

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL
SPECIAL ESTABLISHMENT AND PROJECT REVIEW COMMITTEE

AGENDA

February 9, 2023
10:00 a.m.

- **90 Church Street, Conference Rooms 4 A/B, NYC**
- **Empire State Plaza, Concourse Level, Meeting Room 6, Albany**

I. SPECIAL COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

A. Applications for Establishment and Construction of Health Care Facilities/Agencies

Residential Health Care Facilities - Establish and Construct

<u>Number</u>	<u>Applicant/Facility</u>
1. 212117 E	Livingston Two Operations LLC d/b/a Livingston Hills Nursing and Rehabilitation Center (Columbia County)
2. 222124 E	Woodcrest Rehabilitation & Residential Health Care Center (Queens County)

B. Certificates

Certificate of Amendment of the Certificate of Incorporation

Applicant

Beth Israel Medical Center

Restated Certificate of Incorporation

Applicant

Cayuga Health System, Inc.

II. ADJOURNMENT



Project # 212117-E
Livingston Hills Nursing and Rehabilitation Center

Program: Residential Health Care Facility
Purpose: Establishment

County: Columbia
Acknowledged: October 21, 2021

Executive Summary

Description

Livingston Two Operations, LLC, is proposing to be established as the operator of the current Livingston Hills Nursing and Rehabilitation Center, as operated by Livingston S and V Operations, LLC, an existing, for-profit, 120-bed residential health care facility (RHCF), located at 2781 Route 9, Hudson (Columbia County) New York. Upon approval of the change in ownership, the facility will continue to be known as Livingston Hills Nursing and Rehabilitation Center.

On September 1, 2021, Livingston S and V Operations, LLC, entered into an Asset Purchase/Operations Transfer Agreement with Livingston Two Operations for the sale and acquisition of the operating interests of the Livingston Hills Nursing and Rehabilitation Center effective upon approval by the Public Health and Health Planning Council.

The landlord, KR Livingston Realty, LLC, and the tenant, Livingston Two Operations, LLC, entered into a proposed lease agreement for site control of the facility. The applicant acknowledges there a relationship between the entities in that the individuals have an ownership interest in both the operating entity and the real estate entity.

Ownership of the operations before and after the requested change is as follows:

Table with 2 columns: Member Name, Percentage. Rows include Current Operator Livingston S and V Operations, LLC and members Daniella Schwartz (42%), Illana Lowy (28%), Barry Weiss (5%), Mark Weis (5%), Elaine Zinberg (5%), Jeffrey Vegh (15%), totaling 100%.

Table with 2 columns: Member Name, Percentage. Rows include Proposed Operator Livingston Two Operations LLC and members Jack Koschitzki (50%), Pincus Rand (50%), totaling 100%.

Livingston Two Operations, LLC will be managed by its members. Presented as Attachment B is the Organizational Chart of the proposed members.

OPCHSM/OALTC Recommendation

Contingent Approval is recommended.

Need Summary

There will be no changes to beds or services as a result of this project. As of November 16, 2022, occupancy was 95.8% for the facility and 93.6% for Columbia County.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a (3).

rate of 5% for a three-year term. The loan is proposed to go to HUD within three years. The applicant has indicated that the bank will agree to extend the loan in the unlikely event that HUD financing is not achieved.

Financial Summary

There is no purchase price for the operations except for the current union obligations, estimated at \$1,000,000. The terms for the repayment of the union obligations are pending. The purchase of the real estate is \$14,000,000 and will be met as follows: A deposit of \$1,000,000 in escrow, a promissory note of \$2,000,000 for four years with an interest rate of 6% for two years, and 7.5% for last two (2) years and a bank loan of \$11,000,000 at an interest

	Year One	Year Three
Budget:	2023	2025
Revenues	\$11,303,675	\$12,179,761
Expenses	9,935,000	9,935,000
Net Income	\$1,368,675	\$2,244,761

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment)

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR].
2. Submission of an executed asset purchase agreement, acceptable to the Department of Health. [BFA]
3. Submission of an executed lease agreement, acceptable to the Department of Health. [BFA]
4. Submission of an executed promissory note, acceptable to the Department of Health. [BFA]
5. Submission of an executed real estate purchase and sale agreement, acceptable to the Department of Health. [BFA]
6. Submission of a photocopy of an executed Certificate of Discontinuance of the Assumed Name of Livingston S and V Operations, LLC, acceptable to the Department. [CSL]
7. Submission of a photocopy of an amended and executed Certificate of Amendment of the Articles of Organization of Livingston Two Operations LLC, acceptable to the Department. [CSL]
8. Submission of photocopy of an amended and executed Restated Operating Agreement of Livingston Two Operations LLC, acceptable to the Department. [CSL]
9. Submission of a photocopy of an amended and executed Lease Agreement between Two Operations LLC and KR Livingston Realty LLC, acceptable to the Department. [CSL]

Council Action Date

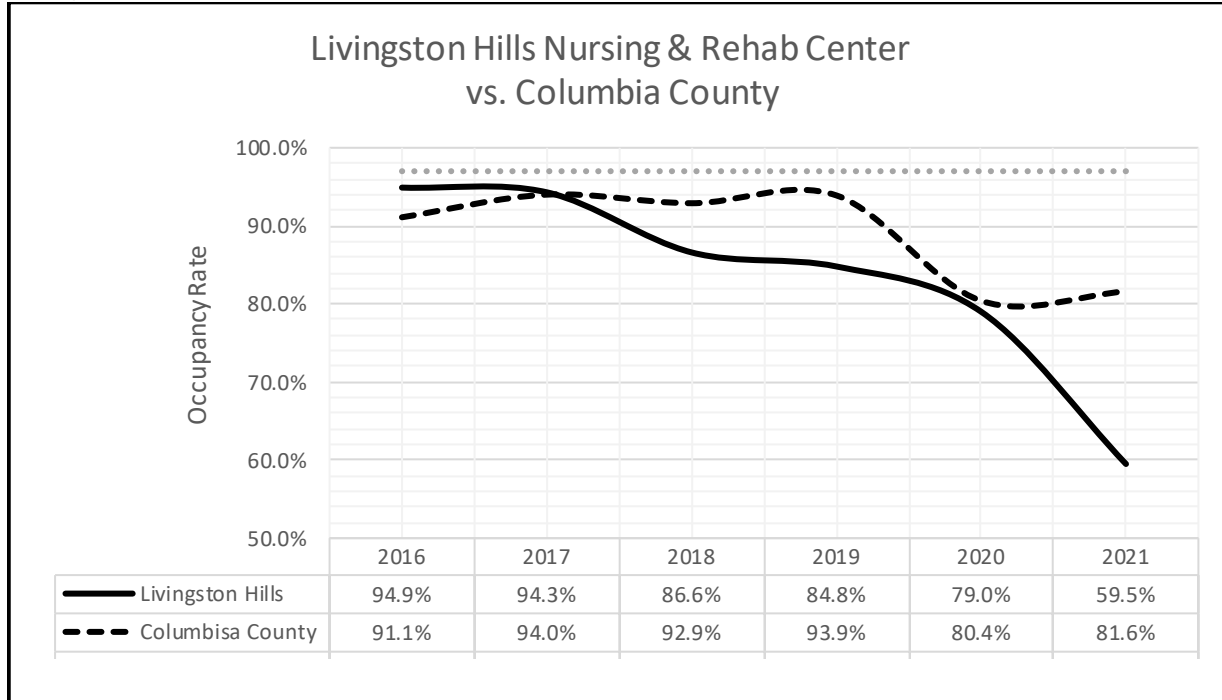
February 9, 2023

Need Analysis

Project Description

Livingston Two Operations LLC d/b/a Livingston Hills Nursing & Rehabilitation Center is requesting approval to become the established operator of Livingston Hills Nursing and Rehabilitation Center, a 120-bed Article 28 residential health care facility (RHCF) located at 2781 Route 9, Livingston, 12541 in Columbia County.

Analysis



Historical occupancy data shows declining numbers since 2016, predating the COVID-19 pandemic. However, recent self-reported occupancy numbers, as of November 16, 2022, indicate a dramatic increase to 95.8%. As part of the agreement between the buyer and seller, Jack Koschitzki (member of proposed new operator) was named Chief Executive Officer in September 2021. He hired a new administrator, director of nursing, and other staff which has resulted in increases in the daily census and the overall stability of the operations of the facility.

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 NYCRR §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential health care facility admissions that are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- the number of individuals within the planning area currently awaiting placement to a residential health care facility and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals;
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- the facility's patient case mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;

- the financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. The facility's Medicaid admissions rate has exceeded the threshold of 75% of the Columbia County rate, as demonstrated in the table below.

Medicaid Access	2019	2020	2021
Columbia County Total	42.5%	50.7%	50.4%
Columbia Threshold Value	31.8%	38.0%	37.8%
Livingston Hills Nursing	37.2%	43.3%	47.4%

Conclusion

There will be no change in beds or services as a result of this application. Based upon weekly census data, current occupancy, as of November 16, 2022, was 95.8% for the facility and 93.6% for Columbia County.

Program Analysis

Program Description

This application proposes to establish Livingston Two Operations LLC as the new operator of Livingston Hills Nursing and Rehabilitation Center, a 120-bed skilled nursing facility at 2781 Route 9, Livingston.

Facility Information

	Existing	Proposed
Facility Name	Livingston Hills Nursing and Rehabilitation Center	Same
Address	2781 Route 9 P.O. Box 95 Livingston, NY 12541	Same
RHCF Capacity	120	Same
ADHC Program Capacity	NA	Same
Type of Operator	Limited Liability Company	Limited Liability Company
Class of Operator	Proprietary	Proprietary
Operator	Livingston S and V Operations LLC Members: Jeffrey Vegh 15% Daniella Schwartz 42% Elaine Zinberg 5% *LowCo/Livingston Hills LLC 28% Members: Ilana Lowy (1%) Lauren Lowy (99%) *Marbar Capital I, LLC 10% Members: Barry Weiss (50%) Mark Weiss (50%)	Livingston Two Operations LLC Members: Jack Koschizki 50% Pincus Rand 50%

Character and Competence – Assessment

Experience

Jack Koschizki discloses employment at Livingston Hills Nursing and Rehabilitation Center, as the CEO since 2021 and is concurrently employed at Renaissance Rehabilitation & Nursing Care Center as an operator since 2015. Prior to that Jack Koschizki worked at Palm Gardens Nursing Center as the Administrator / Regional Director / Project Manager from 2006 until 2015. Jack Koschizki holds a bachelor's degree from Torah OHR Seminary and discloses the following health care facility interests:

Nursing Homes

Renaissance Rehabilitation & Nursing Care Center (50%)	05/2015-present
The Eleanor Care Center (100%)	12/2016-present

Pincus Rand discloses employment at Y&S Handbags, Inc an import company as the President since 1983. Pincus Rand holds a Rabbinical degree from St. Louis Rabbinical College and discloses the following health facility interests:

Nursing Homes

Renaissance Rehabilitation & Nursing Care Center (50%)	05/2015-present
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End Dated Ownership

Quality Review

The proposed owners have been evaluated, in part, on the distribution of CMS Star ratings for their portfolios. For all proposed owners the distribution of CMS star ratings for their facilities meets the standard described in state regulations.

CMS Star Rating Criteria - 10 NYCRR 600.2(b)(5)(iv)					
Duration of Ownership					
< 48 Months					
48 months or more					
<u>Proposed Owner</u>	<u>Total Nursing Homes</u>	<u>Number of Nursing Homes</u>	<u>Percent of Nursing Homes With a Below Average Rating</u>	<u>Number of Nursing Homes</u>	<u>Percent of Nursing Homes With a Below Average Rating</u>
Jack Koschizki	2	0	0.0%	2	100%
Pincus Rand	1	0	0.0%	1	100%

DURATION OF OWNERSHIP AS OF 2/9/2023**Data date: 11/2022**

New York. The proposed owner's portfolio includes ownership in two New York facilities. The two facilities Renaissance Rehabilitation and Nursing Care Center has a CMS overall quality rating of below average and The Eleanor Care Center has a CMS overall quality rating of much below average. When asked to explain the low overall CMS ratings for Renaissance Rehabilitation and Nursing Care Center and The Eleanor Care Center the applicants indicated the following.

At The Eleanor Care Center improvements to the physical plant and changes in leadership with the hiring of a new administrator and director of nursing have been made to improve the star ratings at the facility.

At Renaissance Rehabilitation and Nursing Care Center the PBJ upload of incomplete staffing reports in July of 2021 and nursing and administrative turnover has played a significant role in the current overall rating which had decreased from a five star overall rating at the beginning of 2021 down to a two star overall rating currently. The facility has hired a new Administrator as of 7/15/2022 and a new Director of Nursing was retained on 10/18/2021.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Livingston Hills Nursing and Rehabilitation Center	Subject Facility	*	*	**	*
Renaissance Rehabilitation and Nursing Care Center	Current	**	***	***	*
	02/2015	**	***	*	***
The Eleanor Care Center	Current	*	*	***	*
	12/2016	*	*	***	***

Data date: 11/2022

Quality Review – End Dated Nursing Home

<i>Facility</i>	<i>Ownership Since</i>	<i>Overall</i>	<i>Health Inspection</i>	<i>Quality Measure</i>	<i>Staffing</i>
New Jersey					
Country Manor Rehabilitation & HCC	08/2017	***	**	*	*
	09/2001*	***	**	*****	**

*Earliest Data Available 1/2009

Enforcement History

A review of Renaissance Rehabilitation and Nursing Care Center for the period specified above reveals no enforcements.

