hereby certify that the Public
Health Council consents to the filing of the Certificate of
Amendment to the Certificate of Incorporation of Brookdale Family
Care Centers, Inc., dated December 8, 1994.

Sincerely,

Karen S. Westervelt
Karen S. Westervelt
Executive Secretary

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CERTIFICATE OF
INCORPORATION

BROOKDALE FAMILY CARE CENTERS, INC.

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JAN 25 1995

FILED

STATE OF NEW YORK
DEPARTMENT OF STATE
MAY 02 1995

Filed By:
Kalkines Arky Zall & Bernstein
1675 Broadway
New York

NY 10019-5820

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D.C. -08

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STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Richard J. Zahnleuter,  Acting General Counsel

DATE: September 28, 2015

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of Urban Strategies/Brookdale Family Care Center, Inc.

Urban Strategies/Brookdale Family Care Center, Inc. requests Public Health and Health Planning Council approval of its proposed Certificate of Amendment to its Certificate of Incorporation, in accordance with the requirements of Sections 404 and 804 of the Not-For-Profit Corporation Law, and Section 2801-a of the Public Health Law.

The Corporation's initial Certificate of Incorporation, and a previous amendment thereto changing the corporate duration to perpetual, were approved by the Public Health Council. This amendment adds to the corporate purposes, as described in the attached letter from corporate counsel.

Attached are the following with regard to this matter:

1. Letter dated September 18, 2015, from corporate counsel, requesting Public Health and Health Planning Council approval of the proposed Certificate of Amendment, and setting forth the reasons for the request.
2. Proposed Certificate of Amendment of the Certificate of Incorporation.
3. Existing Certificate of Incorporation and amendment thereto.

The proposed Certificate of Amendment is in legally acceptable form.

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015
212.653.8700 main
212.653.8701 main fax
www.sheppardmullin.com

212.634.3084 direct
trosenberg@sheppardmullin.com

September 18, 2015

File Number: 43SG-207827

VIA FEDEX

Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning,
Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

Re: Brookdale Family Care Centers, Inc.
Urban Strategies/Brookdale Family Care Center, Inc.

Dear Ms. Leonard:

I am writing to request that the Public Health and Health Planning Council (the "PHHPC") of the New York State Department of Health (the "DOH") review and consent to the filing of the proposed Certificates of Amendment of the Certificates of Incorporation of Brookdale Family Care Centers, Inc. ("BFCC") and Urban Strategies/Brookdale Family Care Center, Inc. ("Urban Strategies") with the Department of State at the October 8, 2015 meeting of the PHHPC. This special request for expedited review is made in coordination with the Dormitory Authority of the State of New York ("DASNY"), for whose benefit the proposed Certificates of Amendment are being filed, as described below.

By way of background, BFCC and Urban Strategies are affiliates of The Brookdale Hospital Medical Center, a New York not-for-profit corporation licensed as a hospital under Article 28 of the New York State Public Health Law operating in Brooklyn, New York (the "Hospital"). BFCC and Urban Strategies are each a New York not-for-profit corporation located in Brooklyn, New York, and each is licensed as a diagnostic and treatment center under Article 28 of the New York State Public Health Law. BFCC and Urban Strategies have historically operated as constituents of and for the benefit of the Hospital and its affiliated health system.

The Hospital has been experiencing severe financial distress in recent years and has been receiving critical financial support through the DOH in coordination with DASNY in order to cover the Hospital's operating shortfalls, cash flow needs and capital improvement expenses. In

SheppardMullin

Colleen M. Leonard
September 18, 2015
Page 2

connection with a loan issued by DASNY to the Hospital on August 27, 2015 in the aggregate amount of \$13,491,266.00, DASNY required the Hospital to covenant to cause BFCC and Urban Strategies to issue guaranties and to pledge and mortgage their real and personal property in favor of DASNY to secure the Hospital's repayment of both such loan and other outstanding indebtedness to DASNY, including amounts advanced to the Hospital under a non-revolving credit line loan pursuant to which the Hospital may borrow an aggregate amount of up to \$78,000,000.00.

The proposed Certificates of Amendment would clarify the purposes of BFCC and Urban Strategies to more explicitly establish that their purposes include operating in support of the Hospital and the health system of which it is a part, and promoting the health of the community served by such health system. Such amendments are proposed to ensure that the Hospital Affiliates have the requisite corporate authority under the New York Not-for-Profit Corporation Law to enter into the guaranties, pledges and other agreements and instruments required by DASNY.

Copies of the Certificates of Amendment of BFCC and Urban Strategies are attached as Exhibit 1 and Exhibit 2, respectively, and copies of their respective Certificates of Incorporation and all amendments thereto are attached as Exhibit 3 and Exhibit 4, respectively.

