### SPECIAL COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Gary Kalkut, M.D., Vice Chair

#### A. Home Health Agency Licensures

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<td>2042 L</td>
<td>Touch of Love Homecare Agency Inc. (Bronx, Richmond, Kings, New York, Queens, and Nassau Counties)</td>
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<td>2059 L</td>
<td>Victory Home Care Services, Inc. (Suffolk and Nassau Counties)</td>
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<td>2133 L</td>
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2193 L  Imo’s Nursing Agency, Inc.
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2260 L  ABR Homecare of NY, Inc.
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2280 L  CDS Monarch, Inc.
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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**

**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.
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
New York
Kings
Richmond
Bronx
Nassau

The applicant proposes to provide the following health care services:

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

The applicant proposes to provide the following health care services:

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

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

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
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:**

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:

<table>
<thead>
<tr>
<th>New York</th>
<th>Kings</th>
<th>Queens</th>
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<tbody>
<tr>
<td>Bronx</td>
<td>Richmond</td>
<td>Nassau</td>
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</tbody>
</table>

The applicant proposes to provide the following health care services:

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

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)

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
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%
Soely 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:

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)

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
Name of Agency: ABR Homecare of NY, Inc.
Address: Greenport
County: Suffolk
Structure: For-Profit Corporation
Application Number: 2260-L

Description of Project:
ABR Homecare of NY, 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, which are owned solely by Russell Smith.

The Board of Directors of ABR Homecare of NY, Inc. comprises the following individual:

Russell Smith, President/CEO
Oversight of Operations, JR Smith Professionals, Inc.
President/Owner, Prime Care Services of Connecticut, Inc. (Companion Care)
President, PCS Level One Cleaning, Inc.

Affiliations:
Prime Care Services of Connecticut, Inc. (2008 – 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 74365 Main Street, Greenport, NY 11944:

Suffolk
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

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

Prime Care Services of Connecticut, Inc.

The State of Connecticut, Department of Consumer Protection 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 17, 2015
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, Oviattt, 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
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 all attorneys associated with this application.

The applicant proposes to serve the residents of the following counties from an office located at 860 Hard Road, Webster, New York 14580:

Monroe Wayne

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):

CDS Monarch

The information provided by the Office for People with Developmental Disabilities 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 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 Bureau of Quality Assurance and Licensure and the Bureau of Long Term Care have determined that the Traumatic Brain Injury (TBI) provider has exercised sufficient supervisory responsibility to prevent harm to the health, safety and welfare of patients 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 17, 2015
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

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
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  
Kings  
New York  
Brooklyn  
Richmond  
Nassau

The applicant proposes to provide the following health care services:

- Nursing  
- Physical Therapy  
- Speech-Language Pathology  
- Nutrition  
- Home Health Aide  
- Occupational Therapy  
- Audiology  
- Homemaker  
- Personal Care  
- Respiratory Therapy  
- 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: July 24, 2015
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%
(Tatiana Volovnik – 50%)
(Disclosed above)

Affiliation
Unemployed
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
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

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
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:

<table>
<thead>
<tr>
<th>Nursing</th>
<th>Home Health Aide</th>
<th>Personal Care</th>
</tr>
</thead>
<tbody>
<tr>
<td>Homemaker</td>
<td>Housekeeper</td>
<td></td>
</tr>
</tbody>
</table>

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
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
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: America Homecare Agency Services Corporation
Address: Schenectady
County: Schenectady
Structure: For-Profit Corporation
Application Number: 2456-L

Description of Project:

America Homecare Agency Services Corporation, 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: Rohan Chetoora owns 100 shares and Christina Geewanparsud owns 100 shares.

The Board of Directors of America Homecare Agency Services Corporation comprises the following individuals:

Rohan Chetoora, President/CEO
Licensed Real Estate Broker
Broker/Owner/President, North East Realty USA

Christina Geewanparsud, RN, BSN, Treasurer/Secretary
Nurse, Saratoga Hospital

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 1438 State Street, Schenectady, New York 12304:

Schenectady          Saratoga          Albany
Rensselaer          Schoharie         Washington
Warren

The applicant proposes to provide the following health care services:

Nursing              Home Health Aide

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
Family First Home Companions 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 as follows: Alice Bonora owns 100 shares and Jennifer Benjamin owns 100 shares.

The Board of Directors of Family First Home Companions of New York, Inc. comprises the following individuals:

Alice Bonora, President/Treasurer  
Certified Senior Advisor, Society of Certified Senior Advisors  
Owner, Family First Home Companions of New York, Inc. (Companion Care, 2005 – Present)

Jennifer Benjamin, MBA, Vice President/Secretary  
Owner, Family First Home Companions of New York, Inc. (Companion Care, 2005 – 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 600 Johnson Avenue, Suite C-2, Bohemia, New York 11716:

Suffolk  
Nassau  
Queens

The applicant proposes to provide the following health care services:

Nursing  
Home Health Aide  
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 24, 2015
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
New York
Bronx
Richmond
Kings
Nassau

The applicant proposes to provide the following health care services:

Nursing
Physical Therapy
Speech-Language Pathology
Nutrition
Home Health Aide
Occupational Therapy
Audiology
Homemaker
Personal Care
Respiratory Therapy
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: 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

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
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)

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
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: Qualycare Home Care
Address: Bronx
County: Bronx
Structure: Partnership
Application Number: 2485-L

Description of Project:
Qualycare Home Care, a partnership, requests approval to obtain licensure as a home care services agency under Article 36 of the Public Health Law.