A review of The Eleanor Care Center for the period specified above reveals the following:

- The facility was fined \$2,000 pursuant to Stipulation and Order NH-22-142 issued on September 14, 2022, for surveillance findings on August 2, 2022. Deficiencies were found under 10 NYCRR 415.19(a), Infection Control for failure to ensure oxygen tubing is changed in a timely manner.
- The facility was fined \$8,652 pursuant to a civil monetary penalty issued on November 09, 2020, which has been paid and closed. Deficiencies were found under F678-H, Cardio Pulmonary Resuscitation.
- The facility was fined \$10,000 pursuant to Stipulation and Order NH-21-107 issued on May 18, 2021, for surveillance findings on November 09, 2020. Deficiencies were found under 10 NYCRR 415.3(f)(1)(i), Resident’s Rights, and failure to provide CPR.
- The facility was assessed federal CMPs of \$650 on June 8, 2020, \$975 on June 15, 2020, and \$1,310 on November 16, 2020, for failure to report COVID data.

Project Review

Livingston Two Operations, LLC doing business as Livingston Hills Nursing and Rehabilitation Center, is proposing to be established as the operator of the current Livingston Hills Nursing and Rehabilitation Center, as operated by Livingston S and V Operations, LLC, an existing, for-profit, 120-bed residential health care facility (RHCF), located at 2781 Route 9, Livingston (Columbia County) New York. Upon approval of the change in ownership, the facility will continue to be known as Livingston Hills Nursing and Rehabilitation Center and there will be no changes in the beds, program, or physical environment.

The current operators of Livingston Hills Nursing and Rehabilitation Center, Livingston S and V Operations, LLC have entered into an Asset Purchase / Operations Transfer Agreement dated September 1, 2021, for the sale and acquisition, respectively, of the operating interests of the Livingston Hills Nursing and Rehabilitation Center upon approval by the Public Health and Health Planning Council. The members of Livingston Two Operations LLC are as follows: Jack Koschitzki, 50.00% membership interest, and Pincus Rand, 50.00% membership interest. The LLC will be managed by its members.

KR Livingston Realty, LLC as landlord, and Livingston Two Operations, LLC, as tenant, have entered into a proposed lease agreement for site control of the facility. There is a relationship between the entities which is being acknowledged in this application, in that the individuals have ownership interest in both the operating entity and the real estate entity.

Conclusion

No negative information has been received concerning the character and competence of the proposed applicants. All healthcare facilities are in substantial compliance with all rules and regulations. The individual background review indicates the applicants have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Analysis

Operating Budget

The applicant has submitted RHCF's operating budget, in 2022 dollars, for the current year, first year and the third year after the merger, summarized below:

	<u>Current</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>2021</u>		<u>2023</u>		<u>2025</u>	
Revenues:	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>
Comm FFS	\$286.07	\$340,428	\$253.00	\$987,965	\$253.00	\$1,066,395
Medicare FFS	\$485.06	\$1,714,701	\$508.00	\$2,725,420	\$508.00	\$2,942,336
Medicare MC	\$0	\$0	\$493.62	\$1,204,440	\$484.96	\$1,277,384
Medicaid FFS	\$257.56	\$3,936,547	\$228.00	\$5,005,740	\$228.00	\$5,403,828
Medicaid MC	\$247.52	\$394,299	\$269.00	\$918,635	\$269.00	991,803
Private Pay	\$315.05	<u>290,161</u>	\$315.05	<u>436,974</u>	\$315.00	<u>498,015</u>
Total Revenues		\$6,676,136		\$11,074,609		\$12,179,761
 Expenses:						
Operating	\$367.99	\$8,288,143	\$221.33	\$8,531,000	\$221.33	\$8,531,000
Capital	<u>63.52</u>	<u>1,430,691</u>	<u>\$36.42</u>	<u>1,404,000</u>	<u>36.42</u>	<u>1,404,000</u>
Total Expenses:	\$431.51	\$9,718,834	\$260.91	\$9,935,000	\$257.75	\$9,935,000
 Net Income		<u>(3,042,698)</u>		<u>\$1,368,675</u>		<u>\$2,244,761</u>
 Patient Days		22,523		38,545		41,610
 Occupancy		51.42%		88.00%		95.00%

The following is noted with respect to the submitted budget:

- The Medicare and Private Pay rates are projected from the current market rates.
- Expense and utilization assumptions are based on current rates.
- The projections have been based on the 2020 calendar year. The shifts in utilization, as well as expenses, have been normalized for the effects of COVID-19.
- In September of 2021, a new Chief Executive Officer was hired as well as a new Administrator, Director of Nursing and other staff to manage and grow the organization. The applicant has indicated that the projected increase in patient days from the current year to the first and third year is based on the census for the first 10 months of calendar year 2022 when occupancy averaged 96.21%.

Utilization by payor source for the current, first and third year (no changes) is as follows:

	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
	<u>2021</u>	<u>2023</u>	<u>2025</u>
Commercial FFS	5.28%	10.13%	10.13%
Medicare FFS	15.70%	13.92%	13.92%
Medicare MC	0.00%	6.33%	6.33%
Medicaid FFS	67.86%	57.06%	56.96%
Medicaid MC	7.07%	8.76%	8.86%
Private Pay	<u>4.09%</u>	<u>3.80%</u>	<u>3.80%</u>
Total	100%	100%	100%

Asset Purchase Agreement

The applicant has submitted a draft asset purchase agreement of the operation, summarized below:

Purpose	Seller desires to sell, and Buyer desires to purchase, certain assets of Seller relate to the Facility.
Seller	Livingston S and V Operations, LLC
Purchaser	Livingston Two Operations, LLC
Assets Acquired	Transfer of resident trust funds to the New Operator, employee records for all hired employees in the existing Operator’s possession, all inventory and supplies of the Existing Operator, assume existing Operator’s Medicare and Medicaid provider numbers and Medicare and Medicaid provider reimbursement agreements and all patient records, resident records, and clinical patient trust account records for the period prior to the Transfer Date become property of the New Operator.
Excluded Assets	Existing Operator will retain its right, title and interest in and to all accounts receivable relating to the operation of the business conducted at the Facility before the Employment Date.
Assumed Liabilities	New Operator shall not assume any liabilities or obligations of Existing Operator, except New Operator assume full responsibility for Medicaid audit liabilities and the liabilities owed to the 1199 SEIU Greater New York Pension Funds.
Purchase Price	\$0

The applicant has submitted an original affidavit, acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement, or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the time before the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of February 10, 2022, the facility had no outstanding Medicaid overpayment liabilities.

Lease Agreement

Facility occupancy is subject to a draft lease agreement, the terms of which are summarized as follows:

Premises:	2781 US Route 9, Hudson, NY
Landlord:	KR Livingston Realty LLC
Tenant:	Livingston Two Operations
Terms:	10 years
Rental:	Annual rent \$652,800 with an annual 3% increase
Provisions	The lessee shall be responsible for maintenance, real estate taxes and insurance.

The lease arrangement is a non-arm’s length transaction. The applicant has submitted an affidavit attesting to the relationship between the landlord and the operating entity.

Real Purchase and Sale Agreement (PSA)

The applicant has submitted a draft PSA for the sale of the RHCF’s real property. The terms are summarized below:

Property Purchased:	Located at 2781 US Route 9 Hudson, NY
Seller:	Livingston Hills Realty LLC
Purchaser:	KR Livingston Realty LLC
Purchase Price:	\$14,000,000
Payment of purchase price:	Deposit of \$1,000,000 to escrow, Promissory note of \$2,000,000 for four years with an interest rate of 6% for two years, and 7.5% for last two (2) years and the remaining \$11,000,000 via a loan at an interest rate of 5% for a three-year term.

The members of the KR Livingston Realty, LLC are as follows:

US Nine Realty, LLC	46%
JFK Livingston Acquisition, LLC	46%
Avraham Berns	8%

- The members of US Nine Realty, LLC are as follows: Pinchas Rand 43%, Charles Rand 19%, Louis Rand 19%, and Ali Rand 19%.
- The members of JFK Livingston Acquisitions LLC are as follows: Jack Koschitzki 81% and Faige Koschitzki 19%.

Capability and Feasibility

There is no cost for the sale of the operation except for the current union obligations estimated to be \$1,000,000. The terms for repayment of the union obligation are pending. The real property purchase price is \$14,000,000 and will be met with a deposit of \$1,000,000 in escrow, a promissory note of \$2,000,000 for four years with an interest rate of 6% for two years, and 7.5% for the last two years and a bank loan of \$11,000,000 at an interest rate of 5% for a three-year term. The loan is proposed to go to HUD within three years. The applicant has indicated that the bank will agree to extend the loan in the unlikely event that HUD financing is not achieved.

The working capital requirement of \$1,655,833 is based on two months of the first year's expenses. The applicant will provide equity to meet the working capital requirement. Presented as BFA Attachment A are the net worth statements for proposed members, indicating sufficient availability to meet the working capital requirement.

The submitted budget indicates an excess of revenues over expenses of \$1,368,675 and \$2,244,761 during the first and third years. Revenues are based on current reimbursement methodologies. The submitted budget appears reasonable.

BFA Attachment C, the financial summary of Livingston Hills Nursing and Rehabilitation, LLC, indicates the facility has experienced negative working capital and equity position and generated an average annual net loss of \$925,168 for 2019-2021. The applicant has indicated that the loss in revenue was directly a result of low occupancy. The average occupancy for the facility from 2019 through 2021 was 71.82%. To address the low occupancy, the current operator began negotiations to sell the facility, and as part of the agreement with the proposed operator, Jack Koschitzki, one of the proposed members of the applicant would become an employee of the existing Livingston Hills Nursing & Rehabilitation Center as Chief Executive Officer. Jack's employment started in September 2021. As part of the CEO's responsibility, the applicant was able to retain a new Administrator, the Director of Nursing, and other staff necessary to stabilize and grow the operation resulting in a significant increase in the census that averaged 96.21% occupancy during the first 10 months of calendar year 2022.

BFA Attachment D, a financial summary of Related Facilities, indicates the following:

- Eleanor Nursing Center has experienced average positive working capital and an average positive net asset position and generated a net operating loss of \$978,857 for 2020. The reason for loss was attributable to covid 19 pandemic.
- Renaissance Rehabilitation and Nursing Center has experienced negative working capital in 2019 and 2021, maintained positive equity position and operating income from 2019-2021.

Conclusion

The applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

LTCOP Attachment	Long Term Care Ombudsman Program Recommendation
BFA Attachment A	Net Worth Statements of Livingston Hills Nursing and Rehabilitation, LLC
BFA Attachment B	Organizational Chart Proposed Members
BFA Attachment C	Financial Summary of Livingston Hills Nursing and Rehabilitation, LLC
BFA Attachment D	Financial Summary of Related Facilities



Office of the State Long Term Care Ombudsman

Two Empire State Plaza
Fifth Floor, Albany, NY 12223-1251
www.ltcombudsman.ny.gov

Claudette Royal
State Ombudsman
1-855-582-6769

To: Public Health and Health Planning Council

Re: CON #212117 Livingston Two Operations LLC d/b/a Livingston Hills Nursing and Rehabilitation Center

Date: January 17, 2023

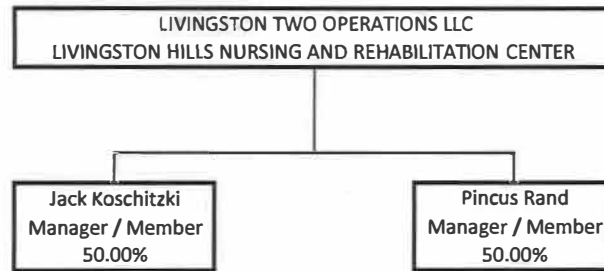
Long Term Care Ombudsman Program Review:

The Office of the State Long Term Care Ombudsman (LTCOP) has received and reviewed the application for change in ownership submitted by Livingston Two Operations LLC d/b/a Livingston Hills Nursing and Rehabilitation Center. The Office does have a consistent presence in all three of the facilities currently operated by the proposed owners. Based on the Office's review of any programmatic interactions and complaints received for these facilities, the Office has no objection to the approval of this application.

Claudette Royal
New York State Ombudsman

Net Worth Statements

	Jack Koschitzki 01/05/2023	Pincus Rand 01/05/2023
Assets		
Cash	\$ 120,000	\$ 465,000
Stocks and Bonds		\$ 1,733,660
Due from Relatives and Friends		
Due from Others		
Real Estate owned	\$ 2,950,000	
Ownership in Nursing Homes		
Investments	\$ 60,000	\$ 385,000
Various Entities	\$ 5,900,000	\$ 14,942,500
Total	\$ 9,030,000	\$ 17,526,160
Home Mortgage	\$ 895,000	
Other		
Liabilities	\$ 895,000	
Net Worth	\$ 8,135,000	17,526,160



Livingston Hills Nursing Rehabilitation Center

	2018	2019	2020
Assets-Current	\$ 2,563,677	\$ 1,790,171	\$ 1,566,336
Assets Fixed and Other	\$ 2,705,323	\$ 2,196,911	\$ 1,911,903
Total Assets	\$ 5,269,000	\$ 3,987,082	\$ 3,478,239
Liabilities-Current	\$ 5,754,715	\$ 5,888,775	\$ 5,631,320
Liabilities Long-Term	\$ 1,147,805	\$ 1,021,804	\$ 1,035,508
Total Liabilities	\$ 6,902,520	\$ 6,910,579	\$ 6,666,828
Working Capital	\$ (3,191,038)	\$ (4,098,604)	\$ (4,064,984)
Net Asset Position	\$ (1,633,520)	\$ (2,923,497)	\$ (3,188,589)
Number of Beds	120	120	120
Occupancy	86.58%	84.81%	79.22%
Revenues	\$ 11,017,206	\$ 11,595,446	\$ 10,543,612
Expenses	\$ 13,124,271	\$ 12,892,128	\$ 12,109,139
Net Income	\$ (2,107,065)	\$ (1,296,682)	\$ (1,565,527)
Medicaid	50.28%	52.87%	66.55%
Medicaid MC	26.14%	29.96%	19.80%
Medicare	9.31%	6.67%	4.83%
Medicare MC	3.49%	4.35%	2.31%
Private Pay	9.86%	5.54%	6.26%
Other	0.92%	0.61%	0.25%
Total	100%	100%	100%