The agenda for the October 8, 2015 meeting of the PHHPC currently includes the proposed Certificate of Amendment of another affiliate of the Hospital, The Schulman and Schachne Institute for Nursing and Rehabilitation, Inc. ("SSI"). SSI seeks to amend its Certificate of Incorporation for the same reason as BFCC and Urban Strategies. SSI's Certificate of Amendment was reviewed by Mark Noordsy, a Senior Attorney in the DOH's Division of Legal Affairs.

DASNY is requiring that SSI, BFCC and Urban Strategies enter into the required guaranties, pledges, mortgages and other instruments and agreements prior to the Hospital's receipt of additional loan funds from DASNY. Given the Hospital's urgent need for such funds in order to cover essential operating expenses, we respectfully request the PHHPC's review of the proposed Certificates of Amendment, together with SSI's proposed Certificate of Amendment, at its October 8, 2015 meeting. We greatly appreciate any assistance you can offer in this regard.

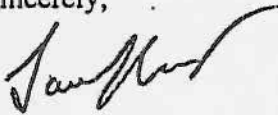
Given DASNY's close coordination with the DOH with respect to the Hospital, we understand that DASNY is separately making the same request to the DOH and that, accordingly, you may be separately contacted on this matter by DASNY or other DOH representatives.

SheppardMullin

Colleen M. Leonard
September 18, 2015
Page 3

Thank you very much.

Sincerely,



Tamar R. Rosenberg
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

SMRH:224259732.2
Encls.

cc: Mark Noordsy, Esq. (DOH)
Deryck A. Palmer, Esq. (Pillsbury)

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTER, INC.**

**Under Section 803 of the
New York State Not-For-Profit Corporation Law**

The undersigned, Reginald Bullock Jr., hereby certifies that he is the Assistant Secretary of Urban Strategies/Brookdale Family Care Center, Inc., a corporation organized and existing under the Not-for-Profit Corporation Law of the State of New York ("NPCL"), and does hereby further certify as follows:

1. The name of the corporation is Urban Strategies/Brookdale Family Care Center, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the New York Secretary of State on October 28, 1994 under Section 402 of the NPCL.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL.
4. The Corporation's Certificate of Incorporation is hereby amended as follows:
 - a. Article THIRD of the Corporation's Certificate of Incorporation, which sets forth the Corporation's purposes, including to establish, operate and maintain one or more diagnostic and treatment centers and engage in related activities, is hereby amended to explicitly establish and clarify that the purposes of the Corporation include establishing, operating and maintaining one or more diagnostic treatment centers and engaging in related activities for the purpose of benefitting, promoting, supporting and furthering the charitable, scientific and educational purposes of the constituent entities of the Brookdale Health System, Inc., of which the Corporation has historically been a constituent, and improving and enhancing the general health and well-being of the communities of Brooklyn, New York served by the constituent entities of the Brookdale Health System, Inc., which the Corporation has historically served. Accordingly, Article THIRD of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

THIRD: The Corporation is organized and shall be operated exclusively for the charitable, scientific and educational purposes of promoting, facilitating and improving the delivery of quality, efficient, effective and economical health care and related services to, and improving and enhancing the general health and well-being of, the communities of Brooklyn, New York served by the "Brookdale Health System, Inc.," a system of affiliated health care providers and related entities, by:

(i) establishing, operating and maintaining one or more diagnostic and treatment centers, as defined in Article 28 of the Public Health Law of the State of New York, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;

(ii) benefitting, promoting, supporting and furthering the charitable, scientific and educational purposes of the constituent entities of the Brookdale Health System, Inc. that are exempt from federal income tax under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code, including, in particular, The Brookdale Hospital Medical Center, a charitable New York not-for-profit corporation licensed as a hospital under Article 28 of the New York State Public Health Law, including through the provision of financial and/or other support to such entities, as shall be determined by the Corporation's Board of Directors from time to time; and

(iii) without limiting the generality of the foregoing, engaging in any and all lawful acts or activities, and exercising all such powers, rights and privileges applicable to corporations incorporated under the NPCL, in furtherance of accomplishing the foregoing purposes.

- b. Article ELEVENTH of the Corporation's Certificate of Incorporation, which designates the Secretary of State of the State of New York as the agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the Corporation, is hereby amended to read in its entirety as follows:

ELEVENTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is:

Urban Strategies/Brookdale Family Care Center, Inc.
c/o The Brookdale Hospital Medical Center

ATTN: General Counsel
One Brookdale Plaza
Brooklyn, New York 11212


5. This Certificate of Amendment of the Corporation's Certificate of Incorporation was authorized by the Corporation's sole member, Brookdale Health System, Inc., acting through the affirmative vote of its Board of Trustees at a duly constituted meeting thereof, in accordance with Section 802(a)(1) of the NPCL.
6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

Urban Strategies/Brookdale Family Care Center, Inc.
c/o The Brookdale Hospital Medical Center
ATTN: General Counsel
One Brookdale Plaza
Brooklyn, New York 11212

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

[SIGNATURE PAGE TO FOLLOW.]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment on September 22nd, 2015.