The partners of Qualycare Home Care comprise the following individuals:

Samuel Ansah – 40%
Assistant Vice President, Deutsche Bank

Baffuor Gyawu – 30%
Certified Hemodialysis Technician
Phlebotomy Technician
Driver, Self Employed
Volunteer Director, Community Mobilization Organization

Theodora R. Kwarteng, RN – 30%
RN, New York Presbyterian Hospital

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 703 East 156th Street, Suite 1B, Bronx, New York 10455:

Bronx New York Queens

The applicant proposes to provide the following health care services:

Nursing Home Health Aide 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 25, 2015
Name of Agency: ZaQia Chaplin, LLC d/b/a Trusting Hands Homecare Agency
Address: Freeport
County: Nassau
Structure: Limited Liability Company
Application Number: 2490-L

Description of Project:

ZaQia Chaplin, LLC d/b/a Trusting Hands Homecare Agency, 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 ZaQia Chaplin, LLC d/b/a Trusting Hands Homecare Agency is the following individual:

ZaQia Chaplin, MSPH, LPN
LPN, Sweet P Home Care

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 53 East Merrick Road, Suite 113, Freeport, New York 11520:

Nassau    Suffolk    Queens

The applicant proposes to provide the following health care services:

Nursing    Home Health Aide    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
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

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
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  
Duane E. Tolander, CPA (Iowa)  
Chief Executive Officer, L. Woerner, Inc., d/b/a HCR / HCR Home Care (CHHA, LTHHCP, and LHCSA)  
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

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
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) Don H. Kollmorgen (9.49% stockholder) Retired
Disclosed above

Lawrence L. Peckham (10.07% stockholder) Joseph J. Castiglia, CPA Retired
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  
Duane E. Tolander, CPA (Iowa)  
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  
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)  
(Retired)  
Disclosed above  

Lawrence L. Peckham (10.07% stockholder)  
(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.

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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
Physical Therapy
Speech-Language Pathology
Nutrition
Home Health Aide
Occupational Therapy
Audiology
Homemaker
Personal Care
Respiratory Therapy
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: 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

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
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

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

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

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
- Kings
- Queens
- Bronx
- Richmond
- Westchester

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

- Nursing
- Home Health Aide
- Personal Care
- Physical Therapy
- Occupational Therapy
- 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
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  
Affiliations: The Eliot at Erie Station ALP (2007-present)  
The Eliot at Catskill (8/2010- present)

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

Bronx Richmond Westchester

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 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):

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
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
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:
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:

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):

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

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
Lux Capital LP – 515,855 Shares Preferred Stock

Akash A. Shah – 300,000 Shares Common 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
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
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
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 Tividar 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%, Tividar Marcovici – 45.05% and Daniel Lifschutz – 9.9%. The purpose of the application is to 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
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
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-issued 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
- Monroe
- Orleans
- Wyoming
- 85 Metro Park, Rochester, New York 14623:
- Monroe
- Livingston
- Ontario
- Orleans
- Wayne

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
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

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Richard Zahnleung, 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
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. Hopecz
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 dispossess 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 dispossess 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.

[Signature]

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
Executive Deputy Secretary of State
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");
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
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
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 28-8 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 dispossess 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 dispossess 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 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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mindy Fulfillove, M.D.</td>
<td>715 Park Avenue, Hoboken, N.J.</td>
</tr>
<tr>
<td>Dennis de León, Esq.</td>
<td>337 West 14th St., #51, N.Y.</td>
</tr>
<tr>
<td>Valerie Jiménez</td>
<td>262 East 2d St., Apt. 1B, N.Y.</td>
</tr>
<tr>
<td>Teri Hagan</td>
<td>239 East 2d St., Apt. #2, N.Y.</td>
</tr>
</tbody>
</table>

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
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.


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
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 payer 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
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:


Sincerely,

[Signature]

Karen S. Westervelt
Executive Secretary
CERTIFICATE OF INCORPORATION

OF

HOUSING WORKS HEALTH SERVICES III, INC.

UNDER SECTION 40407 OF THE NOT-FOR-PROFIT CORPORATION

LAW OF THE STATE OF NEW YORK

FILED BY:

HOUSING WORKS, INC.

594 BROADWAY

NEW YORK, N.Y. 10012.

FILED APR 04 1995

TAX$ 0

P/NEW YORK

STATE OF NEW YORK

DEPARTMENT OF STATE

F9504040000599
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
Executive Deputy Secretary of State
CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
Housing Works Health Services III, Inc.

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
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

[Stamp]
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
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:


Sincerely,

Karen S. Westarveit
Executive Secretary
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HOUSING WORKS HEALTH SERVICES III, INC.

Under Section 803 of the
Not-For-Profit Corporation Law

Craig S. Stier, Esq.
Housing Works, Inc.
594 Broadway - suite 700
New York, NY 10012
(212)966-0466
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
Executive Deputy Secretary of State

Rev. 06/13
CERTIFICATE OF CHANGE

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: 7/6/95

THIRD: The change(s) effected hereby are: (Check appropriate box(es))

Q The county location, within this state, in which the office of the corporation is located, is changed to:

X The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to:

320 West 13th Street 14th Floor
New York, NY 10014

Q The corporation hereby: (Check one) (N/A)

Q Designates ____________________________ as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is: ____________________________________________

Q Changes the designation of its registered agent to: _______________________________________

The street address of the registered agent is: ____________________________________________

Q Changes the address of its registered agent to: _________________________________________

Q Revokes the authority of its registered agent.
FOURTH: The change was authorized by the board of directors.