Victory Lake Operations D/B/A The Eleanor Nursing Care Center

	2019		2020		2021
Assets-Current	\$ 2,992,213	\$	2,742,050	\$	3,264,539
Assets Fixed and Other	\$ 1,040,375	\$	1,557,234	\$	2,914,158
Total Assets	\$ 4,032,588	\$	4,299,284	\$	6,178,697
Liabilities-Current	\$ 1,448,293	\$	2,701,008	\$	4,552,694
Liabilities Long-Term	\$ 1,682,599	\$	671,660	\$	879,525
Total Liabilities	\$ 3,130,892	\$	3,372,668	\$	5,432,219
Working Capital	\$ 1,543,920	\$	41,042	\$	(1,288,155)
Income	\$ 9,461,741	\$	9,869,448	\$	11,492,459
Expense	\$ 9,370,429	\$	10,848,305	\$	11,637,211
Net Income	\$ 91,312	\$	(978,857)	\$	(144,752)
Net Asset Position	\$ 901,696	\$	926,616	\$	746,478

Renaissance Rehabilitation and Nursing Center

	2019		2020		2021
Assets-Current	\$ 2,864,539	\$	5,016,535	\$	3,298,729
Assets Fixed and Other	\$ 1,641,562	\$	1,559,941	\$	4,233,174
Total Assets	\$ 4,506,101	\$	6,576,476	\$	7,531,903
Liabilities-Current	\$ 4,300,403	\$	3,693,121	\$	3,782,824
Liabilities Long-Term	\$ 201,682	\$	164,143	\$	204,572
Total Liabilities	\$ 4,502,085	\$	3,857,264	\$	3,987,396
Working Capital	\$ (1,435,864)	\$	1,323,414	\$	(484,095)
Income	\$ 12,754,710	\$	13,885,163	\$	13,668,125
Expense	\$ 12,386,589	\$	12,004,467	\$	12,432,735
Net Income	\$ 368,121	\$	1,880,696	\$	1,235,390
Net Asset Position	\$ 4,016	\$	2,719,212	\$	3,544,507



Project # 222124-E
Woodcrest Rehabilitation & Residential Health Care Center

Program: Residential Health Care Facility
Purpose: Establishment

County: Queens
Acknowledged: November 4, 2022

Executive Summary

Description

Woodcrest Rehabilitation and Residential Health Care Center, LLC (Facility), a 200-bed proprietary residential health care facility, requests approval to transfer 20% stock interest in the facility as a gift, to her adult son, and the facility's Comptroller. The facility is located at 119-09 26th Avenue, College Point (Queens County). There will be no change in beds or services provided.

On April 12, 2022, Elizabeth Goldbaum entered into a Deed of Gift, Acceptance, and Assumption with Saul Elliot Goldbaum for her 20% ownership interest in the facility. There is no compensation.

Ownership of the operations before and after the requested change is as follows:

Table with 3 columns: Members, Current, Proposed. Rows include Elizabeth Goldbaum, Saul Elliot Goldbaum, Esther Friedman, Esther Solomon, Gloria Lieberman, Jack Deutsch, and Total.

OPCHSM/OALTC Recommendation

Approval

Need Summary

There will be no need review per Public Health Law §2801-a (4).

Program Summary

No negative information has been received concerning the character and competence of the proposed applicant. All health care facilities are in substantial compliance with all rules and regulations. The individual background review indicates the applicants have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

Woodcrest Rehabilitation and Residential Health Care Center, LLC's shareholder, Elizabeth Goldbaum, is gifting 20% interest to her adult son, Saul Elliot Goldbaum. There are no project costs associated with this application. Operating budget projections are not included as part of this application as it is limited to a change in membership, with no purchase price or changes in services, location, or its business model.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment)

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval conditional upon:

1. This project must be completed by **one year from the date of this letter**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

February 9, 2023

Program Analysis

Facility Information

	Existing	Proposed																				
Facility Name	Woodcrest Rehabilitation and Nursing Center., LLC	Same																				
Address	119-09 26 th Avenue College Point, NY 11354	Same																				
RHCF Capacity	200	Same																				
ADHC Program Capacity	N/A	Same																				
Type of Operator	Limited Liability Company	Same																				
Class of Operator	Proprietary	Same																				
Operator	Woodcrest Rehabilitation & Residential Health Care Center, LLC	Woodcrest Rehabilitation & Residential Health Care Center, LLC																				
	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Elizabeth Goldbaum</td> <td style="width: 50%; text-align: right;">20.0%</td> </tr> <tr> <td>Esther Friedman</td> <td style="text-align: right;">20.0%</td> </tr> <tr> <td>Esther Solomon</td> <td style="text-align: right;">20.0%</td> </tr> <tr> <td>Gloria Lieberman</td> <td style="text-align: right;">20.0%</td> </tr> <tr> <td>Jack Deutsch</td> <td style="text-align: right;">20.0%</td> </tr> </table>	Elizabeth Goldbaum	20.0%	Esther Friedman	20.0%	Esther Solomon	20.0%	Gloria Lieberman	20.0%	Jack Deutsch	20.0%	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Saul Goldbaum</td> <td style="width: 50%; text-align: right;">20.0%</td> </tr> <tr> <td>Esther Friedman</td> <td style="text-align: right;">20.0%</td> </tr> <tr> <td>Esther Solomon</td> <td style="text-align: right;">20.0%</td> </tr> <tr> <td>Gloria Lieberman</td> <td style="text-align: right;">20.0%</td> </tr> <tr> <td>Jack Deutsch*</td> <td style="text-align: right;">20.0%</td> </tr> </table> <p style="margin-left: 20px;">*Managing Member</p>	Saul Goldbaum	20.0%	Esther Friedman	20.0%	Esther Solomon	20.0%	Gloria Lieberman	20.0%	Jack Deutsch*	20.0%
Elizabeth Goldbaum	20.0%																					
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Esther Friedman	20.0%																					
Esther Solomon	20.0%																					
Gloria Lieberman	20.0%																					
Jack Deutsch*	20.0%																					

Character and Competence – Assessment

Saul Goldbaum is currently employed at FHS Consultants, LLC, an accounting and software health care consulting business, as president since 1992, Cliffside Nursing Home as Controller since 1991, and Woodcrest Nursing Home as Controller since 1987. Saul Goldbaum holds a high school diploma from Ohr Hameir Theological Seminary and holds a professional license as an insurance broker. Saul Goldbaum discloses an interest in the following health related entities:

Forest View Nursing Home Inc. (12.5%)	03/2022- Current
Centers Plan for Healthy Living, LLC (7.8%)	08/2017- Current

Quality Review

The proposed owner has been evaluated, on the distribution of CMS star ratings. The applicant has owned one facility less than forty-eight months; therefore the applicant meets the standards described in state regulations.

CMS Star Rating Criteria - 10 NYCRR 600.2(b)(5)(iv)					
Duration of Ownership					
< 48 Months			48 months or more		
<u>Proposed Owner</u>	<u>Total Nursing Homes</u>	<u>Number of Nursing Homes</u>	<u>Percent of Nursing Homes with a Below Average Rating</u>	<u>Number of Nursing Homes</u>	<u>Percent of Nursing Homes with a Below Average Rating</u>
Saul Goldbaum	1	1	0	n/a	n/a

Duration of Ownership as of 2/9/2023

Data date: 11/2022

CMS Star Ratings

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Woodcrest Rehabilitation & Residential Health Care Center, LLC	Subject Facility	**	**	**	**
Forest View Center for Rehabilitation & Nursing	Current	****	****	****	**
	03/2022	****	****	****	***

Data date: 11/2022

Enforcement History

A review of the operations of Forest View Center for Rehabilitation & Nursing for the time period indicated above reveals no enforcements.

Conclusion

No negative information has been received concerning the character and competence of the proposed applicants. All health care facilities are in substantial compliance with all rules and regulations. The individual background review indicates the applicants have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Analysis

Deed of Gift, Acceptance, and Assumption Agreement

The applicant has submitted an executed Deed of Gift, Acceptance, and Assumption Agreement which will be effectuated by the Public Health and Health Planning Council (PHHCP). The terms are summarized below:

Date:	April 12, 2022
Donor:	Elizabeth Goldbaum (Donor), a member of Woodcrest Rehabilitation and Residential Health Care Center, LLC (Facility), holding a 20% interest in the facility.
Donee:	Saul Elliot Goldbaum - Adult Son
Action:	The Donor gives, assigns, and transfer to the Donee all her right, title, interest, and obligations of every kind with respect to the Membership Interest as a gift. The Donee accepts the Gift, duties, restrictions, liabilities, and obligations relating to the membership interest.
Payment:	No compensation.

Lease Agreement

The applicant submitted an executed Lease Agreement; the terms are summarized below:

Date:	March 7, 2022
Premises:	A 200-bed RHCF, located at 119-09 26 th Avenue, College Point, NY 11354
Lessor:	Woodcrest Property, LLC
Lessee:	Woodcrest Rehabilitation and Residential Health Care Center, LLC
Term:	Ten Years
Rental:	\$3,116,666, which includes debt service (principal and interest)
Provisions:	Triple Net

The lease is a non-arm's length arrangement as Woodcrest Property LLC in that members are either the same as the current operator or control their interest through a trust. On January 5, 2022, under the Public Health Sections 2808(5) and 2803-x(4), Woodcrest Rehabilitation and Residential Health Care Center, LLC notified the Department of Health that they would be entering into a new lease with a new landlord that is intending to purchase the real property.

Capability and Feasibility

Woodcrest Rehabilitation and Residential Health Care Center, LLC's shareholder, Elizabeth Goldbaum, is gifting 20% interest to her adult son, Saul Elliot Goldbaum. There are no project costs associated with this application. Operating budget projections are not included as part of this application as it is limited to a change in membership, with no purchase price or changes in services, location, or its business model

BFA Attachment A presents Woodcrest Rehabilitation and Residential Health Care Center, LLC's 2021 Certified Financial Statement showing positive working capital, positive net assets, and a \$4,781,001 net income from operations. BFA Attachment B presents the facility's September 30, 2022, an internal financial statement showing \$8,497,261 in working capital, \$9,126,132 in net assets, and \$1,812,014 net income from operations.

Conclusion

The applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

LTCOP Attachment	Long Term Care Ombudsman Program Recommendation
BFA Attachment A	2021 Certified Financial Statements - Woodcrest Rehabilitation and Residential Health Care Center, LLC
BFA Attachment B	September 30, 2022, Internal Financial Statements - Woodcrest Rehabilitation and Residential Health Care Center, LLC
BFA Attachment C	Organization Chart



Office of the State Long Term Care Ombudsman

Two Empire State Plaza
Fifth Floor, Albany, NY 12223-1251
www.ltcombudsman.ny.gov

Claudette Royal
State Ombudsman
1-855-582-6769

To: Public Health and Health Planning Council

Re: CON # 222124 Woodcrest Rehabilitation and Residential Health Care Center

Date: January 17, 2023

Long Term Care Ombudsman Program Review:

The Office of the State Long Term Care Ombudsman has received and reviewed the application for change in ownership submitted by Woodcrest Rehabilitation and Residential Health Care Center. The Office has not had a consistent presence in any of the four facilities currently operated by the proposed owners. Based on the Office's review of any programmatic interactions and complaints received for these facilities, the Office has no objection to the approval of this application.

A handwritten signature in cursive script that reads "Claudette Royal".

Claudette Royal
New York State Ombudsman

Woodcrest Rehabilitation & Residential Health Care Center, LLC

**Balance Sheet
December 31, 2021**

Project # 222124
BFA Attachment A

Assets

Cash	\$ 1,076,387	
Marketable Securities	10,852,764	
Accounts Receivable (Net)	3,017,160	
Inventory	16,059	
Prepaid Expenses	<u>1,367,517</u>	
Total Current Assets		\$ 16,329,887
Leasehold Improvements	2,177,297	
Furniture & Equipment	<u>431,706</u>	
	2,609,003	
Less: Accum. Depreciation & Amortization	<u>1,875,176</u>	
Total Fixed Assets		733,827
Security Deposits	16,000	
Patients' Trust Fund	<u>224,630</u>	
Total Other Assets		<u>240,630</u>
Total Assets		\$ <u>17,304,344</u>

Liabilities and Equity

Accounts Payable	1,426,994	
Accrued Payroll	527,869	
Accrued Expenses & Taxes	179,543	
Exchanges	<u>305,390</u>	
Total Current Liabilities		\$ 2,439,796
Patients' Trust Fund Payable	<u>224,630</u>	
Total Long Term Liabilities		224,630
Members' Equity		<u>14,639,918</u>
Total Liabilities & Members' Equity		\$ <u>17,304,344</u>

Woodcrest Rehabilitation & Residential Health Care Center, LLC
Statement of Operations
For the year ended December 31, 2021

Total Revenue From Patients		\$ 21,445,932
Operating Expenses:		
Payroll	\$ 4,353,997	
Employee Benefits	2,468,871	
Professional Care	3,575,523	
Dietary & Housekeeping	1,252,000	
Plant & Maintenance	2,691,142	
General & Administrative	<u>2,323,398</u>	
Total Operating Expenses		<u>16,664,931</u>
Income From Operations		4,781,001
Other Income		<u>2,126,392</u>
Income Before Taxes		6,907,393
Less: Business Taxes		<u>513,870</u>
Net Income		<u>6,393,523</u>
Other Comprehensive Income		
Unrealized Gain on Maeketable Securities	<u>283,948</u>	
Total Comprehensive Income		<u>283,948</u>
Total Income		\$ <u>6,677,471</u>