By: Reginald Bullock Jr
Title: Assistant Secretary

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTER, INC.**

**Under Section 803 of the
New York State Not-For-Profit Corporation Law**

Filed By:

**Tamar R. Rosenberg, Esq.
Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015**

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PH-32

CERTIFICATE OF INCORPORATION
OF

PH-32

URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTER, INC.

(Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person at least 18 years of age, for the purpose of forming a corporation under section 402 of the Not-for-Profit Corporation Law of New York, does hereby certify:

FIRST: The name of the corporation is Urban Strategies/Brookdale Family Care Center, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law (hereinafter referred to as "N-PCL") and is a Type B corporation under N-PCL § 201.

THIRD: The purposes for which the Corporation is formed and shall be operated are as follows:

- A. To establish, operate and maintain one or more diagnostic and treatment centers, as defined in Article 28 of the Public Health Law of the State of New York, for the prevention, diagnosis and treatment of human disease, pain, injury,

deforality or physical condition; and

B. To engage in any and all other lawful activities

incidental to and in pursuit of the foregoing

purposes, except as restricted herein.

FOURTH: In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in N-PCL § 202, together with the power to solicit grants and contributions for corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or may hereafter be, conferred by law upon a corporation organized for the purposes set forth in Article THIRD hereof or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in N-PCL § 404(a)-(n), (p)-(s) and (u)-(v). The approvals required by N-PCL § 404 (o) and (t) are annexed.

SIXTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (1) which is exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as

2

"I.R.C. 501(c)(3), as an organization described in I.R.C. 501(c)(3) and (ii) contributions to which are deductible under I.R.C. 170(c)(2), 2055(a)(2) and 2522(a)(2).

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no member, trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

EIGHTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for either the direct distribution of all of the assets of the Corporation for the tax-exempt purposes of the Corporation (as set forth in Article THIRD hereof), or distribution to one or more organizations that qualify for exemption under the provisions of I.R.C. 501(c)(3) and the Treasury Regulations promulgated thereunder, subject to the laws of the State of New York.

NINTH: The Corporation is organized and operated exclusively for charitable purposes qualifying it for exemption from taxation under I.R.C. § 501(c)(3). No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted by the I.R.C., including without limitation Sections 501(c)(3) and 501(h). No part of the activities of the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

TENTH: The office of the Corporation shall be located in the County of Kings, State of New York.

ELEVENTH: The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him by her as agent of the Corporation is:

Urban Strategies/Brookdale Family Care Center, Inc.
Linroc Community Services Corp.
President's Office
Linden Boulevard at Brookdale Plaza
Brooklyn, New York 11212

TWELFTH: All references herein to "I.R.C." shall be deemed to include both amendments thereto and statutes which suc-


ceed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

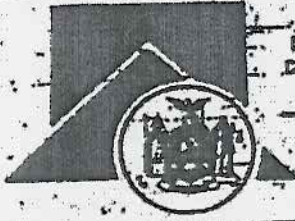
THIRTEENTH: The names and addresses of the initial directors, until the first annual meeting, are:

NAME	Address
Eric Johnson	1542 St. Marks Avenue Brooklyn, New York 11233
Gloria McCleod	330 Dumont Avenue Brooklyn, New York 11212
Joseph Castro	227 Treestop Circle Manusct, New York 10954
Michael Levin	210 East 86th Street New York, New York 10028
Alan Roth	2050 East 36th Street Brooklyn, New York 11234

FOURTEENTH: The duration of the Corporation shall be for a period expiring on September 23, 1995.

IN WITNESS WHEREOF, I, the undersigned, have executed and signed this certificate this 7th day of October, 1994, and affirm that the statements herein are true under the penalties of perjury.


Michael Levin, Incorporator
210 East 86th Street
New York, New York 10028



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

October 24, 1994

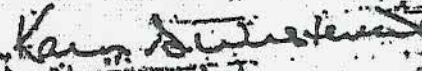
Jeffrey C. Thrope, Esq.
Kalkines, Arky, Zall & Barnstein
Attorneys at Law
1875 Broadway
New York, NY 10019-5809

Re: Certificate of Incorporation of Urban Strategies/Brookdale Family Care
Center, Inc.

Dear Mr. Thrope:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 23rd day of September, 1994, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Urban Strategies/Brookdale Family Care Center, Inc., dated October 7, 1994, for a one year limited life, expiring on September 23, 1995.

Sincerely,


Karen S. Westervelt
Executive Secretary

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PH-32

CERTIFICATE OF INCORPORATION

PH-32

OF
URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTERS, INC.