(Signature)

CERTIFICATE OF CHANGE
OF
Housing Works Health Services III, Inc.

(Exact 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
MAY 06, 2003

FILING OFFICE USE ONLY

FILED
TAX $
BY: 08-06-03
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03050600018F
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.
August 13, 2015

VIA E-MAIL

Colleen Leonard
NYS Department of Health
Corning Tower, Room 1805
Albany, New York 12237
collen.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 TRAURIG, LLP

Tricia A. Asaro
Colleen Leonard
August 13, 2015

BMF/TAU/map
Attachments
cc:  Mr. Mark Furnish (via email)
     Mr. Mark Boss (via email)
     Ms. Barbara Del Cogliano (via email)
     Mr. Keith Servis (via email)
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
Samaritan Village, Inc. (Name of Domestic Corporation)

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

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 _________ 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 Daylop 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
(Device 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: as:
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 4th day of November, 1981.

[Signature]
Robert B. 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 authorising 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 authorising 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 to 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 of 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, 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, 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 others whether such others be persons or organisations 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 executor or administrator, intestate or intestate in cor, was a director, officer, or employee of the Corporation or of any other corporation which he served as such at the request of the Corporation, shall be indemnified by the Corporation against his 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 204 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 name and place of residence of the manager is indefinite until its first annual meeting.

MRS. WALLACE D. LEHMAN

PLACE OF RESIDENCE

102 INDUSTRIAL ROAD

Brooklyn, New York 11201

MRS. DOROTHY LIECHTEN

111-10 16th Avenue

New Garden, New York 11415

AUDREY BROOKER

51-51 Beverly Road

New Garden, 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 affix that the statements made herein are true under the penalties of perjury.

Date: New Garden, New York
September 21, 1983

[Signature]

[Signature]

AUDREY BROOKNER
89-51 Beverly Road
Kew Gardens, N.Y. 11415
October 22, 1981

Garry Lischin, Esq.
Wallace L. Leinheirdt, P.C.
125-10 Queens Boulevard
New Garden, New York 11418-1586

Res: Samaritan Village, Inc.
Your File No. I-211-226

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 401 and 402 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 Secretary of State's office of approval or a petition on the Supreme Court of the Eleventh Judicial District.

Very truly yours,

[signature]

A. Michael Brantson
Assistant Counsel
CERTIFICATE OF INCORPORATION
OF
SAMARITAN VILLAGE, INC.
Under Section 402 of the
Not-for-Profit Corporation
Law.

704570

Law Office:
WALLACE L. LEINWEBER, P.C.
1200 SUQUA BOULEVARD
LAIR HILL, HARRISBURG, PA 17103
RECEIVED
3I 9 29 1981
FILED: DEC 29 1981
ANT. DE CNX $ 50
FILING FEE $ 50
TAX $ 5
COUNTY FEE $ 5
COPY $ 5
CERTIFICATE
REFUND
SPEC HANDLE
The University of the State of New York

STATE OF NEW YORK
COUNTY OF ALBANY

In accordance with the provisions set forth by 245 of the Not for Profit Corporation Law, pursuant to the act of purpose of CANANDAIGUA VILLAGE, N.Y., incorporated in the County and State of New York, this instrument is hereby signed and acknowledged in the name of the corporation by the President and Secretary of the Corporation.

This consent to filing hereby shall not be construed as approval by the Board of Regents, the Commissioner of Education, or the State Education Department of the authority or objects of such corporation and shall 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, a State Education Agency, or the State Education Department in all publications or informational matter.

IN WITNESS WHEREOF, the instrument has been executed and is issued by the State Education Department in the City of Albany, State of New York, this first day of January, 1987.

[Signature]
President of the Corporation

[Signature]
Secretary of the Corporation
I.

KNOW ALL MEN BY THESE PRESENTS:

That by inquiry and investigation the application of Samaritan Village, Inc. to operate Samaritan Village, Inc. is APPROVED; the contingencies having been fulfilled satisfactorily. The Public Health Council then considered this application and imposed the contingencies as its finding of November 8, 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 lease payments in support of the application. Such approval is not to be construed as an assurance or recommendation that property costs or lease payments 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 transferee (of any interest in the facility that is the subject of this application) of responsibility and liability for any Medicaid/Medical Assistance Program.-Title XIV of the Social Security Act or State Fund overpayments made to the facility covering the period during which any such transferee 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 endeavor such transferor responsible and liable for any such overpayments.

Nancy M. Monaghan
NANCY A. MASSARA
Acting Secretary

Sent to:
Ms. Elizabeth Barton
Vice President for Administration
Samaritan Village, Inc.
119-29 Queens Boulevard
Forest Hills, New York 11375

cc:
Wells Fargo Bank, N.A.
30 Exchange Plaza
New York, New York 10005

January 9, 1984
AMENDMENTS TO CERTIFICATE OF INCORPORATION
OF
Samaritan Village, Inc.

