



MEMORANDUM

To: Public Health and Health Planning Council

From: Richard J. Zahnleuter, General Counsel

Date: March 24, 2016

Subject: Forme Rehabilitation, Inc.
Proposed Certificate of Amendment to Certificate of Incorporation to change name to Forme Medical Center, Inc.

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of Forme Rehabilitation, Inc. This business corporation operates a Diagnostic and Treatment Center pursuant to Article 28 of the Public Health Law, and seeks approval to change its name to "Forme Medical Center, Inc." Public Health and Health Planning Council approval is required for this change of corporate name under 10 NYCRR §600.11(a)(4).

Also attached is a letter dated March 24, 2016 from Heidi Winslow, attorney for the corporation, which explains the intent and meaning of the proposed name change. Also attached is the existing Certificate of Incorporation and amendments thereto.

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

Attachments

**DELBELLO DONNELLAN WEINGARTEN
WISE & WIEDERKEHR, LLP**

Heidi Winslow
Partner
hw@ddw-law.com

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THE GATEWAY BUILDING
ONE NORTH LEXINGTON AVENUE
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1111 SUNGARD STREET
STAMFORD, CT 06905
(203) 219-8896

March 24, 2016

Via Email: Colleen.Leonard@health.ny.gov

Department of Health
Corning Tower, Empire State Plaza
Albany, New York 12237
Attention: Colleen Leonard

Re: Request for the issuance of a "No Consent Letter" regarding a change of the name of Forme Rehabilitation, Inc., a New York corporation, to "Forme Medical Center, Inc."

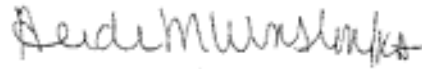
Dear Ms. Leonard:

We are counsel to Forme Rehabilitation, Inc., a New York corporation, that currently operates certain medical facilities within the State of New York, County of Westchester, pursuant to a Operating Certificate issued by the State of New York Department of Health, Department of Health Systems Management, for the operation of a Diagnostic and Treatment Center pursuant to Article 28 of the Public Health Law of the State of New York (the "Operating Certificate"). I enclose in this letter a copy of the Operating Certificate, and also a copy of a previously issued Assumed Name Certificate which permits Forme Rehabilitation, Inc. to conduct business as "Forme Urgent Care and Wellness Center".

My client seeks to change the name of Forme Rehabilitation, Inc. to "Forme Medical Center, Inc.". The reason for this request is that the entity has evolved to provide a much broader range of medical services, including an urgent care facility, rather than only rehabilitation center. In connection with such request, we hereby respectfully request that you provide us with a "No Consent Required" letter from the Department of Health indicating that your consent is not required in connection with such change of the legal name of this entity. We hereby further request your assistance in connection with the issuance of a new Operating Certificate in the name of Forme Medical Center, Inc. at such time as the New York Secretary of State processes the requested amendment to the Certificate of Incorporation of Forme Rehabilitation, Inc. changing the name of the entity.

Thank you very much for your assistance in this matter. If you have any questions or concerns, please contact either me or my paralegal, Ronni Anderek, at (914)681-0200.

Thank you,



Heidi M. Winslow, Esq.

Attach.

Cc: Mark Schweitzer

Via email Mark.Schweitzer@health.ny.gov

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

FORME REHABILITATION, INC.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:

FORME REHABILITATION, INC.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

June 2, 1999

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph 1 of the Certificate of Incorporation relating to the name of the Corporation is hereby amended to read in its entirety as follows:

"1. The name of the Corporation is FORME MEDICAL CENTER, INC"

Paragraph 2, clause A of the Certificate of Incorporation relating to the purpose of the Corporation, which includes the name of the Corporation, and the location of the Diagnostic and Treatment Center, is hereby amended to read in its entirety as follows:

"(A) The operation of a Diagnostic and Treatment Center as defined in Article 28 of the Public Health Law of the State of New York to be named "FORME MEDICAL CENTER, INC". The Diagnostic and Treatment Center shall be operated out of the following sites: 7-11 South Broadway, White Plains, NY 10601"

CERTIFICATE OF INCORPORATION
OF
FORME REHABILITATION, INC.

Pursuant to Section 402 of the Business Corporation Law
of the State of New York

1. The name of the Corporation is FORME REHABILITATION, INC.
2. The purposes for which this Corporation is formed are as follows:
 - (A) The operation of a Diagnostic and Treatment Center as defined in Article 28 of the Public Health Law of the State of New York to be named "FORME REHABILITATION, INC.". The Diagnostic and Treatment Center shall be operated out of the following site:
 - (i) 1075 Central Park Avenue, Scarsdale, Westchester County, New York.
 - (B) To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or in connection with the purposes, objects or powers set forth in this Certificate of Incorporation, whether alone or in association with others.
3. The office of the Corporation is to be located in the County of Westchester at 1075 Central Park Avenue, Scarsdale, New York.