(Under Section 402 of the Not-for-Profit
Corporation Law

KALKENES, ARKY, ZALL & BERNSTEIN

1675 Broadway
New York, New York 10019
Attn: Jeffrey C. Thrope, Esq.
Tel. (212) 541-9090

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STATE OF NEW YORK
DEPARTMENT OF STATE

BILLED

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STATE OF NEW YORK
DEPARTMENT OF STATE

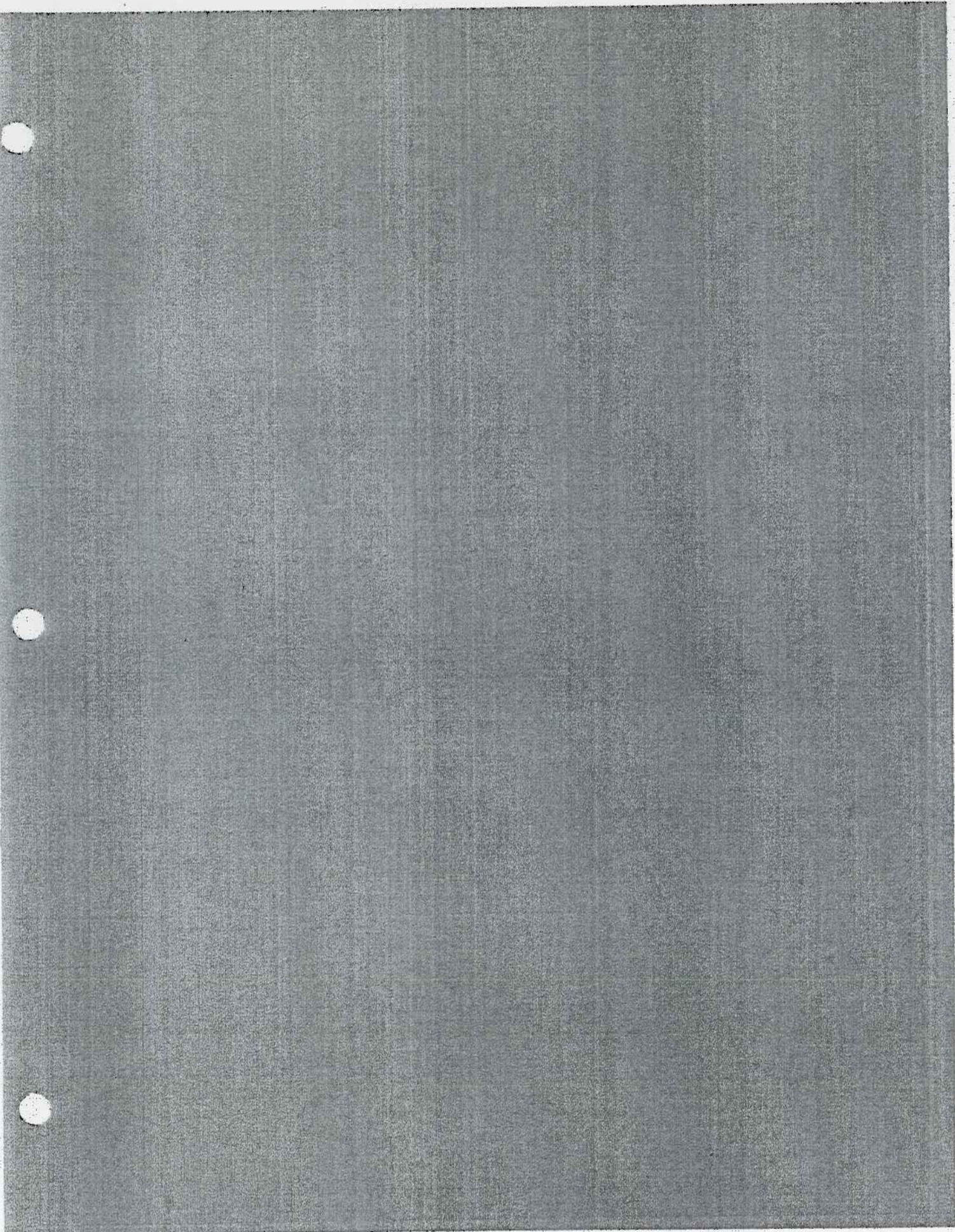
I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 17, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State



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DC-08

DC-08

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

~~URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTER, INC.~~

(Under Section 803 of the Not-for-Profit Corporation Law)

We, the undersigned, being the President and Secretary of
Urban Strategies/Brookdale Family Care Center, Inc., do hereby
certify:

1. The name of the corporation is Urban Strategies/
Brookdale Family Care Center, Inc. (the "Corporation").

2. The certificate of incorporation of the Corporation was
filed by the Department of State on the 28th day of October
1987. The corporation was formed under the Not-for-Profit
Corporation Law of the State of New York.

3. The Corporation is a corporation as defined in
subparagraph (a) (5) of section 102 of the Not-for-Profit
Corporation Law and is a Type B corporation under section 301 of
said law.