**WOODCREST REHABILITATION &
HEALTH CARE CENTER LLC****Balance Sheet**
Sep 30, 2022

Assets	
Current Assets	
Cash & Equivalents	1,807,794
Marketable Securities	5,352,764
Accounts Receivable	3,175,229
Inventory	16,059
Prepaid Expenses	932,824
<i>Total Current Assets</i>	11,284,670
Equipment & Other Assets	
Capital & Leasehold Improvements	2,194,957
Furniture & Equipment	497,273
Total Fixed Assets	2,692,230
Accumulated Depreciation	2,079,359
Net Undepreciated Value	612,871
Patients' Trust Fund	224,630
Security Deposits	16,000
<i>Total Equipment & Other Assets</i>	853,501
Total Assets	12,138,171
Liabilities and Equity	
Current Liabilities	
Accounts Payable	1,575,574
Accrued Payroll	714,970
Accrued Expenses & Taxes	192,989
Exchanges	303,876
<i>Total Current Liabilities</i>	2,787,409
Long-Term Liabilities	
Patients' Trust Fund Payable	224,630
<i>Total Long-term Liabilities</i>	224,630
Equity	
Equity	16,126,132
Distributions	(7,000,000)
<i>Total Equity</i>	9,126,132
Total Liabilities and Equity	12,138,171

Distributions for 2022 cannot exceed \$785,344
(3% of prior year revenue of \$26,178,136) without prior approval

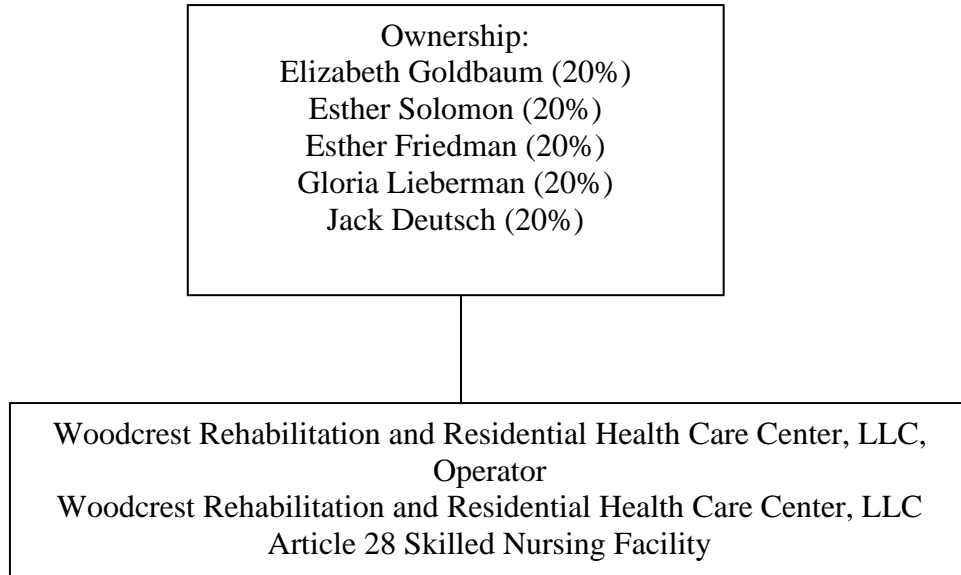
**WOODCREST REHABILITATION & HEALTH
CARE CENTER LLC****Profit & Loss Statement**

Period Ended September 30, 2022

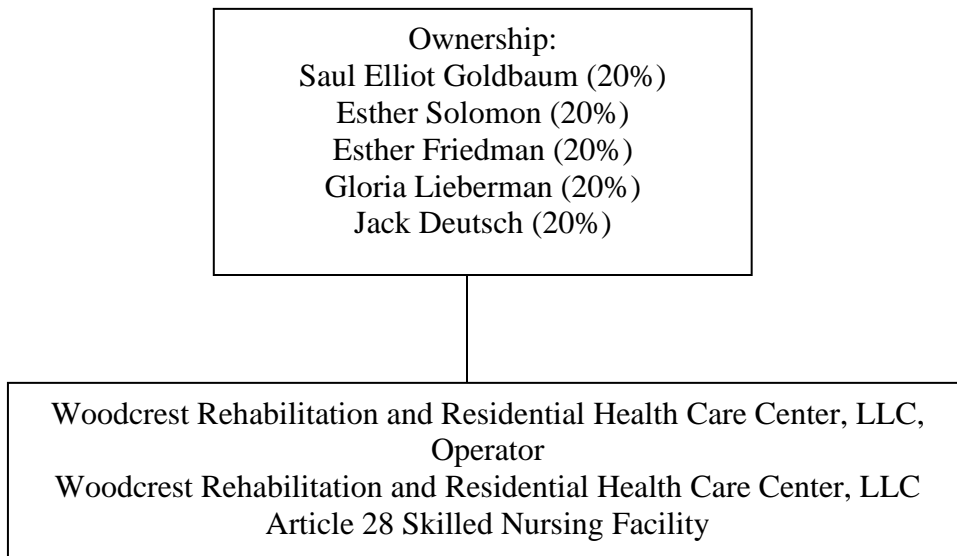
September 2022	DESCRIPTION	Jan - Sep 2022	Jan - Sep 2021	PPD September 2022	PPD Jan - Sep 2022	PPD Jan - Sep 2021	YTD vs. LYYTD
Statement of Operations							
Revenue Summary							
2,024,657	Total Revenue	19,227,706	18,539,888	353.28	371.26	445.51	3.71%
Expense Summary							
787,543	Nursing & Medical	7,446,506	5,645,477	137.42	143.78	135.66	31.90%
107,724	Therapy & Ancillaries	1,180,706	990,173	18.80	22.80	23.79	19.24%
43,538	Social Service	404,456	385,471	7.60	7.81	9.26	4.93%
23,582	Leisure Time Activities	229,570	185,746	4.11	4.43	4.46	23.59%
130,941	Cleanliness & Safety	1,192,224	1,005,471	22.85	23.02	24.16	18.57%
173,997	Food & Nutrition	1,629,010	1,371,389	30.36	31.45	32.95	18.79%
205,654	General & Administration	1,996,837	2,402,249	35.88	38.56	57.73	-16.88%
370,995	Property	2,861,373	1,000,705	64.73	55.25	24.05	185.94%
51,843	Non Comparable	475,010	428,689	9.05	9.17	10.30	10.81%
1,895,817	Total Expenses	17,415,692	13,415,370	330.80	336.27	322.36	29.82%
128,840	Income (Loss) From Operations	1,812,014	5,124,518	22.48	34.99	123.15	-64.64%
89,268	Less: Business Taxes	325,800	134,000	15.58	6.29	3.22	143.13%
39,572	Net Income (Loss)	1,486,214	4,990,518	6.90	28.70	119.93	-70.22%
5,731	Number Of Patient Days	51,790	41,615				
191	Average Number Of Patients	190	152				
6,000	Capacity	54,600	54,600				
	EO38 Admin Percentage	6.80%	13.14%				

ORGANIZATIONAL CHART

CURRENT



PROPOSED



MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy S. Marks, General Counsel

Date: December 16, 2022

Subject: Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center, Inc.

Beth Israel Medical Center, Inc. (“BIMC”) requests Public Health and Health Planning Council (“PHHPC”) approval of a proposed Certificate of Amendment of its Certificate of Incorporation.

BIMC is a New York not-for-profit corporation incorporated on June 18, 1946, under the name of “Beth Israel Hospital Association and Jewish Maternity Hospital” pursuant to Section 50 of the New York Membership Corporations Law. On February 12, 2016, PHHPC approved an amendment to the purposes of the Certificate of Incorporation of BIMC, to include a training program for nursing leading to an associate in applied science (A.A.S.) or bachelor of science (B.S.) degree at the Phillips Beth Israel School of Nursing.

BIMC wishes to further amend the purposes in its Certificate of Incorporation to include a Master of Science degree its training program for nurses at the Phillips Beth Israel School of Nursing. The Certificate of Amendment of the Certificate of Incorporation seeks to reference this new degree by clarifying the purpose “...(b) to operate a program for the training of nurses leading to degrees of associate in applied science (A.A.S.), Bachelor of Science (B.S.), and Master of Science (M.S.); to engage, in conjunction with universities, colleges, and professional schools, in programs related to the training of other health care professionals.”

This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation, Mount Sinai Hospitals Group, Inc., at a meeting of the sole member held on March 21, 2022.

Attached is a March 24, 2022, request Letter from Executive Vice President of Mount Sinai Jeremy Boal, M.D. on behalf of BIMC to the Department, the Bylaws of BIMC, the Resolutions of the Board of Trustees of BIMC from March 21, 2022, the original Certificate of Incorporation of BIMC as well as the proposed Certificate of Amendment of the Certificate of Incorporation of BIMC.

There is no legal objection to the proposed Certificate of Amendment of the Certificate of Incorporation.

Attachments

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy S. Marks, General Counsel *KSM*

Date: December 16, 2022

Subject: Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center, Inc.

Beth Israel Medical Center, Inc. (“BIMC”) requests Public Health and Health Planning Council (“PHHPC”) approval of a proposed Certificate of Amendment of its Certificate of Incorporation.

BIMC is a New York not-for-profit corporation incorporated on June 18, 1946, under the name of “Beth Israel Hospital Association and Jewish Maternity Hospital” pursuant to Section 50 of the New York Membership Corporations Law. On February 12, 2016, PHHPC approved an amendment to the purposes of the Certificate of Incorporation of BIMC, to include a training program for nursing leading to an associate in applied science (A.A.S.) or bachelor of science (B.S.) degree at the Phillips Beth Israel School of Nursing.

BIMC wishes to further amend the purposes in its Certificate of Incorporation to include a Master of Science degree in its training program for nurses at the Phillips Beth Israel School of Nursing. The Certificate of Amendment of the Certificate of Incorporation seeks to reference this new degree by clarifying the purpose “...(b) to operate a program for the training of nurses leading to degrees of associate in applied science (A.A.S.), Bachelor of Science (B.S.), and Master of Science (M.S.); to engage, in conjunction with universities, colleges, and professional schools, in programs related to the training of other health care professionals.”

This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation, Mount Sinai Hospitals Group, Inc., at a meeting of the sole member held on March 21, 2022.

Attached is a March 24, 2022, request Letter from Executive Vice President of Mount Sinai Jeremy Boal, M.D. on behalf of BIMC to the Department, the Bylaws of BIMC, the Resolutions of the Board of Trustees of BIMC from March 21, 2022, the original Certificate of Incorporation of BIMC as well as the proposed Certificate of Amendment of the Certificate of Incorporation of BIMC.

There is no legal objection to the proposed Certificate of Amendment of the Certificate of Incorporation.

Attachments



Jeremy Boal, M.D.
Executive Vice President, Chief Clinical Officer
Mount Sinai Health System

T. 212-420-2520
F. 212-420-2881
Email: Jeremy.Boal@mssm.edu

President, Mount Sinai Beth Israel and Downtown
10 Nathan D. Perlman Place
New York, NY 10003

March 24, 2022

By Overnight Delivery

Attn: Barbara DelCogliano, Deputy Director
NYS Department of Health
Division of Planning and Licensure
Corning Tower, Room 1842
Empire State Plaza
Albany, NY 12237

Re: Approval of Amending Certificate of Incorporation of the Beth Israel Medical Center

Dear Ms. DelCogliano:

We write on behalf of Beth Israel Medical Center ("Beth Israel") to request approval to amend the charitable purposes and powers stated in its Certificate of Incorporation in order to add the granting of a Master of Science degree under its training program for nurses at the Phillips School of Nursing.

Beth Israel, part of the Mount Sinai Health System, looks forward to supporting the education of nurses in the State of New York through this expansion in its training program.

For your review, we have attached:

A copy of the proposed Certificate of Amendment of the Certificate of Incorporation to be filed with the New York State Department of State.

Please let us know if you have any questions or require further information. Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeremy Boal". The signature is fluid and cursive, with a prominent initial "J" and "B".

Jeremy Boal, M.D.
Executive Vice President and President

cc: Brad Beckstrom

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER**

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

The undersigned, being the Chairman of the Board of Trustees of Beth Israel Medical Center (the "Corporation"), does hereby certify:

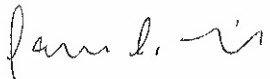
1. The name of the Corporation is "Beth Israel Medical Center." The Corporation was formed under the name "Beth Israel Hospital Association."
2. The Corporation was created pursuant to Section 50 of the New York Membership Corporations Law and was formed pursuant to a Certificate of Consolidation filed by the Department of State of New York on July 8, 1946 (the "Certificate of Incorporation").
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law.
4. The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon the Secretary of State is: Attn: Legal Department, 150 E. 42nd Street, New York, NY 10017.
5. The Corporation's Certificate of Incorporation is hereby amended as follows:

Article THIRD of the Certificate of Incorporation of the Corporation, which specifies the purposes for which the Corporation is organized, is hereby amended by modifying paragraph (b) thereof, which provides for the conduct of certain training programs for nurses and other health care professionals, to include a reference to master of science degrees in connection with nurse training programs, and said paragraph (b) shall, as amended, read in its entirety as follows:

“(b) to operate a program for the training of nurses leading to degrees of associate in applied science (A.A.S.), bachelor of science (B.S.), and master of science (M.S.); to engage, in conjunction with universities, colleges, and professional schools, in programs related to the training of other health care professionals;”

6. This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation at a meeting of the sole member held on March 21, 2022.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment
this 21st day of March, 2022.

By: 
Name: James S. Tisch
Title: Co-Chairman, Boards of Trustees
Mount Sinai Health System

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER

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

Filed by:

Name: Suzette Lawrence

Address: Mount Sinai Health System

Legal Department

150 E42nd Street, Suite 2-B.17

New York, NY 10017

**RESOLUTIONS OF
THE BOARD OF TRUSTEES OF
BETH ISRAEL MEDICAL CENTER**

Re: Master's Degree at Phillips School of Nursing

March 21, 2022

WHEREAS, Beth Israel Medical Center (the "Corporation") operates a program for the training of nurses at the Phillips School of Nursing;

WHEREAS, the Board of Trustees of the Corporation (the "Board") has determined that it furthers the Corporation's charitable purposes and is in the Corporation's best interests to expand the training program for nurses to offer a Master of Science degree;

WHEREAS, the Corporation desires to amend its Certificate of Incorporation to add the granting of a Master of Science degree to its corporate purposes pursuant to the proposed Certificate of Amendment attached hereto.