WHEREAS Section 602 of the Not-For-Profit Corporation Law of the State of New York provides for the Amendment of the Certificate of Incorporation and
WHEREAS 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 102 of the Not-For-Profit Corporation Law of the State of New York.
4. By Order dated August 14, 1983 of the Supreme Court of the State of New York, County of Queens, it was ordered that a Plan of Assignment dated March 27, 1983 between Samaarian Holyday Society, Inc., a religious corporation, and
Samaritan Village, Inc. be amended effective July 1, 1983.
5. The Corporation is a Corporation as defined in subparagraph (a)(13) of Section 102 (Definitions) and the Corporation is a Type B Corporation under Section 301 (Purpose 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:
Second. The Corporation is a corporation as defined in subsection (a) of Section 101 of the Non-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation is attributable to, or inures to the benefit of the persons, directors or officers or any private person.

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 such causes or dependencies of a 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, as well as other programs utilizing methadone, and respirators and other prevention and other specialty programs for substance abusers, supervised groups of the general public;

To operate a substance abuse program providing substance abuse services within North, the meaning of Section 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 include education, counseling services, but not be limited to, the power to provide intervention, prevention.
diagnostic testing, rehabilitation, chemotherapy, counseling, vocational rehabilitation, educational remediation, research and other necessary services. Such services may be provided in either residential or nonresidential settings.

To operate a methadone treatment program
offering a range of treatment procedures and services for the rehabilitation of heroin addicts as defined in Article 37 of
the Penal Code.

To operate medical facilities, such as diagnostic
and treatment centers, providing health services under Articles
36 and 37 of the Public Health Law.

To render such other services pursuant to Article
36 and 37 of the Public Health Law as may be necessary to carry
out such care, treatment and rehabilitation.

To provide information as to narcotic addiction
and abuse.

To stimulate research and community concern about
drug dependency, emotional and mental illness.

To provide counseling service to all within the
bounds of this community 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 a
the execution of the aforesaid program for its realisation.

In furtherance of the above-mentioned purposes, the Corporation, in addition to the powers granted under the law of the State of New York, shall have the following powers:

a) To solicit, accept, receive, administer, sell, bequest, devise, or any other gifts or bequests, real or personal, or any other trust, whether real or personal, or of any kind 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 any fund or funds, to have, control and manage such fund or funds, change the investments thereof, to invest and re-invest the same and the proceeds thereof and to collect and receive the income and profits thereof and therefrom.

c) To voluntarily aid or assist institutions, organisations, 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 organised, including, without limiting the foregoing, the acquisition of property and the making of such property and any improvements thereafter available to any such institution, organisation or governmental body with or without charge.

d) To acquire, purchase, sell, hold title, lease, improve, maintain, manage, operate, conduct, control, supervise, direct, file out, licence the use of and generally deal in any manner with and with any of the real and personal property.
Nothing herein contained shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Non-Profit Corporation Law Section 104 (b through n) through n.

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 reasonably related to the accomplishment of a purpose for which it is organized 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."

This Amendment was adopted by the vote of a majority of the entire Board.
agent of the corporation upon whom process against it may be
served. The post office address at which the Secretary shall
mail a copy of any process against the corporation served is:

L W. Leinheiser, P.C., 125-10 Queens Boulevard, Kew
Gardens, New York 13219.

In witness whereof, the undersigned have hereunto

duly sealed this certificate on November 11, 1943.

[Signatures]

...
The undersigned has no objection to the granting of judicial approval of the within Amendment to Certificate of Incorporation anddale statutory notice.

Dated: October 4, 1963

ROBERT ABRAMS
Attorney General of the State of New York

[Signature]

Assistant Attorney General of the State of New York

[Signature]

Hon. Daniel H. Kaye
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 SAVARITAN VILLAGE, INC., and of the filing thereof.

Dated: Jamaica, New York
December 2, 1963

[Signature]

Justice of the Supreme Court of the State of New York
Eleventh Judicial District

[Signature]
CERTIFICATE OF CHANGE
OF
SAMARITAN VILLAGE, INC.

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) affected 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., 128-02 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.
CERTIFICATE OF CHANGE
OF
SAMARITAN VILLAGE, INC.

Under Section 935-A of the Business Corporation Law

File's Name: Wallace L. Lalahaedt, 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 legislator's agency 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 2008
Filing District: Queens

184
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, psychanalysts 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.

By: ____________________________
   Name: Susan Meacher
   Title: Vice Chair

SAMARITAN VILLAGE, INC.

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 30th 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 Marinelli  
Commissioner's authorized designee  

Date: 5/22/13  

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.

&

VERITAS 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
June 5, 2013

William P. Giske, 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. Giske:

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
Veritas Therapeutic Community, Inc.

and

Samaritan Village, Inc.