4. Paragraph FOURTEENTH of the certificate of incorporation
of the Corporation, which sets forth the duration of the
Corporation, is hereby amended to read as follows:

FOURTEENTH: The duration of the Corporation shall be perpetual.

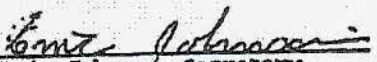
5. This amendment to the certificate of incorporation of the Corporation was authorized by the vote of a majority of the directors of each of the two members of the Corporation, i.e., Linroc Community Service Corporation and Urban Strategies, Inc.

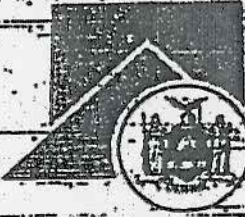
6. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon her as agent of the Corporation is:

Urban Strategies/Brookdale Family Care Center, Inc.
c/o Linroc Community Service Corporation
Linden Boulevard at Brookdale Plaza
Brooklyn, New York 11212

IN WITNESS WHEREOF, the undersigned have executed this certificate and affirm that the statements made herein are true under the penalties of perjury.


Michael Levin, President 12/18/94
Date


Eric Johnson, Secretary 12/18/94
Date



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

April 26, 1995

Jeffrey C. Thrope, Esq.
Kalkines, Arky, Zall & Bernstein
1675 Broadway
New York, NY 10019-5820

Re: Certificate of Amendment of the Certificate of Incorporation
of Urban Strategies/Brookdale Family Care Center, Inc.

Dear Mr. Thrope:

AFTER INQUIRY and INVESTIGATION and in accordance with
action taken at a meeting of the Public Health Council held on
the 23rd day of September, 1994, I hereby certify that the Public
Health Council consents to the filing of the Certificate of
Amendment to the Certificate of Incorporation of Urban
Strategies/Brookdale Family Care Center, Inc., dated December 8,
1994.

Sincerely,

Karen S. Westervelt
Executive Secretary

95050200052

CERTIFICATE OF
INCORPORATION

URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTER, INC.

FILED

MAY 20 2 09 PM '95

RECEIVED
MAY 25 PM '95

BILLED

Filed By: Kalkines, Arky, Zall & Bernstein
1675 Broadway
New York

NY 10019-5820

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 02 1995
TYS
DR Av
Kary

D.C. -08

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95050200052

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on August 17, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State



STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council
FROM: Richard Zahnleuter, Deputy General Counsel
DATE: August 28, 2015
SUBJECT: Proposed Dissolution of River Hospital Foundation, Inc.

River Hospital Foundation, Inc. ("Foundation") requests Public Health and Health Planning Council approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law §1002(c) and §1003, as well as 10 NYCRR Part 650.

The Public Health Council approved Foundation pursuant to Public Health Law §2801-a (6) to solicit contributions for the benefit of River Hospital in Jefferson County in March 2003. River Hospital has determined that expenses would decrease if River Hospital conducted its own development efforts and dissolved Foundation. Pursuant to Foundation's Plan of Dissolution, if approved by the Supreme Court, Foundation's remaining assets will be transferred to River Hospital.

Attached are a copy of the proposed Certificate of Dissolution, a letter from Foundation's attorney explaining the need for the proposed dissolution, a proposed Plan of Dissolution and Distribution of Assets, and a proposed Verified Petition seeking the Supreme Court's approval of St. Foundation's Certificate of Dissolution.

The proposed Certificate of Dissolution is in legally acceptable form.

Attachments



CENTOLELLA
LYNN D'ELIA
& TEMES LLC

100 Madison Street
Tower I, Suite 190
Syracuse, New York 13202
Tel: (315) 476-1011
Fax: (315) 476-1133
www.CentolellaLaw.com

January 14, 2015

Sandra Jensen, Acting Director
Bureau of House Counsel
NYS Department of Health
Corning Tower, 24th Floor
Empire State Plaza
Albany, New York 12237-0031

Re: River Hospital Foundation, Inc.

Dear Ms. Jensen:

We are counsel for River Hospital, Inc. (the "Hospital") and the River Hospital Foundation, Inc. (the "Foundation"), both located in Jefferson County. At the time of its formation, the Foundation was approved by the Public Health Council ("PHC"), a copy of the letter approving the formation of the Foundation is attached. Accordingly, we respectfully request the Public Health and Health Planning Council ("PHHPC") approve of the dissolution of the Foundation.

To that end, I have enclosed the operative documents required under 10 N.Y.C.R.R. 650.1 for the review and approval of the proposed Plan of Dissolution of the Foundation (the "Plan"): (i) the proposed certificate of dissolution, (ii) the proposed plan of dissolution setting forth the distribution of the Foundation's assets, and (iii) the petition proposed to be submitted to the court in support of the application for judicial approval of the proposed Plan and distribution of assets.

The proposed dissolution will not impact the availability of any health services. As more fully detailed in the Plan and the Petition, the Foundation will deliver all assets to the Hospital and the Hospital will assume responsibility for fundraising efforts in the future. The transition is intended to, among other things, efficiently align the Hospital and its needs with its donors and reduce administrative expenses.