4. The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred (200) shares, all of which are to be common shares without par value.

5. No person shall own 10% or more of the stock of the Corporation who has not been approved for the ownership of such stock by the Public Health Council.


6. All stock certificates of the Corporation shall bear on the face thereof the following:

- (i) no person shall own 10 percent or more of the stock of the Corporation unless he/she has been approved for such ownership by the Public Health Council; and
- (ii) a statement that any transfer, assignment or other disposition of 10 percent or more of the stock or of 10 percent of the voting rights thereunder of the Corporation or the transfer, assignment or other disposition of the stock or voting rights of the Corporation which results in the ownership or control of more than 10 percent of the stock or voting rights thereunder of the Corporation by any person shall be subject to approval by the Public Health Council; and
- (iii) a statement that no stock or voting rights thereunder of the Corporation may be owned or controlled by another corporation.

7. The Secretary of State of the State of New York is hereby designated as 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 served against the Corporation is: FORME REHABILITATION, INC., 1075 Central Park Avenue, Scarsdale, New York.

8. Corporate members, directors, officers and employees of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Corporation and to another organization at the request of the Corporation. The Board of Directors may also authorize the Corporation to purchase and maintain insurance on behalf of any such members, directors, officers or other persons insuring them, to the extent permitted by law against any liability asserted against or incurred by them at any such service to or on behalf of the Corporation. In any event, corporate members, directors, officers, and employees of the Corporation shall not be indemnified in the event of gross and/or willful misconduct.

IN WITNESS WHEREOF, I am a natural person over the age of eighteen years, I have signed this Certificate of Incorporation this ___ day of May, 1998, affirming that the statements made herein are true under the penalties of perjury.



David P. Glasel
c/o Sherrin & Glasel, LLP
74 No. Pearl Street
Albany, New York 12207

STATE OF NEW YORK }
COUNTY OF ALBANY } ss.:

On this _____ day of May, 1998 before me, the subscriber, personally appeared DAVID P. GLASEL to me personally known and known to me to be the same person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Notary Public

FILING RECEIPT

=====
ENTITY NAME : FORME REHABILITATION, INC.
=====

DOCUMENT TYPE : ASSUMED NAME CERTIFICATE
=====

FILER:

FILED: 11/05/2013
CASH#: 313388
FILM#: 20131105043

ROBERT BRAUMILLER, ESQ. C/O BLEAKLEY
PLATT & SCHMIDT, LLP
ONE NORTH LEXINGTON AVENUE
WHITE PLAINS NY 10601

PRINCIPAL LOCATION

5 RENAISSANCE SQUARE
SUITE 11-G
WHITE PLAINS
NY 10601



COMMENT:

ASSUMED NAME

FORME URGENT CARE AND WELLNESS CENTER

=====
SERVICE COMPANY : VANGUARD CORPORATE SERVICES

CODE: 52
BOX : 46

FEES 75.00

FILING : 25.00
COUNTY : 25.00
COPIES : .00
MISC : .00
HANDLE : 25.00

PAYMENTS: 75.00

CASH :
CHECK :
C CARD : 75.00

REFUND :

Facility Id.
Certificate No.

6152
9147200R

State of New York
Department of Health
Office of Health Systems Management
OPERATING CERTIFICATE



Effective Date
Expiration Date

06/15/2014
NONE

Diagnostic and Treatment Center

Forme Rehabilitation Inc

7-11 Broadway

White Plains, New York 10601

Operator: Forme Rehabilitation Inc
Operator Class: Proprietary Business Corporation

Has been granted this Operating Certificate pursuant to Article 28

of the Public Health Law for the service(s) specified:

Medial Social Services CDP
Primary Medical Care CDP
Therapy - Speech Language Pathology (ST)

Podiatry (DP)
Therapy - Physical CDP

Outpatient Surgery
Radiology - Diagnostic CDP

Physical Medicine and Rehabilitation CDP
Therapy - Occupational CDP

Other Authorized Locations

Diagnostic and Treatment Center Extension Clinic

Forme Rehabilitation, Inc
16-18 John Almonac Place
Eastchester, New York 10719

20140421

Deputy Commissioner
Office of Health Systems Management

Nisar R. Shah

Commissioner

This certificate must be conspicuously displayed on the premises