NOW, THEREFORE, BE IT:

RESOLVED, the Board hereby approves the filing of the Certificate of Amendment of the Certificate of Incorporation of the Corporation, substantially in the form attached hereto, subject to the approval of the State Education Department, the Department of Health, the Attorney General, and such other regulatory agencies as may be required; and be it further

RESOLVED, that the officers of the Corporation are authorized to take all such further action, including submitting or modifying documents, as any of the officers may consider necessary or appropriate in furtherance of these resolutions, the execution and delivery thereof to be conclusive evidence of the approval of such officer; and be it further

RESOLVED, that any actions previously taken by any officers of the Corporation in furtherance of these resolutions be, and hereby are, in all respects, approved, ratified, confirmed and adopted on behalf of the Board of the Corporation.

**RESOLUTIONS OF
THE BOARD OF TRUSTEES OF
MOUNT SINAI HOSPITALS GROUP, INC.**

Re: Master's Degree at Phillips School of Nursing

March 21, 2022

WHEREAS, Mount Sinai Hospitals Group, Inc. (the "Corporation") is the sole member of Beth Israel Medical Center ("BIMC");

WHEREAS, BIMC operates a program for the training of nurses at the Phillips School of Nursing;

WHEREAS, the Corporation, acting as the sole member of BIMC, has determined that it furthers BIMC's charitable purposes and is in BIMC's best interests to expand the training program for nurses to offer a Master of Science degree;

WHEREAS, BIMC desires to amend its Certificate of Incorporation to add the granting of a Master of Science degree to its corporate purposes pursuant to the proposed Certificate of Amendment attached hereto.

NOW, THEREFORE, BE IT:

RESOLVED, the Board of Trustees of the Corporation (the "Board") hereby approves the filing of the Certificate of Amendment of the Certificate of Incorporation of BIMC, substantially in the form attached hereto, subject to the approval of the State Education Department, the Department of Health, the Attorney General, and such other regulatory agencies as may be required; and be it further

RESOLVED, that the officers of the Corporation and BIMC are authorized to take all such further action, including submitting or modifying documents, as any of the officers may consider necessary or appropriate in furtherance of these resolutions, the execution and delivery thereof to be conclusive evidence of the approval of such officer; and be it further

RESOLVED, that any actions previously taken by any officers of the Corporation or BIMC in furtherance of these resolutions be, and hereby are, in all respects, approved, ratified, confirmed and adopted on behalf of the Board of the Corporation.

BETH ISRAEL MEDICAL CENTER
CORPORATE BYLAWS

Amended and Restated
September 16, 2019

ARTICLE I

Purpose

The purposes for which Beth Israel Medical Center (the “Corporation,” and sometimes the “Hospital”) is formed are set forth in its Certificate of Incorporation.

ARTICLE II

The Member

2.01. Member. The member of the Corporation shall be Mount Sinai Hospitals Group, Inc. (the “Member”).

2.02. Annual Meeting. Each year at the annual meeting of the Member, which shall be held at such place and time as shall be fixed by the Chairman of the board of trustees or the board of trustees of the Member from time to time, the class of the Board of Trustees whose term expires that year shall be elected by the Member at the annual meeting of the Member in accordance with the terms of Section 3.04.

2.03. Action. The Member may take any action permitted by law in accordance with the certificate of incorporation, the bylaws or the policies and procedures of the Member.

2.04. Active Parent Powers. In addition to such other powers, authority, rights and responsibilities vested in the Member in its capacity as the sole member of the Corporation by law or as may be set forth in the Certificate of Incorporation or Bylaws of the Corporation, the Member shall have the power and authority to adopt and approve the Corporation’s operating policies and procedures as may be established by the Corporation or as may be proposed or recommended by the Board of Trustees of the Corporation and approve certificate of need applications to be filed by or on behalf of the Corporation.

ARTICLE III

Board of Trustees

3.01. Powers. The activities of the Corporation shall be governed by the Board of Trustees, except as otherwise provided by law or by these Bylaws (the “Bylaws”). The Board of Trustees may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the affairs and property of the Corporation as it may deem proper, not inconsistent with the laws of the State of New York, the Certificate of Incorporation or these Bylaws.

3.02. Number of Trustees. The Board of Trustees shall consist of 45 trustees.

3.03. Qualification of Trustees. All trustees shall be selected for their ability to serve effectively in fulfilling the Board of Trustees’ responsibilities and the purposes of the Corporation. Trustees shall have such other qualifications as the Trustees Committee may deem appropriate to assure that the Board of Trustees represents a broad range of community interests.

3.04. Term of Office; Election.

3.04.1. General. The trustees shall be divided into three classes, designated Class I, Class II and Class III, for purposes of staggering their terms of office. All classes shall be as nearly equal in number as possible. In order to effectuate the staggering of the terms of office of each class of trustees, Class I trustees have been elected for a term expiring at the time of the annual meeting of the Member in the year 2020 or until the successors to such Class I trustees are elected and qualify; Class II trustees have been elected for a term expiring at the time of the annual meeting of the Member for the year 2021 or until the successors to such Class II trustees are elected and qualify; and Class III trustees have been elected for a term expiring at the time of the annual meeting of the Member for the year 2019 or until the successors to such Class III trustees are elected and qualify. Thereafter, except as provided in Sections 3.04.2, 3.06, 5.03

and 5.04, upon the expiration of the terms of office as provided above, trustees shall be elected to each such Class at the annual meeting of the Member for a term of three years or until their successors are elected and qualify.

3.04.2. Chairman of the Board; Ex Officio Trustees. The Board of Trustees may elect either a single individual to serve as Chairman of the Board or two individuals to serve as Co-Chairmen. The term “Chairman” as used in these Bylaws shall refer to (a) if the Board of Trustees has elected a single individual to serve as Chairman, that individual, or (b) if the Board of Trustees has elected two individuals to serve as Co-Chairmen, to both or one of the Co-Chairmen. Notwithstanding Section 3.04.1, (A) the Chairman of the Board of Trustees shall serve as Chairman of the Board of Trustees for a term consistent with his or her term in office as Chairman as provided in Section 5.03, and (B) the Board may designate and elect up to two ex officio trustees to serve on the Board of Trustees for a duration determined by the Board of Trustees or until the expiration of their terms in the office on which their ex officio status is based; however, ex officio trustees shall not be entitled to vote and shall not be counted for purposes of determining a quorum.

3.04.3. Chairman Emeritus of the Board. Notwithstanding Section 3.04.1, a former Chairman of the Board may be elected to serve as Emeritus Chair. The Emeritus Chair shall be elected by the Board of Trustees and shall have all of the powers and duties of a trustee.

3.04.4. Emeritus Trustees. The Board of Trustees may in its sole discretion designate and elect emeritus trustees to serve on the Board of Trustees for such terms as the Board of Trustees shall determine; however, emeritus trustees shall be invited to attend only the Annual Meeting, shall not be entitled to vote and shall not be counted for purposes of determining a quorum.

3.05. Resignation; Removal. Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees, the Chairman of the Board of Trustees or the Secretary. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof by the Board of Trustees, the Chairman of the Board of Trustees or the Secretary, as the case may be. Any trustee may be removed from the Board of Trustees by the Member with or without cause at any time.

3.06. Vacancies. Vacancies in the membership of the Board of Trustees may be filled at any time as follows:

In the event of a vacancy on the Board of Trustees for any reason, a replacement trustee shall be recommended to the Board of Trustees by the Trustees Committee (or any such committee that may be authorized to recommend candidates to the Board of Trustees) and such replacement trustee shall be elected by the Member or by a vote of a majority of the remaining trustees, though less than a quorum of the Board of Trustees and shall hold office for a term expiring at the annual meeting of the Member at which the term of office of the class to which such trustee has been elected expires and such trustee's successor shall have been duly elected and qualified.

ARTICLE IV

Meetings of the Board

4.01. Annual Meeting. The annual meeting of the Board of Trustees for the election of officers of the Corporation and for the transaction of such other business as may properly come before the meeting shall be held at 5 p.m. at the principal office of the Member on the anniversary of the Closing or at such place and time as shall be fixed by the Chairman of the Board of Trustees or the Board of Trustees from time to time upon notice in the manner prescribed in Section 4.04.

4.02. Regular Meetings. Regular meetings of the Board of Trustees, which including the Annual Meeting, shall convene no less than four times annually, and shall be held at the principal office of the Corporation at such time as shall be determined from time to time by the Chairman of the Board of Trustees or the Board of Trustees.

4.03. Special Meetings. Special meetings of the Board of Trustees shall be held at the offices of the Corporation or at such other place in the City of New York as the Chairman of the Board of Trustees, the Board of Trustees or the Chief Executive Officer may designate in the notice of meeting and may be called at any time by the Chairman of the Board of Trustees, or the Chief Executive Officer, at the time and date specified in the notice of the meeting pursuant to Section 4.04 or in the waiver of notice thereof.

4.04. Notice of Meetings; Changes in Date, Time and Place of Meetings; Adjourned Meetings. The annual meeting and regular meetings of the Board of Trustees may be held without notice at the date, time and place specified in Sections 4.01 and 4.02; all annual meetings not held on the anniversary of the Closing and special meetings of the Board of Trustees shall be held upon notice in the manner prescribed in this Section 4.04. The Board of Trustees or the Chairman of the Board of Trustees may change the date, time and/or place of the previously-scheduled annual meeting and any regular or special meeting, provided that notice is given as prescribed in this Section 4.04. All notices of meetings required to be given shall be by mail, by facsimile transmission or by such electronic means of communication for which written confirmation of the electronic communication is available, at least four (4) but not more than thirty (30) days before the meeting to each trustee addressed to such trustee at such trustee's address as it appears in the records of the Corporation or delivered to such trustee personally not less than two (2) nor more than thirty (30) days before the day of such meeting. The Chairman

of the Board of Trustees or, in his absence, the Chief Executive Officer, may adjourn any meeting of trustees at which a quorum does not exist or for any other reason. No notice need be given of any adjourned meeting, provided that the time, date and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken. The attendance of a trustee at any meeting of the Board of Trustees shall constitute a waiver of notice thereof.

4.05. Quorum. Except as may be otherwise expressly required by law, at all meetings of the Board of Trustees the presence of five trustees plus one additional trustee for every ten trustees (or fraction thereof) in excess of fifteen then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Notwithstanding the foregoing, any appointments to the Hospital Staff pursuant to Section 8.04 by the Board of Trustees, shall require the presence of at least one trustee for every ten trustees (or fraction thereof) then in office to be necessary and sufficient to constitute a quorum. In the absence of a quorum, a majority of the trustees present may adjourn the meeting to another date, time and place. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

4.06. Voting. Each trustee shall be entitled to one vote on each matter submitted to a vote of trustees. At all meetings of the Board of Trustees, all matters shall be decided by the vote of a majority of the trustees present at the meeting entitled to vote thereon, except as at the time otherwise expressly required by law or by these Bylaws.

4.07. Action by Board of Trustees Without Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all the members of the Board of Trustees give their written or electronic consent to the adoption of a resolution authorizing the action to the extent permitted by law. The resolution and the written or

electronic consents thereto shall be filed with the minutes of the proceedings of the Board of Trustees.

4.08. Telephone Participation in Meetings. Any one or more members of the Board of Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications equipment allowing all trustees participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.09. Minutes. Minutes of all meetings shall be taken and shall reflect all business conducted, including findings, conclusions and recommendations, which shall be maintained in the Corporation's official corporate records.

4.10. Representation of the Hospital Staff. The Hospital Staff shall have the right to be represented at meetings of the Board of Trustees (through attendance and participation, but not vote) by one member of the Hospital Staff selected by the Hospital Staff and approved by the Board of Trustees, except that this provision shall not apply to executive sessions where attendance of all non-trustees shall be at the discretion of the Board of Trustees.

ARTICLE V

Officers

5.01. Number of Officers. The officers of the Corporation shall be the Chairman of the Board of Trustees, the Chief Executive Officer, a Treasurer and a Secretary. The Board of Trustees may appoint such additional officers as it shall deem necessary or appropriate, including one or more Senior Vice Chairmen of the Board of Trustees, one or more Vice Chairmen of the Board of Trustees, a President, one or more Executive Vice Presidents and one or more Senior Vice Presidents. The Board of Trustees may also appoint administrative officers to non-policy

setting roles (including Vice Presidents, Associate and Assistant Secretaries and Associate and Assistant Treasurers) and agents as it shall deem necessary or appropriate.

5.02. Qualification of Officers. The Chairman of the Board of Trustees, the Treasurer and the Secretary shall be trustees and shall have such additional qualifications as shall be recommended by the Trustees Committee and approved by the Board of Trustees. The Senior Vice Chairman and Vice Chairmen of the Board of Trustees shall be trustees of at least one of the following entities: the Corporation, Mount Sinai Health System, Inc., Mount Sinai Hospitals Group, Inc., The Mount Sinai Hospital, The St. Luke's-Roosevelt Hospital Center, The New York Eye and Ear Infirmary, Icahn School of Medicine at Mount Sinai and The Mount Sinai Medical Center, Inc., and have such additional qualifications as shall be recommended by the Trustees Committee and approved by the Board of Trustees. All other officers may, but need not, be trustees and shall have such additional qualifications as shall be recommended by the Chief Executive Officer and approved by the Board of Trustees.

5.03. Chairman of the Board of Trustees. The election, term of office and succession of the Chairman of the Board of Trustees and related provisions shall be governed by this Section 5.03 as follows:

5.03.1. Election; Term of Office; Selection of Successor Chairman. The Chairman of the Board of Trustees shall serve for an initial term expiring at the time of the annual meeting of the Board of Trustees in the year 2016, and thereafter, a trustee may serve as Chairman of the Board of Trustees for a maximum of four successive terms, each of which shall be three years. In all cases, the Chairman shall hold office until the annual meeting of the Board of Trustees in the final year of each term or until the Chairman's successor shall have been elected and shall have qualified. Reasonably in advance of the expiration of any such three-year

term of office, the Trustees Committee, and such additional trustees (if any) as the Executive Committee may appoint, shall constitute an ad hoc committee which shall recommend a candidate or candidates (which, subject to the limitation in the first sentence of this Section 5.03.1, could include the incumbent Chairman) for the position of Chairman for consideration by the Board of Trustees for a three-year term of office, with the election to be held prior to the expiration of the then current term of office.