Please contact me if you have any questions or concerns.

Thank you for your time and consideration.

Respectfully,

CENTOLELLA LYNN D'ELIA & TEMES LLC


David C. Temes



DCT/sas
Enclosures

cc: Jason J. Centolella, Esq.

CERTIFICATE OF DISSOLUTION

OF

RIVER HOSPITAL FOUNDATION, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is River Hospital Foundation, Inc.

SECOND: The certificate of incorporation was filed with the Department of State on April 3, 2003.

THIRD: The name and address of each officer and director of the corporation is:

Raymond Smith, Director & Chairman, 41410 Kehoe Tract Road, Clayton, NY 13624

Kathleen Morris-Kortz, 1st Vice Chair, 10 Bolton Avenue, Alexandria Bay, NY 13607

Susan Rapant, Vice Chair, 19627 Collins Landing E., Alexandria Bay, NY 13607

Lynn Brown, Secretary & RH Board Liaison, 27960 County Route 193, Theresa, NY 13691

Kenneth VanHatten, Treasurer, P.O. Box 336, Theresa, NY 13607

Patricia Wagoner, Director, 47052 Dingman Point Rd, Alexandria Bay, NY 13607

Steven Yelle, Director, 36627 Reese Rd., Clayton, NY 13624

Jay Stewart, Director, P.O. Box 266, LeRoy, NY 14482

FOURTH: The corporation is a charitable corporation.

FIFTH: At the time of authorization of the corporation's Plan of Dissolution and Distribution of Assets as provided in Not-for-Profit Corporation Law § 1002, the corporation holds no assets which are legally required to be used for a particular purpose.

SIXTH: The corporation elects to dissolve.

SEVENTH: The dissolution was authorized by unanimous written consent of all of the directors of the corporation. The corporation has no members.

EIGHTH: Prior to the delivery of the Certificate of Dissolution to the Department of State for filing, the Plan of Dissolution and Distribution of Assets was approved by the Attorney General. A copy of the order is attached.

Jason J. Centolella, Authorized Person

CERTIFICATE OF DISSOLUTION

OF

RIVER HOSPITAL FOUNDATION, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

**Filed By: Centolella Lynn D'Elia & Temes LLC
100 Madison Street, Suite 1905
Syracuse, NY 13202**

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

OF

RIVER HOSPITAL FOUNDATION, INC.

The Board of Directors (the "Board") of River Hospital Foundation, Inc. (the "Foundation"), having worked with a consultant hired by its constituent organization, River Hospital, Inc. (the "Hospital"), to review the current fundraising operations and advise the Hospital and the Board on best practices, and the Board having considered the recommendations of the consultant and advisability of voluntarily dissolving the Foundation, and it being the opinion of the Board that dissolution is advisable and in the best interests of the Foundation and its constituent organization, the Hospital, and the Board having adopted, by Unanimous Written Consent, a plan for a voluntary dissolution of the Foundation, does hereby resolve that the Foundation be dissolved in accordance with the following plan:

1. There being no members of the Foundation, no vote of membership is required to approve this dissolution, thus action of the Board is sufficient.
2. Approval of the dissolution of the Foundation shall be obtained from the Public Health Council, and shall be attached as Exhibit "A".
3. The Foundation has assets. Attached hereto as Exhibit "B" are financial statements 2011, 2012, 2013 and September 30, 2014 detailing the assets of the Foundation and their fair market values.
4. The Foundation is required to use its assets in support of the activities of Hospital. The Hospital qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
5. Accordingly, in connection with this dissolution, the assets held by the Foundation, subject to any unpaid liabilities of the Foundation, shall be distributed solely to the Hospital.
6. The Hospital is exempt from taxation pursuant to federal and state laws, and shall use the funds to continue to support the activities of the Hospital or where such gift was made to the Foundation with a specific donor restriction ("Donor Restriction"), such gift shall be used solely in accordance with such donor restriction.

7. Funds held by the Foundation for the "Friends of River Hospital" volunteer organization (the "Friends"), of approximately \$6,868.53 shall be transferred to the Hospital to be held in a separate account for the benefit of the Friends and subject to any restrictions and purposes the Friends deem proper.

8. Funds held by the Foundation to support scholarships and other programs to pay for educational opportunities shall be transferred to the Hospital to be used solely for the purpose of providing financial support for educational opportunities in the manner the Hospital deems proper, including the creation of an Employee Assistance Program under section 127 of the Internal Revenue Code.

9. The Foundation has donated a total of \$65,364.50 to the Northern New York Community Foundation, Inc. to hold and administer for the benefit of the Hospital. Such funds shall be unaffected by this Plan and shall continue to be held and administered by the Northern New York Community Foundation, Inc. solely for the benefit of the Hospital.