Petitioners,

For an Order Approving Their Plan of Merger under Section 907 of the Not-for-Profit Corporation Law and Authorizing the Filing of a Certificate of Merger under Section 904 of the Not-for-Profit Corporation Law

Now, upon the Verified Petition of Veritas Therapeutic Community, Inc., a New York not-for-profit corporation, and Samaritan Village, Inc., a New York not-for-profit corporation, sworn to on July 30, 2012 and August 2, 2012, and the Plan of Merger and the Certificate of Merger of Veritas Therapeutic Community, Inc. into Samaritan Village, Inc. under Section 904 of the Not-for-Profit Corporation Law, all in support of the application, and the Attorney General of the State of New York having waived notice and hearing and having certified no objection to the entry of this order, and the Court having given due consideration hereto, and it appearing to the satisfaction of the Court that the provisions of Section 907 of the Not-for-Profit Corporation Law have been complied with, and that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger;

Now, upon motion of Patterson Belknap Webb & Tyler LLP, attorneys for petitioner Veritas Therapeutic Community, Inc., it is

ORDERED, that the Plan of Merger between Veritas Therapeutic Community, Inc. and Samaritan Village, Inc., with Samaritan Village, Inc. being the surviving corporation, be, and the same hereby is, approved; and it is further
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 Vedras Therapeutics Community, Inc. shall thereupon and thereby be transferred and conveyed to Samaritan-Petworth 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.

[Signature]
J.S.C.

THE ATTORNEY GENERAL HEREBY APPEARS HEREBY, HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HERETO, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE, AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HERETO INCLUDING ALL ORDERS JUDGMENTS AND ENFORCEMENTS OF THE COURT. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 90 DAYS FROM FILE.

Assistant Attorney General
Michele L. Albin 6/26/13
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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 19 2013
TAX S
BY: 

Queens
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 discusses 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.
August 21, 2015

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.
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:2155784391
Ends.
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 benefiting, 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 served 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.

[Signature]

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
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.
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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Benne Katz</td>
<td>802 Shore Boulevard, Brooklyn, New York, 11235</td>
</tr>
<tr>
<td>Mr. Arnold Schwartz</td>
<td>Ritz Towers, 57th Street and Park Avenue, New York, New York 10022</td>
</tr>
<tr>
<td>Mr. David Bergner</td>
<td>70 East 10th Street, New York, New York 10003</td>
</tr>
<tr>
<td>Mr. Emanuel Kugler</td>
<td>124 Richmond Place, Lawrence, Long Island 11559</td>
</tr>
<tr>
<td>Mr. Paul Bluth</td>
<td>770 Empire Boulevard, Brooklyn, New York 11219</td>
</tr>
<tr>
<td>Mr. Samuel C. Rubin</td>
<td>10 Plaza Street, Brooklyn, New York 11238</td>
</tr>
<tr>
<td>Mr. Harry Rudolph</td>
<td>34 Plaza Street, Brooklyn, New York 11238</td>
</tr>
<tr>
<td>Mr. William Marx</td>
<td>12 Hastings Street, Brooklyn, New York 11235</td>
</tr>
<tr>
<td>Mr. Harry Koeppel</td>
<td>35 East 75th Street, New York, New York 10021</td>
</tr>
<tr>
<td>Mr. Nathan Packer</td>
<td>3600 Bedford Avenue, Brooklyn, New York 11210</td>
</tr>
<tr>
<td>Mr. Bernard Gordon</td>
<td>1199 Park Avenue, New York, New York 10028</td>
</tr>
<tr>
<td>Mr. Harry Maslow</td>
<td>20 Plaza Street, Brooklyn, New York 11238</td>
</tr>
<tr>
<td>Mr. Harold Levin</td>
<td>912 Fifth Avenue, New York, New York 10021</td>
</tr>
</tbody>
</table>

VII

The names and residences of the Subscribers to this Certificate of Incorporate are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Benne Katz</td>
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<tr>
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<td>124 Richmond Place, Lawrence, Long Island 11559</td>
</tr>
<tr>
<td>Mr. Paul Bluth</td>
<td>770 Empire Boulevard, Brooklyn, New York 11213</td>
</tr>
<tr>
<td>Mr. Samuel C. Rubin</td>
<td>10 Plaza Street, Brooklyn, New York 11238</td>
</tr>
<tr>
<td>Mr. Harry Rudolph</td>
<td>34 Plaza Street, Brooklyn, New York 11238</td>
</tr>
</tbody>
</table>
The duration of the company is for a period of time from the date of the filing of this Certificate by the Secretary of State.

IX

The real property of the company shall not be sold, transferred, encumbered 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. 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.
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.

[Signatures]

(Mr. William Marx)
(Mr. Harry Koeppel)
(Mr. Nathan Packer)
(Mr. Bernard Gordon)
(Mr. Harry Maslow)
(Mr. Harold Levin)
(Mr. Benne Katz)
(Mr. Arnold Schwartz)
(Mr. David Bergner)
(Mr. Emmanuel Kugler)
(Mr. Paul Bluth)
(Mr. Samuel C. Rubin)
(Mr. Harry Rudolph)
STATE OF NEW YORK

COUNTY OF KINGS

On the 11th day of October, 1966, before me personally came Mr. Benne Katz, Mr. Arnold Schwartz, Mr. David Gordon,
Mr. Emanuel Kugler, Mr. Paul Bluth, Mr. Samuel C. Rubin,
Mr. Harry Rudolph, Mr. William Marx, Mr. Harry Koepel,
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.

[Signature]
Notary Public

PAULINE CUTLER
NOTARY PUBLIC, State of New York
No. 94-001770
Qualified in Kings County
Commission Expires March 30, 1948
Consent to Incorporation By
Commissioner of Health.