5.03.2. Temporary Inability of Chairman of the Board to Serve. In the event of the temporary absence or temporary incapacity of the Chairman of the Board of Trustees, the duties of the Office of Chairman of the Board of Trustees shall be performed by the Senior Vice Chairman of the Board of Trustees designated to act during such period by the Chairman of the Board of Trustees; provided that if there are Co-Chairmen of the Board of Trustees and both Co-Chairmen are not temporarily absent or incapacitated at the time of such temporary absence or incapacity, the duties of the Office of the Chairman of the Board of Trustees shall be performed by the Co-Chairman that is not temporarily absent or incapacitated. In the event that the Chairman of the Board of Trustees does not so designate a Senior Vice Chairman of the Board of Trustees, a Senior Vice Chairman of the Board of Trustees shall be designated by the Executive Committee to act during such period.

5.03.3. Permanent Inability of Chairman of the Board to Serve. In the event of the death, resignation, removal or permanent incapacity of the Chairman of the Board of Trustees, a meeting of the Executive Committee or the full Board of Trustees shall be called by any Senior Vice Chairman of the Board of Trustees, the Chief Executive Officer or the Secretary, and the Executive Committee or the full Board of Trustees shall thereupon immediately meet to designate from among the Senior Vice Chairmen of the Board of Trustees

an acting Chairman of the Board of Trustees; provided that if there are Co-Chairmen of the Board of Trustees and one of the Co-Chairmen remains able to serve as Chairman at the time that the other Co-Chairman is permanently unable to serve as Chairman, the duties of the Office of the Chairman of the Board of Trustees shall be performed by the remaining Co-Chairman until such time as the Board of Trustees decides to appoint a Co-Chairman in accordance with the terms of these Bylaws. The Trustees Committee, together with such additional trustees as the Executive Committee may appoint, or the full Board of Trustees shall determine the manner in which a succeeding Chairman of the Board of Trustees shall be selected.

5.04. Election; Term of Office for Officers Other than the Chairman of the Board of Trustees. Subject to Section 5.06 relating to vacancies, all officers other than the Chairman of the Board of Trustees shall be elected at the annual meeting of the Board of Trustees and shall hold office until the next annual meeting of the Board of Trustees or until their successors shall have been elected and shall have qualified.

5.05. Resignation; Removal. Any officer may resign at any time by giving written notice of such resignation to the Board of Trustees, the Chairman of the Board of Trustees, the Chief Executive Officer, the President or the Secretary. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof by the Board of Trustees, the Chairman of the Board of Trustees, the Chief Executive Officer, the President or the Secretary, as the case may be. Any officer may be removed with or without cause at any time by the Board of Trustees.

5.06. Vacancies. If any office becomes or is declared vacant for any reason, the vacancy may be filled at any time by the Board of Trustees.

5.07. Honorary Officers. The Board of Trustees may from time to time appoint such honorary officers as it deems appropriate to serve for such period of time as the Board of Trustees deems appropriate.

5.08. Powers and Duties. The powers and duties of the officers shall be those usually appertaining to their respective offices and such other powers and duties as may be prescribed by these Bylaws or from time to time by the Board of Trustees, or the Chairman of the Board of Trustees in the case of offices held only by trustees, or by the Chief Executive Officer in the case of all other offices and all powers and duties incidental to the carrying out of such additional designated powers and duties.

5.08.1. Chairman of the Board of Trustees. The Chairman of the Board of Trustees shall preside at and shall set the agenda for all meetings of the Board of Trustees and shall serve as an ex officio member of all committees. The Chairman shall have such powers and duties as may be assigned to the Chairman from time to time by the Board of Trustees.

5.08.2. Senior Vice Chairman of the Board of Trustees. The Senior Vice Chairman of the Board of Trustees shall have such powers and duties as may be assigned to the Senior Vice Chairman from time to time by the Board of Trustees or the Chairman of the Board of Trustees.

5.08.3. Vice Chairmen of the Board of Trustees. The Vice Chairmen of the Board of Trustees shall have such powers and duties as may be assigned to them from time to time by the Board of Trustees or the Chairman of the Board of Trustees.

5.08.4. Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the Corporation and shall have such powers and duties as may be assigned to the Chief Executive Officer from time to time by the Board of Trustees or the

Chairman of the Board of Trustees. The Chief Executive Officer shall set the agenda for all meetings of the Board of Trustees at which the Chairman of the Board of Trustees is not present. The Chief Executive Officer shall have the authority and responsibility necessary to operate the Corporation and all of its activities and departments. The Chief Executive Officer shall be responsible for the development, submission and implementation of all plans to maintain the Corporation's compliance with statutory and regulatory requirements. The Chief Executive Officer shall be responsible to the Board of Trustees for the management of the Corporation. The Chairman of the Board of Trustees, together with such other trustees as he deems appropriate, shall be responsible for assuring the Chief Executive Officer's effective performance through ongoing documented monitoring and evaluation of the performance of the Chief Executive Officer against criteria which include the Corporation's compliance with statutory and regulatory requirements, the corrective actions required and taken to achieve such compliance, and the maintenance of corrective actions to achieve continued compliance in previously deficient areas.

5.08.5. President. The President shall be the Chief Operating Officer of the Corporation and shall have such powers and duties as may be assigned to him from time to time by the Chief Executive Officer.

5.08.6. Executive Vice Presidents. Executive Vice Presidents shall have such powers and duties as may be assigned to them from time to time by the Chief Executive Officer.

5.08.7. Senior Vice Presidents. Senior Vice Presidents shall have such powers and duties as may be assigned to them from time to time by the Chief Executive Officer.

5.08.8. Vice Presidents. Vice Presidents shall have such powers and duties as may be assigned to them from time to time by the Chief Executive Officer.

5.08.9. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation. The Treasurer shall keep a full and accurate account of all moneys received and paid on account of the Corporation and shall render a statement of accounts whenever the Board of Trustees shall require. The Treasurer shall have such other powers and duties as may be assigned to the Treasurer from time to time by the Board of Trustees or the Chairman of the Board of Trustees.

5.08.10. Secretary. The Secretary shall record all votes and the minutes of all proceedings of the Board of Trustees in a minute book to be kept permanently for that purpose. The Secretary shall give or cause to be given all notices required by law or by these Bylaws. The Secretary shall have custody of the corporate seal and shall have authority to affix the same to any obligation, instrument or contract executed on behalf of the Corporation and, when so affixed, to attest the same by the Secretary's signature. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable, and shall have such other powers and duties as may be assigned to the Secretary from time to time by the Board of Trustees or the Chairman of the Board of Trustees.

ARTICLE VI

Committees

6.01. Appointment of Committees. The standing committees of the Board of Trustees shall consist of the committees listed in Section 6.09 hereof and the standing committees of the

Corporation shall consist of the committees listed in Section 6.10 hereof. The Board of Trustees may from time to time establish such other standing or special committees of the Board of Trustees and such other standing or special committees of the Corporation as it deems necessary or appropriate. Such standing and special committees shall have such powers, duties and responsibilities as may be prescribed by these Bylaws or from time to time by the Board of Trustees.

6.02. Membership; Chairmen of Committees; Etc. Each standing or special committee shall consist of three or more persons to be designated by the Chairman of the Board of Trustees and approved by the Board of Trustees. Standing and special committees of the Board of Trustees shall consist exclusively of members of the Board of Trustees; standing and special committees of the Corporation may consist of trustees and persons who are not trustees. Except as provided below, committee members on all committees may serve for two three-year terms or until their successors are elected and qualify, except that in the case of any such member who has specific expertise essential to a particular committee as determined by the Chairman of the Board of Trustees, such member may serve for additional three-year terms or until his or her successor is elected and qualifies. All committee members, including members of the Executive Committee, shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees for the terms provided above. The Chairman of the Board of Trustees and the Chairman Emeritus shall be ex officio members of all committees. Additional ex officio memberships on any committee may be established by the Board of Trustees or by these Bylaws. All committee members, including members of the Executive Committee, shall serve at the pleasure of the Board of Trustees and the Board of Trustees shall have the power at any time, on the recommendation of the Chairman of the Board of Trustees, to fill vacancies in, change the

membership of, or dissolve any such committee. Each committee shall have a chairman or co-chairmen and may have one or more vice chairmen who, except as provided below, shall be elected by the Board of Trustees from among the committee's members on the recommendation of the Chairman of the Board of Trustees for three-year terms or until their successors are elected and qualify. All committee chairmen, co-chairmen and vice chairmen shall serve at the pleasure of the Board of Trustees and the Board of Trustees shall have the power at any time, on the recommendation of the Chairman of the Board of Trustees, to fill vacant chairmanships or to remove any chairman from office with or without cause.

6.03. Meetings of Committees. Committees established by the Board of Trustees may meet either regularly at stated times or specially on notice given at least 24 hours in advance by the Chairman, a Co-Chairman or any Vice Chairman of the committee, the Chairman of the Board of Trustees or not less than one-third of the members thereof (but in any case no less than two members) by mail, telephone or in person or by such electronic means of communication for which written confirmation is available to all other members thereof, but no notice of any regular meeting need be given, and no notice of any special meeting need be given at which all members are present or notice of which has been waived by all absent members before or after such meeting.

6.04. Vacancies. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such absent or disqualified member.

6.05. Quorum. Except as may be otherwise required by law, at any meeting of a committee, the presence of one-third of the members of such a committee (but in any case not less than two

members) shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the committee members present at such meeting may adjourn the meeting to another date, time and place.

6.06. Action of Committee Members; Operating Procedures; Subcommittees. At any meeting of a committee, each committee member present shall be entitled to one vote. Except as otherwise provided by law or by these Bylaws, the vote of a majority of committee members present and entitled to vote, if a quorum is present at such time, shall be the act of such committee. Each committee shall have authority to adopt and revise from time to time guidelines and operating procedures or bylaws pursuant to which the committee will discharge and implement its responsibilities. Committees or the Board of Trustees may make rules for the holding and conduct of their meetings and may appoint such subcommittees and staff as they from time to time may deem necessary or appropriate.

6.07. Action by Committees Without a Meeting. Any action required or permitted to be taken by any committee may be taken without a meeting if all the members of the committee give their written or electronic consent to the adoption of a resolution authorizing the action to the extent permitted by law. The resolution and the written or electronic consents thereto shall be filed with the minutes of the committee.

6.08. Telephone Participation in Meeting. Any one or more of the members of a committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

6.09. Standing Committees of the Board of Trustees. The standing committees of the Board of Trustees shall be as follows (subject to the authority of the Board of Trustees to establish additional standing committees set forth in Section 6.01):

6.09.1 Executive Committee. The Executive Committee shall have all the powers of the Board of Trustees between meetings of the Board of Trustees to the extent permitted by law.*

6.09.2. The Ad Hoc Executive Committee. In the event of exigent circumstances, the Ad Hoc Executive Committee (consisting of the Chairman, the Chairman Emeritus, and such other Members of the Executive Committee as the Chairman determine are appropriate with respect to the matter under consideration) shall be authorized to act on behalf of the Executive Committee. Any formal actions taken by the Ad Hoc Executive Committee shall be presented to the Executive Committee at its next regular meeting.

6.10. Standing Committees of the Corporation. The standing committees of the Corporation shall be as follows (subject to the authority of the Board of Trustees to establish additional standing committees as set forth in Section 6.01):

6.10.1. Audit and Compliance Committee. The Audit and Compliance Committee shall monitor (1) the integrity of the Corporation's financial statements; (2) the Corporation's financial reporting process and system of internal controls; (3) the Corporation's

* Section 712 of the New York Not-for-Profit Corporation Law (the "NPCL") provides that the Executive Committee does not have authority as to the following matters: (1) the filling of vacancies in the Board of Trustees or in any committee; (2) the fixing of compensation of the trustees for serving on the Board of Trustees or on any committee; (3) the amendment or repeal of the Bylaws or the adoption of the new Bylaws; and (4) the amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable. Section 509 of the NPCL provides that certain real estate transactions, including the purchase and sale of real property, can be approved only by the vote of the entire Board of Trustees.

compliance with legal and regulatory requirements and with standards of ethical conduct established by management or the Board of Trustees; (4) the qualifications, independence and performance of the Corporation's independent auditors; and (5) the performance of the Corporation's internal audit and compliance functions. The Audit and Compliance Committee shall have authority to require such reports and other information from management and the independent auditors and obtain (at the Corporation's expense) such outside expert advice as the Audit and Compliance Committee deems necessary to discharge its responsibilities.

6.10.2. Community and Government Affairs Committee. The Community and Government Affairs Committee shall monitor matters relating to the Corporation's relationships with the various communities which it serves and to local and community leaders and matters relating to the Corporation's relationships to federal, state, and/or local governmental agencies.

6.10.3. Compensation and Employee Benefits Committee. The Compensation and Employee Benefits Committee shall (1) review and approve matters relating to personnel, labor relations, collective bargaining and compensation and fringe benefits of Corporation employees; (2) have the responsibility and authority to establish and fix the compensation and fringe benefits of all Executives¹ and it shall also review the compensation and fringe benefits of other senior and/or highly compensated personnel; and (3) have the authority to serve as, or delegate and appoint, fiduciaries with respect to the Corporation's employee benefit plans.

¹ Executives shall be those individuals who are "Disqualified Persons" under Treas. Reg. 53.4598-3T and those who, post-recruitment, will be "Disqualified Persons") in accordance with those procedures and requirements set forth in the Operating Procedures of the Committee.

6.10.4. Development and Campaign Steering Committee. The Development and Campaign Steering Committee shall monitor matters relating to philanthropic fundraising, donations and testamentary and deferred gifts to the Corporation.