10. All funds transferred pursuant to this Plan and not subject to any Donor Restriction or other specific restriction stated herein shall be held by the Hospital and used to support the Hospital.

11. Upon approval of this Plan by the Court, the Foundation will release the Hospital from any and all claims the Foundation has against the Hospital, including, but not limited to, any obligation under any promissory note.

12. Attached hereto as Exhibit "C" are the Hospital's Certificate of Incorporation and all amendments thereto.

13. Attached hereto as Exhibit "D" are the 2010, 2011 and 2012 Return of Organization Exempt from Income Tax (the "Form 990") filed by the Hospital with the Internal Revenue Service.

14. Attached hereto as Exhibit "E" is the Internal Revenue Service letter of determination that the Hospital is exempt from taxation.

15. Attached hereto as Exhibit "F" is a sworn affidavit from Ben Moore, III, Chief Executive Officer and President of the Hospital, stating the purposes of the Hospital and that it is currently exempt from federal income taxation and verifying that all assets transferred from the Foundation will be used to support the activities of the Hospital or any successor hospital located in Alexandria Bay, New York.

16. Attached hereto as Exhibit "G" is a schedule containing the current liabilities of the Foundation, all which shall be paid prior to dissolution.

17. Attached hereto as Exhibit "H" is a schedule of contracts that the Foundation will assign to Hospital. The Hospital will assume any and all rights and obligations under these contracts and may use funds transferred from the Foundation to pay expenses associated with such contracts.

18. The Foundation estimates it will incur expenses not to exceed \$20,000 in connection with this dissolution process, including any accounting and legal fees. All final distributions will be reflected in the Foundation's final financial report.

19. The Foundation shall carry out this Plan within two hundred seventy (270) days after the date that an Order Approving this Plan of Dissolution and Distribution of Assets is signed by the Court.

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF JEFFERSON**

In the Matter of the Application of

River Hospital Foundation, Inc.

For Approval of Plan of Dissolution and
Distribution of Assets pursuant to
Section 1002 of the Not-for-Profit
Corporation Law

VERIFIED PETITION

Index No.: _____

RJI No.: _____

Petitioner, River Hospital Foundation, Inc. (the "Foundation") by and through Centolella Lynn D'Elia & Temes LLC, its counsel, as and for its Verified Petition herein respectfully alleges:

1. The Foundation, whose principal office is located in the county of Jefferson, was incorporated pursuant to New York's Not-for-Profit Corporation Law on April 3, 2003. A copy of the Certificate of Incorporation and any amendments thereto are attached as Exhibit "A".

Background

2. The Foundation was founded to solicit donations and provide financial support to River Hospital, Inc. (the "Hospital") in Alexandria Bay, New York.

3. The Hospital retained a consultant with the Foundation's consent to review the development activities of the Foundation and the Hospital and to advise them on the best practices for its continuing efforts to provide financial support for the operations at the Hospital.

4. The consultant recommended the Hospital assume primary responsibility for fund development and that the Foundation be dissolved and the assets contributed to the Hospital. The consultant advised that this structure will decrease expenses and avoid duplication of development efforts while ensuring the needs of the Hospital are being addressed through the ongoing development and fundraising activities.

5. Upon review and consideration of the consultant's report and recommendations, the Board of Directors (the "Board") of the Foundation, in consultation with the Hospital, determined the Foundation should be dissolved and responsibility for development should rest with the Hospital.

6. In connection with the dissolution of the Foundation, the Foundation will turn over all assets to the Hospital to support operations at the Hospital. The assets will be held by the Hospital subject to donor restrictions and restrictions imposed by the Foundation.

7. The names, titles and addresses of the current directors of the Foundation are as follows:

Raymond Smith, Director & Chairman, 41410 Kehoe Tract Road, Clayton, NY 13624

Kathleen Morris-Kortz, 1st Vice Chair, 10 Bolton Avenue, Alexandria Bay, NY 13607

Susan Rapant, Vice Chair, 19627 Collins Landing E., Alexandria Bay, NY 13607

Lynn Brown, Secretary & RH Board Liaison, 27960 County Route 193, Theresa, NY 13691

Kenneth VanHatten, Treasurer, P.O. Box 336, Theresa, NY 13607

Patricia Wagoner, 47052 Dingman Point Rd, Alexandria Bay, NY 13607

Steven Yelle, 36627 Reese Rd., Clayton, NY 13624

Jay Stewart, P.O. Box 266, LeRoy, NY 14482

The Plan of Dissolution

8. A true and accurate copy of the Plan of Dissolution approved by the Board on December 18, 2014 is attached hereto as Exhibit "B" (the "Plan").

9. Approval of the dissolution of the Foundation has been obtained from the Public Health Council and is attached to the Plan as Exhibit "A".

10. The Foundation has assets. Attached to the Plan as Exhibit "B" are financial statements detailing the current assets of the Foundation and their fair market values.