I, HOLLIS S. INGRAHAM, M.D., Commissioner of Health of the
State of New York, do this 26th day of December, 1967, pursuant

to Article 25-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 F. Whalen, M.D.
Deputy Commissioner

The undersigned, a Justice of the Supreme Court of the State of

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 ZAMANSKY

Justice of the Supreme Court

Dated: January 8, 1968

LOUIS J. LEFKOWITZ
Attorney General
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.

Daniel E. Shapiro
First Deputy Secretary of State
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.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07
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.

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.

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. CERTIFY:

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 Koeppel, President_

_Milton Cohen, Secretary_

STATE OF NEW YORK
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.

STATE OF NEW YORK 
COUNTY OF KINGS 

HARRY KOEPEL and MILTON COHEN, being severally duly sworn, deposes and says, 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 Koeppel, President

Milton Cohen, Secretary

SWORN to before me this 8th day of January, 1970

Notary Public
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 C. Dickson, M.D.
Deputy Commissioner
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

BERGNER & BERGNER
ATTORNEYS AT LAW
Eleven Park Place
New York City
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.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07
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 Boulevard
   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 Koeppel
President

Milton Cohen
Secretary
STATE OF NEW YORK  

COUNTY OF NEW YORK

HARRY KOEPPEL, and MILTON COHEN each being severally duly sworn, severally depose and say, each for himself, that he HARRY KOEPPEL, 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 Koeppel, President

Milton Cohen, Secretary

Sworn to before me this 19th day of October, 1970.

Notary Public
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

BERGNER & BERGNER
Attorneys at Law
Eleven Park Place
New York City

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 2 17 1970
TAX 1970
FILING FEB 8 71

John P. Emery
Assistant Atty Gen
2 1/4 Kings

Typewriting
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.

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

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.


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 Koeppel, President

Milton Cohen, Secretary
HARRY KOEPPEL, 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.

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.
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 8 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 C. 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

Justice of the Supreme Court
2nd Judicial District

Hon. John E. Cone

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 or any authorized or duties otherwise incidental, etc.)

Dated: December 18, 1970
Louis J. Lefkowitz
Attorney General

Assistant Attorney General
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

[Signature]
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

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.

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

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 earnings 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 benefit 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 there-
of 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 Cor-
poration 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 certi-
icate the 30th day of October, 1970.

Harry Koeppe
Pres.

Milton Cohen, Secretary
STATE OF NEW YORK

COUNTY OF NEW YORK

HARRY KOEPEL, 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.

[Signature]

Subscribed and sworn to before me this 30th day of July, 1970.

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.

[Signature]

Subscribed and sworn to before me this 30th day of July, 1970.

[Signature]
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 16th 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.

Brooklyn, New York

Justice of the Supreme Court
2nd Judicial District

MON. JOHN E. CONE

Notice of Application Filed
This is not to be filed as approval of the filing or the non-profit status of the corporation.
Department of the State of the State of New York
authority to file
other than as noted.

Dated: Dec. 16, 1970

LOUIS J. LAMOUREUX
Attorney General

By

Assistant Attorney General
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

[Signature]
SECRETARY
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

BERGNER & BERGNER
ATTORNEYS AT LAW
ELEVEN PARK PLACE
NEW YORK CITY
BARCLAY 7-6250
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.

Daniel E. Shapiro
First Deputy Secretary of State
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BROOKDALE HOSPITAL CENTER NURSING HOME COMPANY, INC.

Under Section 403 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 11217.
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 21st 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  

EDWIN SCHULMAN and DAVID SCHLANG, being severally duly 
sworn, depose and say:

1. That 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 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 auth-
orized 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 meet-
ing 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 SCHULMAN

DAVID SCHLANG

Sworn to before me this 31st day of January 1983.

NOTARY PUBLIC
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 Apr., 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 Corpora-
tion to "THE SAMUEL SCHULMAN INSTITUTE FOR NURSING AND
REHABILITATION", with the Secretary of State of the State
of New York.

COMMISSIONER OF HEALTH
BY: [Signature]
March 29, 1983

KNOW ALL MEN BY THESE PRESENTS:

In accordance with action taken after inquiry and investigation at a meeting of the Public Health Council held on the 25th day of March, 1983, I hereby certify that the Certificate of Amendment of the Certificate of Incorporation of Brookdale Hospital Center Nursing Home Company, Inc., dated January 31, 1983 is 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 amount as specified in the application will be reimbursable under third-party payor reimbursement guidelines.

MARION C. LaPOINT
Acting Executive Secretary

Sent to: Marvin E. Landau, Esq.
Landau, Berkowitz and Nostrand
Suite 2501
60 East 42nd Street
New York, New York 10165

cc: Brookdale Hospital Center Nursing Home Company, Inc.
555 Rockaway Parkway
Brooklyn, New York 11212
MEMORANDUM

TO:        Public Health Council
FROM:      Peter J. Millage, General Counsel
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 Schuman 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
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: June 28, 1983.

[Signature]
Gerald Adler
J. N. C.

June 9, 1983

SUPREME COURT
KINGS COUNTY
SPECIAL TERM
PART 2

[Signature]
Howard Holt
Associate Attorney
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 7 1983

AMT. OF CHECK $42.50
FILING FEE $ 30
TAX $ 
COUNTY FEE $ 
COPY $ 750
CERTS $ 
STG - HANDLE $ 10

BY:

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BROOKDALE HOSPITAL CENTER NURSING HOME
COMPANY, INC.