6.10.5. Education Committee. The Education Committee shall monitor (1) matters relating to undergraduate medical education and training conducted at or under the auspices of the Corporation, as well as the Corporation's medical residency and continuing medical education and training programs, and matters relating to the housing and other perquisites of undergraduate students and medical residents and (2) matters relating to the Graduate School of Biological Sciences, including its doctoral programs, master's programs and MD/PhD programs, as well as matters relating to the housing and other perquisites of students in the foregoing programs.

6.10.6. Finance Committee. The Finance Committee (1) shall monitor matters relating to the finances of the Corporation, including the preparation by management of the annual budget of revenues and expenses and the annual budget of capital expenditures; and (2) shall monitor, establish and fix appropriate levels of general and professional liability, property and other types of insurance.

6.10.7. Human Capital Management Committee. The Human Capital Management Committee shall monitor matters related to workforce development and planning, workforce diversity and inclusion, workforce professionalism, employee training development and learning, and employee health and safety.

6.10.8. Information Technology Committee. The Information Technology Committee shall monitor the Corporation's information systems, including management information systems, data processing, clinical technology, and computer technology.

6.10.9. Innovations Committee. The Innovations Committee shall monitor matters relating to patents, licensing and other activities related thereto, and the Corporation's intellectual property portfolio and any related transactions.

6.10.10. Investment Committee. The Investment Committee shall supervise the investment of the Corporation's endowment and other funds and accounts. Unless otherwise limited by the Board of Trustees, it shall have the authority to make investment decisions with respect to, and to authorize and effect investment transactions in, any and all such funds and accounts and to select and employ investment advisors. It shall also exercise any other investment supervisory power the Board of Trustees may have, subject to the approval of the Board of Trustees.

6.10.11. Legal Committee. The Legal Committee shall monitor the legal affairs of the Corporation. It shall monitor the selection of outside counsel and the terms of their retention.

6.10.12. Committee on Quality. The Committee on Quality shall: (1) review and monitor the provision of patient care and quality assurance activities at or under the auspices of the Corporation; (2) oversee and coordinate the patient safety, malpractice prevention and quality assurance plans and programs at or under the auspices of the Corporation and insure that information gathered pursuant to those programs/plans will be utilized to review and to revise Corporation policies and procedures; (3) review and monitor matters related to professional staff

development; and (4) comply with other applicable legal requirements, including guidelines issued by regulatory bodies.

6.10.13. Real Estate and Facilities Committee. The Real Estate and Facilities Committee shall monitor matters relating to the real estate and facilities owned or leased by the Corporation, including the management of such properties and the maintenance and renovation of such properties, the acquisition of new properties, the sale or transfer of existing properties and construction and renovation of new and existing properties.

6.10.14. Research Committee. The Research Committee shall monitor matters relating to research conducted at or under the auspices of the Corporation, including matters relating to grants from the National Institutes of Health and other funding sources, the activities of the Institutional Review Board and other internal research-related committees, and the Corporation's policies and procedures relating to human subject safety.

6.10.15. Strategic Planning Committee. The Strategic Planning Committee shall be responsible for developing, and recommending to the full Board of Trustees or the Executive Committee for approval, strategic plans for the Corporation as part of an institution-wide strategic planning process. The strategic plans shall: (1) set forth criteria for the selection of primary areas of focus for programmatic growth and investment; and (2) establish priorities among the primary areas of focus, taking into account the missions of patient care, teaching and research of the Corporation.

6.10.16. Trustees Committee. The Trustees Committee shall recommend candidates to the Board of Trustees for vacancies in the Board of Trustees and in the offices of the Board of Trustees, including a candidate or candidates for the Office of Chairman of the

Board in conjunction with the Executive Committee as required by Section 5.03, whether occurring by reason of the expiration of the term of office or otherwise. It shall also make recommendations to the Chairman of the Board of Trustees with respect to the chairmanship and membership of each committee, identify potential new trustees, review the performance of sitting trustees and officers of the Board of Trustees, oversee the Board of Trustees' self-assessment, new trustee orientation and ongoing trustee education, and identify governance issues.

6.10.17. The Trustee Conflicts of Interest Review Committee. The Trustee Conflicts of Interest Review Committee shall, in accordance with the terms of Section 11.01, monitor and implement compliance with the Corporation's conflicts of interest policies for trustees, officers and key employees, including by exercising decision-making authority assigned to the Committee under such policies.

6.11. Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board of Trustees when required and all such minutes shall be filed with the records of such committee.

ARTICLE VII

Medical Director

7.01. Appointment. After consultation with the Hospital Staff in such manner as the Board of Trustees may deem appropriate, the Board of Trustees shall appoint a physician qualified for membership on the Hospital Staff as the Medical Director of the Hospital.

7.02. Duties. The Medical Director shall be responsible for directing the Hospital Staff in accordance with applicable provisions of law and regulations and shall perform such other duties as may be required by law and regulations and such further duties as may be specified by the

Board of Trustees or the Chief Executive Officer. The Medical Director shall be responsible to the Chief Executive Officer and to the Board of Trustees.

ARTICLE VIII

Hospital Staff

8.01. Membership. The Hospital Staff shall consist of all physicians, dentists and other health care professionals who are appointed to the Hospital Staff pursuant to and in accordance with the Hospital Staff Bylaws (as defined below). The Hospital Staff shall consist of all physicians and dentists who, having received a concurrent appointment to the Faculty of the Icahn School of Medicine at Mount Sinai, have been granted privileges in accordance with these Bylaws and the Hospital Staff Bylaws.

8.02. Hospital Staff Bylaws. There shall be bylaws of the Hospital Staff (the “Hospital Staff Bylaws”) which set forth (a) its specific purposes and powers, (b) its organization and the organization of the clinical departments of the Hospital, (c) the rights, duties and obligations of Hospital Staff members and of each category of Hospital Staff membership, (d) the qualifications and performance standards to be met, and specific procedures for appointment and reappointment to and suspension and removal from the Hospital Staff and the delineation of clinical privileges, (e) the specific rights of candidates for appointment and of Hospital Staff members who have been suspended or removed or who have not been reappointed, including fair hearing procedures, (f) the organization of the quality assurance activities of the Hospital Staff as well as the mechanism used to conduct, evaluate and revise such activities, (g) the mechanism for the approval of such policies, rules and regulations as may be necessary for the governance of the Hospital Staff and the furtherance of its purposes, provided that such Hospital Staff Bylaws shall not be inconsistent with and shall be subject to the provisions of these Bylaws, and (h) such

other provisions as shall be required by law and regulations. The Hospital Staff Bylaws, and any amendments thereto, shall not be effective unless and until approved by the Board of Trustees.

The Hospital Staff Bylaws shall further provide appropriate procedures, including, when appropriate, a hearing before the Executive Committee of the Medical Board or an ad hoc committee thereof, and, when appropriate, the right of appeal to the Board of Trustees or a committee thereof, to ensure due process in the case of non-appointment and non-reappointment to the Hospital Staff, curtailment of privileges and suspension, dismissal or other disciplinary action.

8.03. Medical Board. The Medical Board shall be the governing body of the Hospital Staff and shall have the responsibility for carrying out its purposes. The Medical Board shall adopt such policies, rules and regulations consistent with the Hospital Staff Bylaws, applicable legal requirements, and these Bylaws as it deems necessary for the governance of the Hospital Staff and the furtherance of its purposes and as shall be required by law and regulations.

8.04. Appointment. The Board of Trustees shall appoint to the Hospital Staff, in numbers not exceeding the Hospital's needs, physicians, dentists and other health care professionals who meet the qualifications for membership as set forth in the Hospital Staff Bylaws. Each member of the Hospital Staff shall have appropriate authority and responsibility for the care of that member's patients, within the scope of each member's privileges, subject to any limitations in these Bylaws and the Hospital Staff Bylaws, rules, and regulations of the Hospital Staff and subject, further, to any limitations on that member's appointment. All applications shall be processed in accordance with the Hospital Staff Bylaws. All appointments to the Hospital Staff shall be for a period not to exceed two years, subject to prior removal.

8.05. Department Directors, Other Appointments to Administrative Positions, Etc.

Appointments as department directors and as physicians and dentists to administrative positions may be by the Board of Trustees. All department directors, physicians, dentists and other health care professionals in administrative positions (whether employed or voluntary) shall serve at the pleasure of the Board of Trustees, and provided, further, that, notwithstanding any provision of these Bylaws or the Hospital Staff Bylaws to the contrary, any physician, dentist or other health care professional whose engagement by the Hospital requires membership on the Hospital Staff shall have the same due process rights as any member of the Hospital Staff only insofar as termination of that member's Hospital Staff privileges are concerned and such due process rights shall not apply insofar as appointments (whether employed or voluntary) to administrative positions are concerned. The duties and responsibilities of directors of clinical departments shall be set forth in the Hospital Staff Bylaws. Directors of clinical departments shall be required to maintain their qualifications for Hospital Staff membership and privileges appropriate to their assignments.

ARTICLE IX

Board of the Phillips Beth Israel School of Nursing

9.01. Board of The Phillips Beth Israel School of Nursing. The Board of The Phillips Beth Israel School of Nursing (the 'Nursing School Board') shall be responsible to the Board of Trustees of the Corporation for the operation of the Phillips Beth Israel School of Nursing (the 'School'). The Nursing School Board shall appoint the President and Dean for the School of Nursing. The Nursing School Board shall be an independent, policy making body responsible for the quality and integrity of the School of Nursing and for ensuring that the School of Nursing's mission is carried out and that the School of Nursing meets all accrediting standards.

The Nursing School Board will be responsible for the following matters: all financial matters concerning the School of Nursing; all budgetary requests as presented by the Dean in concert with the faculty of the School of Nursing; recommendations of the faculty for those students who have met the stated criteria to be awarded the AAS degree; and any further matters relevant to the operation of the School of Nursing. The number of members of the Nursing School Board shall be determined by the Nursing School Board. The Nursing School Board shall adopt bylaws which set forth (a) the rights, duties and obligation of, and criteria for, membership on the Nursing School Board; and (b) the organization and governance of the Nursing School. Such bylaws and any amendments thereto shall be consistent with these Bylaws and shall not be effective unless and until approved by the Member or the Board of Trustees of the Corporation.

9.02. Membership; Chairmen of the Nursing School Board; Etc. Candidates for membership on the Nursing School Board shall be nominated by the Nursing School Board, shall be appointed by the Member or the Board of Trustees of the Corporation from such nominees and shall serve for a term of three years or until their successors are elected and qualify. The Dean of the School of Nursing and the President of the Corporation shall be ex officio members of the Nursing School Board, with the right to vote. The Chairman of the Nursing School Board shall be elected from among the Nursing School Board's members by members of the Nursing School Board. The Member or the Board of Trustees of the Corporation shall not have the power to remove members of the Nursing School Board without cause.

ARTICLE X

Indemnification

10.01. Limitation of Liability. Except as otherwise provided by law, no trustee or officer of the Corporation shall be liable to any person other than the Corporation based solely on such

trustee's or officer's conduct in the execution of such office unless such conduct with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting liability.

10.02. Indemnity. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether criminal or civil, including an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or such person's testator or intestate, is or was a trustee or officer of the Corporation or a member of a committee established under Article VI, including also an action by or in the right of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in which such trustee, officer or Article VI committee member served in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein.

10.03. Reimbursement or Advancement of Funds. The Corporation shall, from time to time, reimburse or advance to any person referred to in Section 10.02 the funds necessary for payment of expenses incurred by such person in connection with any action or proceeding, or threatened action or proceeding, or appeal referred to in Section 10.02 upon receipt, if required by the New York Not-For-Profit Corporation Law or deemed appropriate by the Board of Trustees, of a written undertaking by or on behalf of such person to repay such amount(s) if it is ultimately determined that such person is not entitled to indemnification under this Article X or otherwise.

10.03.1. No Rights Hereunder in Certain Cases. Notwithstanding anything in this Article X to the contrary, no person referred to in Section 10.02 shall be entitled to

indemnification, or reimbursement or advancement of funds, in connection with (1) any claim initiated by such person unless the Board of Trustees or the Executive Committee thereof has authorized or consented to the initiation of such claim (except as otherwise provided in Section 10.07 with respect to a claim by such person to enforce his rights under this Article X) or (2) any claim by the Corporation against such person if such person was an officer of the Corporation whose employment by the Corporation has terminated and such claim by the Corporation is to recover funds and/or property improperly taken by or paid to such person.

10.04. Indemnity, Reimbursement and Advancement to Fullest Extent of Law. The Corporation, by resolution adopted by its Board of Trustees or the Executive Committee thereof, may indemnify and reimburse or advance expenses to any person to whom the Corporation is permitted to provide indemnification or the reimbursement or advancement of expenses to the fullest extent permitted by applicable law, as it may exist from time to time, whether pursuant to rights granted pursuant to, or provided by, the New York Not-For-Profit Corporation Law or other rights created by (1) a resolution of Trustees or (2) an agreement approved by the Board or such Committee providing for such indemnification or reimbursement or advancement of expenses, it being expressly intended that this Article X authorizes the creation of such other rights in any such manner. Any such indemnification and any such reimbursement or advancement of expenses may, in the Board's or such Committee's discretion and to the extent permitted by law, be retroactive and be available with respect to events occurring prior to the adoption hereof and prior to any such resolution or agreement.

10.05. Interpretation. Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article X may elect to have the right to indemnification (or reimbursement or advancement of expenses) interpreted on the basis

of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time indemnification (or reimbursement or advancement of expenses) is sought.