11. The Foundation is required to use its assets in support of the activities of the Hospital. The Hospital qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

12. Accordingly, in connection with the dissolution of the Foundation, the assets held by the Foundation, subject to any unpaid liabilities of the Foundation, shall be distributed solely to the Hospital in accordance with the Plan and subject to restriction imposed by donors at the time the gift was given to the Foundation or subject to restrictions imposed by the Foundation in connection with the Plan. The restrictions on funds is discussed more fully below.

13. The Hospital is exempt from taxation pursuant to federal and state laws, and shall use the funds to continue to support the activities of the Hospital or for a specific purpose as required by the relevant gift instrument, if any.

14. Attached to the Plan as Exhibit "C" is the Hospital's Certificate of Incorporation and all amendments thereto.

15. Attached to the Plan as Exhibit "D" are the financial statements prepared by the Hospital for the last three years and interim financial statements detailing the assets as of September 30, 2014.

16. Attached to the Plan as Exhibit "E" is the Internal Revenue Service letter of determination that the Hospital is exempt from taxation.

17. Attached to the Plan as Exhibit "F" is a sworn affidavit from Ben Moore, III, Chief Executive Officer and President of the Hospital, stating the purposes of the Hospital and that it is currently exempt from federal income taxation and verifying that all assets transferred from the Foundation will be used to support the activities of the Hospital or any successor hospital located in Alexandria Bay, New York.

18. Attached to the Plan as Exhibit "G" is a schedule of the current liabilities of the Foundation.

19. Attached to the Plan as Exhibit "H" is a schedule of contracts that the Foundation will assign to the Hospital. The Hospital will assume any and all rights and obligations under these contracts.

The Transfer of Funds

20. Certain funds were given to the Foundation subject to donor restrictions at the time such funds were given to the Foundation (the "Donor Restricted Funds"). The Donor Restricted Funds are being transferred to the Hospital subject to the restrictions imposed by the donors.

21. The Foundation is also holding funds, in the amount of approximately \$6,868.53, for the benefit of the "Friends of River Hospital" volunteer organization (the "Friends"). Pursuant to the Plan, these funds shall be transferred to the Hospital to be held in a separate account for the benefit of the Friends and subject to any restrictions and purposes the Friends deem proper (the "Friends Funds").

22. The Foundation has historically funded certain educational opportunities for employees of the Hospital. To ensure funds remain available for this purpose, the Foundation will designate an as yet determined amount to be held for the purpose of supporting scholarships and other programs to pay for educational opportunities for employees of the Hospital (the "Scholarship Funds"). The Foundation understands the Hospital intends to use these funds to fund an Education Assistance Plan under section 127 of the Internal Revenue Code.

23. The remaining funds shall be contributed to the Hospital to support operations and may be appropriated and used as the Hospital deems proper.

24. As of the date of the Plan, the Foundation is owed \$107,691 from the Hospital. In connection with the Plan and the transfer of assets, and in furtherance of its mission, the Foundation is forgiving any amounts due to the Foundation from the Hospital.

Assignment of Contracts

25. The Foundation has certain contracts that it believes should be assigned to and assumed by the Hospital. The Hospital has agreed to assume these obligations. Upon approval of the Plan by the Court, the Foundation will take the steps necessary to assign such contracts to the Hospital.

Consent of Attorney General

26. The Foundation has reviewed the Plan with the New York Attorney General's (the "AG") office and obtained a letter indicating the AG's office consents to the Plan and the distribution of assets set forth therein. A copy of the AG's letter is attached hereto as Exhibit "C".

Expenses and Dissolution

27. The Foundation estimates it will incur expenses not to exceed \$20,000 in connection with this dissolution process, including any accounting and legal fees. All final distributions will be reflected in the Foundation's final financial report.

28. The Foundation shall carry out this Plan within two hundred seventy (270) days after the date that an Order Approving this Plan of Dissolution and Distribution of Assets is signed by this Court.

29. No previous application for approval of the Plan has been made.

WHEREFORE, Petitioner requests that the Court grant an Order Approving the Plan of Dissolution and Distribution of Assets of River Hospital Foundation, Inc., a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1002.

Dated: _____

CENTOLELLA LYNN D'ELIA & TEMES LLC

David Temes, Esq.
Jason Centolella, Esq.
Attorneys for Petitioner
Office and P.O. Address
100 Madison Street, Suite 1905
Syracuse, New York 13202
Telephone: (315) 766-2119

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

_____, being duly sworn, deposes and says that I am
the _____ of River Hospital Foundation, Inc., petitioner in the above-entitled
action, have read the foregoing Petition and know the contents thereof, that the same is true to
the knowledge of deponent, except for the matters therein stated to be alleged upon information
and belief, and as to those matters, I believe them to be true. This verification is made by
deponent because the above party is a corporation and he/she is an officer thereof.

Sworn to before me this
___ day of _____, 2015.

Notary Public