Under Section 803 of the Not-for-Profit Corporation Law
and the Public Health Law

7/18/83

RECEIVED

8/3/83

LANNAU, BERKOWITZ & NOSTRAND
Attorneys-at-Law
60 East 42nd Street - Suite 2501
New York, New York 10165
(212) 687-2226
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.

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

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 1966. 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.
(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
STATE OF NEW YORK

COUNTY OF Kings

On this 26th day of October, 1989, before me personally came Edward Schlang 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

Notary Public, State of New York
No. 41-4855955
Qualified in Queens County
Commission Expires April 30, 1991

9.12.3/BMI
The undersigned 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

HON. NICHOLAS A. CLEMENTE
Justice, Supreme Court of the State of New York
Second Judicial District

ROBERT ABRAMS, Attorney General
STATE OF NEW YORK

by Laura Warner
May 9, 1990
ASSISTANT ATTORNEY GENERAL
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 23rd 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 Schuiman Institute for Nursing and Rehabilitation,
as executed on the 26th of October 1989, pursuant to
Section 2854 of the Public Health Law.

[Signature]
David Axelrod, M.D.
Commissioner of Health
April 23, 1990

Ms. Beth Margolis
Kalkin, Arky, Zall & Bernstein
885 Third Avenue
New York, NY 10022-4602

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,

[Signature]
Karen S. Westervelt
Executive Secretary
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."

[Signature]
BERTHA SCHULMAN

Sworn to before me this 14th day of January, 1990

[Signature]
JOYCE E. SMITH
Notary Public

[Certificate information]
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:

555 Rockhewn Parkway

Kalkins Arky Zall & Bernstein
1675 Broadway - 27th Floor
New York, New York 10019
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.

Daniel E. Shapiro
First Deputy Secretary of State
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 964 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 Linroc 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 162 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 of subventions.

3. The sole member of DDISI is Linroc 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.

(a) The Plan has not been abandoned.

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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. Hestel, 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 Schlanger, 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 L. Schachne Institute
for Nursing and Rehabilitation, Inc.

Ascher L. Lavelle, M.D.
Ascher L. Lavelle, 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 Schlanger, 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.
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 17th day of February, 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.

NOTE: Mr. Schulman is out of the country; upon his return, 
he will sign the revised version of the signature 
page for the Certificate of Merger, and that page will 
be forwarded to the State Health Department.
IN THE MATTER OF THE APPLICATION

OF

THE SAMUEL AND BERTHA SCHULMAN INSTITUTE FOR NURSING AND REHABILITATION, INC., and THE DOROTHY AND DAVID I. SCHACHNE INSTITUTE FOR NURSING AND REHABILITATION, INC.

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 REHABILITATION, INC., and authorizing the filing of the Certificate of Merger under Section 904 of said Law.

ORDER APPROVING MERGER

Index No. 2545/99

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
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.

[Signature]

J.S.C.

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

[Signature]

S. FROST 6-6-79

[Signature]
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,

[Signature]
Karen S. Westervelt
Executive Secretary
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

DRAWDOWN
DELANEY – 30

FILED BY:
KALKINES, ARKY, ZALL & BERNSTEIN LLP
1675 BROADWAY, 27TH FLOOR
NEW YORK, NEW YORK 10019
TO: Public Health and Health Planning Council  
FROM: Richard J. Zahnleuten, 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.


3. Existing Certificate of Incorporation and amendment thereto.

The proposed Certificate of Amendment is in legally acceptable form.
September 18, 2015

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
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.
Thank you very much.

Sincerely,

[Signature]

Tamar R. Rosenberg
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

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 benefiting, 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:
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 NCPAL.

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
CERTIFICATE OF INCORPORATION

SHOCKDALE 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, do hereby certify:

FIRST: The name of the corporation is Shockdale Family Care Centers, Inc. the hereinafter referred to as the "Corporation.

SECOND: The Corporation is a corporation as defined in subparagraph (e) (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.
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)-(e), (f)-(g) and (n)-(v). The approvals required by N-PCL § 403 (c) and (d) are annulled.

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 organiza-
tions 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 T.R.C. § 501(c)(3). Except as may otherwise be permitted by T.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
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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert A. Koeppe</td>
<td>1035 Fifth Avenue</td>
</tr>
<tr>
<td></td>
<td>New York, New York 10029</td>
</tr>
<tr>
<td>Michael Levin</td>
<td>210 East 86th Street</td>
</tr>
<tr>
<td></td>
<td>New York, New York 10028</td>
</tr>
<tr>
<td>Henrietta Fuller</td>
<td>421 Heral Street</td>
</tr>
<tr>
<td>Nassena</td>
<td>Brooklyn, New York 11212</td>
</tr>
</tbody>
</table>

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
October 24, 1994

Jeffrey C. Thrope, Esq.
Kalkines, Asky, Zell & Bernstein
Attorneys at Law
1875 Broadway
New York, NY 10019-5809

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 9th 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 Blinder
Executive Secretary
CERTIFICATE OF INCORPORATION
OF
BROOKDALE FAMILY CARE CENTERS, INC.
(Under Section 402 of the Not-for-Profit Corporation Law)

KALKINS, ARBY, RAIL & BERGHEIS
1675 Broadway
New York, New York 10019
Agent: Jeffrey C. Thrope, Esq.
Tel. (212) 561-9090

STATE OF NEW YORK
DEPARTMENT OF STATE
DID: OCT 27, 1994
TAX $:
BY: "Hynes"
"Hynes"
"Type B"
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
Executive Deputy Secretary of State
CERTIFICATE OF INCORPORATION
OF THE

CORPORATION 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,
   1964. 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 103 of the Not-For-Profit
   Corporation Law and is a Type B corporation under section 261 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:
Paragraph: 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 Lincoln 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 processes 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:

Lincoln Family Care Centers, Inc.
50 Lincoln Community Service Corporation
Linden Boulevard at Brookdale Plaza
Brooklyn, New York 11213

IN WITNESS WHEREOF, the undersigned have executed this certificate and agree that the statements made herein are true under the penalties of perjury.

[Signature]
Michael Levin, President
Date

[Signature]
Robert L. Mogul, Secretary
Date
April 26, 1995

Jeffrey C. Throps
Kalkin esa, Zail & Bernstein
1475 Broadway...
New York, NY 10019-5820

Re: Certificate of Amendment of the Certificate of Incorporation
of Brookdale Family Care Centers, Inc.

Dear Mr. Throps:

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 recommends to the ACTION of the Certificate of
Amendment to the Certificate of Incorporation of Brookdale Family

Sincerely,

Karen S. Westervelt
Executive Secretary

[Signature]
STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council
FROM: Richard J. Zahnleutner, 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.


3. Existing Certificate of Incorporation and amendment thereto.

The proposed Certificate of Amendment is in legally acceptable form.
September 18, 2015

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
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.
Thank you very much.

Sincerely,

Tamar R. Rosenberg
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

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
PH-32
CERTIFICATE OF INCORPORATION
OF
URBAN STRATEGIES/BRUCKDALE 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/Bruckdale Family Care Center, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 103 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,
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)-(w). The approvals required by N-PCL § 404.(c) 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...
"T.R.C."[1], as an organization described in R.C. § 501(c)(3) and
(iii) contributions to which are deductible under R.C. §
170(c)(2); 2055(a)(2) and 2523(a)(2).

NORTH: 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 organiza-
tions that qualify for exemption under the provisions of R.C. §
501(c)(3) and the Treasury Regulations promulgated thereunder,
subject to the laws of the State of New York.


3
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 carried 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.
Linroo 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-
used such provisions (i.e., the corresponding provisions of future United States Internal Revenue law).

**THIRTEENTH:** The names and addresses of the initial directors, until the first annual meeting, are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eric Johnson</td>
<td>1542 St. Marks Avenue</td>
</tr>
<tr>
<td></td>
<td>Brooklyn, New York 11233</td>
</tr>
<tr>
<td>Gloria McCleod</td>
<td>310 Ditson Avenue</td>
</tr>
<tr>
<td></td>
<td>Brooklyn, New York 11232</td>
</tr>
<tr>
<td>Joseph Castro</td>
<td>227 Treston Circle</td>
</tr>
<tr>
<td></td>
<td>Sunnys, New York 10956</td>
</tr>
<tr>
<td>Michael Levin</td>
<td>210 East 86th Street</td>
</tr>
<tr>
<td></td>
<td>New York, New York 10028</td>
</tr>
<tr>
<td>Alan Roth</td>
<td>2068 East 35th Street</td>
</tr>
<tr>
<td></td>
<td>Brooklyn, New York 11234</td>
</tr>
</tbody>
</table>

**FOURTEENTH:** The duration of the Corporation shall be for a period expiring on September 23, 1999.

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, Incumbent
210 East 86th Street
New York, New York 10028
Jeffrey C. Thrope, Esq.
Kalkines, Arky, Zali & Barnstein
Attorneys at Law
1675 Broadway
New York, NY 10019-5909

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, 1996.

Sincerely,

Karen Dwoskoff
Executive Secretary
CERTIFICATE OF INCORPORATION
OF
URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTERS, INC.
(Under Section 402 of the Not-for-Profit Corporation Law)

HALKINES, ARKY, ZALL & BERNSTEIN
1371 Broadway
New York, New York 10019
Att: Jeffrey C. Trope, Esq.
Tel: (212) 541-9090

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE
RUL 407 21994

TAX $ 0

KINGS
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
Executive Deputy Secretary of State

Rev. 06/13
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
URBAN STRATEGIES/BROOKDALE FAMILY CARE CENTER, INC.
(Under Section 302 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 25th Day of October,
   1997. 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 132 of the Not-For-Profit
   Corporation Law and is a Type B corporation under section 302 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:
POWERS. 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., Linro 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 Linro Community Service Corporation
1000 South Seward at Brookdale Plaza
Brooklyn, New York 11212

IN WITNESS WHEREOF, the undersigned have executed this certificate and affirm that the statements made therein are true under the penalties of perjury.

[Signature]
Michael Levin, President
Date

[Signature]
Eric Johnson, Secretary
Date
April 25, 1995

Jeffrey C. Thrope, Esq.
Kalkines, Petti, Zell & Bernstein
1675 Broadway
New York, NY 10013

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 3, 1994.

Sincerely,

Karen S. Westervelt
Executive Secretary
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
Executive Deputy Secretary of State
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
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/2as
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