10.06. Contract Right. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to Sections 10.02 or 10.03 or a resolution authorized pursuant to Section 10.04 (A) is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof (or of any such resolution) were set forth in a separate written contract between the Corporation and such person, (B) is intended to be retroactive and shall, to the extent permitted by law, be available with respect to events occurring prior to the adoption hereof or of any such resolution, and (C) shall continue to exist after any rescission or restrictive modification hereof or of any such resolution with respect to events occurring prior thereto. The Corporation shall not be obligated under this Article X (including any resolution or agreement authorized by Section 10.04) to make any payment hereunder (or under any such resolution or agreement) to the extent the person seeking indemnification hereunder (or under any such resolution or agreement) has actually received payment (under any insurance policy, resolution, agreement or otherwise) of the amount otherwise indemnifiable hereunder (or under any such resolution or agreement).

10.07. Right to Sue. If a request to be indemnified or for the reimbursement or advancement of expenses pursuant to this Article X (including any resolution or agreement authorized by Section 10.04) is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses of prosecuting such claim. Neither the

failure of the Corporation (including its Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Trustees or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

10.08. Binding on Successors. For purposes of this Article, the term “Corporation” shall include any legal successor to the Corporation, including any corporation which acquires all or substantially all of the assets of the Corporation in one or more transactions.

10.09. Rights Not Exclusive. The rights granted pursuant to or provided by the foregoing provisions of this Article X shall be in addition to and shall not be exclusive of any other rights to indemnification and expenses to which such person may otherwise be entitled by law, contract or otherwise.

10.10. Indemnity Applicable to Service on Related Entities. Without limitation of any indemnification provided by Section 10.02, any trustee or officer of the Corporation serving (i) another corporation, partnership, joint venture, trust or other enterprise of which 50% or more of the voting power or economic interest is held, directly or indirectly by the Corporation, or (ii) any employee benefit plan of the Corporation or any entity referred to in clause (i), in any capacity shall be deemed to be doing so at the request of the Corporation.

10.11. Insurance. The Corporation is not required to purchase directors’ and officers’ liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Trustees or the Executive Committee thereof. To the extent permitted by law, such

insurance may insure the Corporation for any obligation it incurs as a result of this Article X or by operation of law, and it may insure directly the trustees, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article X as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

ARTICLE XI

Conflict of Interest; Compliance With Laws

11.01. Conflict of Interest. All trustees, employees, members and Hospital Staff (voluntary and full-time) of the Corporation shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent individuals would exercise under similar circumstances in like positions. Trustees, employees, members and Hospital Staff (voluntary and full-time) of the Corporation should not use their positions, or confidential information gained therefrom, to their personal advantage. Furthermore, the judgment and independence of trustees, employees, members and Hospital Staff (voluntary and full-time) of the Corporation should not be impaired or appear to be impaired in the discharge of their duties and responsibilities on behalf of the Corporation because of any activity in which they may engage or any personal or financial interest or relationship they may have. A “Conflict of Interest” is defined to be any activity that violates, or could potentially violate, the foregoing standard. The Board of Trustees shall adopt such policies and procedures as may be necessary or appropriate with respect to the further definition of Conflict of Interest and the procedures for disclosing, managing and resolving Conflicts of Interest.

11.02. Compliance With Laws. The Board of Trustees shall also adopt policies and procedures intended to promote compliance by trustees, employees, members and Hospital Staff

(voluntary and full-time) of the Corporation with ethical standards of behavior and with applicable laws and regulations.

ARTICLE XII

Budget

12.01. Adoption of Budget. The Board of Trustees shall adopt an operating and capital budget for the Corporation, showing the anticipated receipts and expenditures in the operation of the Corporation for the next succeeding fiscal year.

12.02. Adjustments. The Board of Trustees may, during the year, make necessary adjustments to the budget for such year. The Board of Trustees may authorize expenditures not included in the Corporation's annual budget.

ARTICLE XIII

Corporate Seal

The corporate seal of the Corporation shall be in such form as may be approved by the Board of Trustees.

ARTICLE XIV

Office

The principal office of the Corporation shall be located at One Gustave L. Levy Place, New York, New York 10029.

ARTICLE XV

Amendments

Except as otherwise provided by law, these Bylaws may be amended or repealed, and new bylaws may be adopted by the affirmative vote of a majority of the trustees then in office or

by the Member; provided, however, that the Board of Trustees may not amend these Bylaws to remove any powers of the Member provided by these Bylaws.

ARTICLE XVI

Review of Bylaws

These Bylaws shall be revised as necessary and shall be reviewed at least once every two years. These Bylaws shall be dated to specify the date of the last such review.

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12237

(518) 402-0964
PHHPC@health.state.ny.us

April 13, 2022

Jeremy Boal, M.D.
Executive Vice President, Chief Clinical Officer
Mount Sinai Health System
President, Mount Sinai Beth Israel and Downtown
10 Nathan D. Perlman Place
New York, NY 10003

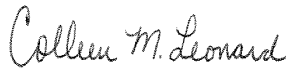
RE: Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center

Dear Dr. Boal:

I have received your letter dated March 24, 2022, requesting approval of the Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center under Section 803 of the Not-for-Profit Corporation Law of the State of New York. Your letter has been forwarded to the Division of Legal Affairs, Bureau of Health Facility Planning and Development for review and approval.

You will be notified when this request has been approved, or if additional information is required. Division of Legal Affairs staff may be reached at (518) 473-3303 if you have any questions.

Sincerely,


Colleen M. Leonard
Executive Secretary

cc: DLA

/ms

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 December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State



State of New York, Department of Social Welfare
State Board of Social Welfare

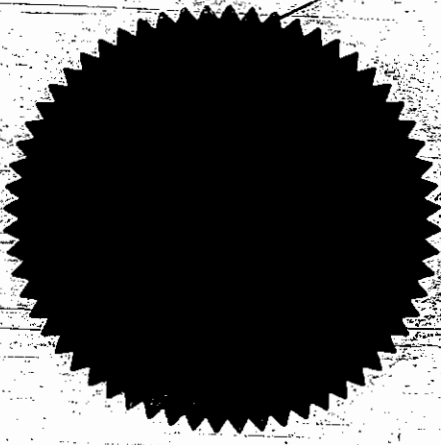
Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on
the eighteenth day of June, 1946, due inquiry and investiga-
tion having been made, the Board approved the consolidation of BETH ISRAEL
HOSPITAL ASSOCIATION and JEWISH MATERNITY HOSPITAL forming the new corporation
BETH ISRAEL HOSPITAL ASSOCIATION, pursuant to Section 50 of the Membership
Corporations Law of the State of New York.

106

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 here-
unto affixed, this twenty-seventh day of
June, in the year one thousand
nine hundred and forty-six.



Joseph J. [Signature]

Secretary

4699-106-1

CERTIFICATE OF CONSOLIDATION FORMING BETH
ISRAEL HOSPITAL ASSOCIATION, PURSUANT TO
SECTION FIFTY OF THE MEMBERSHIP CORPORATIONS

LAW.

WE, CHARLES H. SILVER, SAMUEL HAUSMAN, LOUIS SATENSTEIN and
NATHAN RATNOFF, being respectively a Vice-President and the Secretary of
BETH ISRAEL HOSPITAL ASSOCIATION, and the President and Secretary of
JEWISH MATERNITY HOSPITAL, do CERTIFY:

1. BETH ISRAEL HOSPITAL ASSOCIATION, whose certificate of
incorporation was filed in the office of the Secretary of State on the
28th day of May, 1890, and JEWISH MATERNITY HOSPITAL, whose certificate
of incorporation was filed in the office of the Secretary of State on
the 27th day of April, 1906, are the corporations to be included in this
consolidation.

2. The name of the new corporation is BETH ISRAEL HOSPITAL
ASSOCIATION.

3. The territory in which its operations are to be prin-
cipally conducted is the City of New York, New York.

4. The office of the corporation shall be located in the
and County
City of New York, New York.

5. The number of its directors shall be not less than
thirty-five (35) nor more than forty (40).

6. The names and residences of the directors of the cor-
poration until the first annual meeting, with the street and number of
the residence of each director residing in a city, are as follows:

NAMESRESIDENCE ADDRESSES

Morris Asinof	1055 Park Avenue, New York City
Abraham Blumenkrantz	450 West End Avenue, New York City
Joseph H. Cohen	2 Sutton Place, New York City
Leo M. Cooper	Dorset Hotel, 30 West 54th Street, New York City
Harry Fischel	910 Park Avenue, New York City
Paul P. Gelles	77 Greenacres, Scarsdale, New York
Samuel H. Golding	5th Avenue Hotel, 5th Avenue & 9th Street, New York City
Samuel Hausman	460 E. Shore Road, Great Neck, Kings Pt., L.I.
Henry Homes	239 Central Park West, New York City
Isidor Kaplan	160 Central Park South, New York City
Irving D. Karpas	1 West 81st Street, New York City.
George Kletz	Essex House Hotel, 160 Centrl Park South, New York City
Abraham Krasne	115 Central Park West, New York City
Abraham Landau	45 East 82nd Street, New York City
Hon. Aaron J. Levy	4551 Livingston Avenue, Fieldston, New York
Joseph Levy	115 Central Park West, New York City
Hon. Samuel Levy	Waldorf Astoria, 50th Street & Park Avenue, New York City
Irving D. Lipkowitz	15 West 81st Street, New York City

Hon. Nathan D. Perlman	25 East 9th Street, New York City
Seymour J. Phillips	1185 Park Avenue, New York City
David L. Podell	1 East 88th Street, New York City
Louis M. Rabinowitz	1052 East 8th Street, Brooklyn, New York
Joseph Ravitch	230 Central Park West, New York City
Saul Ravitch	15 West 81st Street, New York City
Karl Robbins	300 Central Park West, New York City
Samuel Rosen	1185 Park Avenue, New York City
Arthur M. Rosenbloom	812 Park Avenue, New York City
Jonathan Rubin	25 Central Park West, New York City
Jack P. Sadowsky	14 East 75th Street, New York City
Louis Satenstein	115 Central Park West, New York City
Julius Schwartz	1016 - 5th Avenue, New York City
Charles H. Silver	101 Central Park West, New York City
Louis Surut	885 Park Avenue, New York City
Jerome I. Udell	300 Central Park West, New York City
Walter W. Weismann	180 East 79th Street, New York City

7. The terms and conditions of the consolidation are as follows:

(a) The name of the new corporation, the territory in which it is to operate, the office of the new corporation, the number of its directors and the names and residences of the directors.

until the first annual meeting are as heretofore set forth.

~~(b) The purposes and objects of such new corporation shall be:~~

~~To support and maintain an institution known as Beth Israel Hospital and the maternity pavilion thereof known as Jewish Maternity Hospital.~~

~~To give medical and surgical aid, nursing and dispensary service and medical social service to the sick or disabled, to give pre-natal, obstetrical and post-partum care to women, and to cooperate with health and welfare organizations in the prevention of disease, all toward the service of humanity in accord with the highest ideals of medical science.~~

~~To provide the services of this institution to poor people free of charge, regardless of race, creed or nationality.~~

~~In furtherance of the foregoing objects, to make the services of this institution available to persons who are able to pay therefor in order to help defray the cost of providing its services to the poor.~~

~~(c) Mr. Louis Satenstein, one of the directors above named, shall be appointed Chairman of a committee to be named by the President of Beth Israel Hospital for the ensuing year, to deal with matters relating to the Maternity Division of the hospital.~~

~~(d) The time of the annual election shall be the second Tuesday of December in each year.~~

IN WITNESS WHEREOF, we have made and subscribed this Certificate this 23rd day of April, 1946.

Chas. N. Silver
Vice-President of Beth Israel Hospital
Association

Samuel Kussman
Secretary of Beth-Israel Hospital
Association

Shimone Shternstein
President of Jewish Maternity Hospital

Mark Katusky
Secretary of Jewish Maternity Hospital

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 23rd day of April, 1946, before me personally came CHARLES H. SILVER, SAMUEL HAUSMAN, LOUIS SATENSTEIN and NATHAN RATNOFF, to me known and known to me to be the individuals described in and who executed the foregoing Certificate of Consolidation, and they severally duly acknowledged to me that they executed the same.

*Nathan D. Perlberg
Justice Court of Special
Sessions of City of New York*

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

CHARLES H. SILVER and SAMUEL HAUSMAN, being duly sworn, depose and say, and each for himself deposes and says:

That he, Charles H. Silver, is a Vice-President and he, Samuel Hausman, is the Secretary of Beth Israel Hospital Association, which has more than 500 members; that he was duly authorized to execute and file the foregoing Certificate of Consolidation by the votes cast by two-thirds of the members of said corporation present, in person or by proxy, at a meeting of such corporation held at 10/17 Livingston Place, in the Borough of Manhattan, New York City, New York, on the 23rd day of April, 1946, upon notice prescribed by Section Forty-Three of the Membership Corporations Law.

Sworn to before me this
23rd day of April, 1946.

Charles H. Silver

Charles H. Silver

Samuel Hausman

Samuel Hausman

*Nathan D. Perlberg
Justice Court of
Special Sessions
City of New York*

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

LOUIS SATENSTEIN and NATHAN RATNOFF, being duly sworn,
depose and say, and each for himself deposes and says:

That he, Louis Satenstein, is the President and he, Nathan
Ratnoff, is the Secretary of Jewish Maternity Hospital, ~~which has more than 500 members;~~ that he was
duly authorized to execute and file the foregoing Certificate of
Consolidation by the votes cast by two-thirds of the members of said
corporation present, in person or by proxy, at a meeting of such cor-
poration, held at 10/17 Livingston Place, in the Borough of Manhattan,
New York City, New York, on the 23rd day of April, 1946, upon notice
prescribed by Section Forty-Three of the Membership Corporations Law.

Sworn to before me this
23rd day of April, 1946.

Louis Satenstein

Louis Satenstein

Nathan Ratnoff

Nathan Ratnoff

*Nathan A. Rubin
Justice Court of
Special Sessions of
City of New York*

The State Department of Social Welfare of the State of
New York does hereby consent to and approve the foregoing Certificate
of Consolidation.

Dated, New York, 1946.

STATE DEPARTMENT OF SOCIAL WELFARE

By: _____

4698-106-2

Upon the foregoing Certificate of Consolidation, and the petition
of BETH ISRAEL HOSPITAL ASSOCIATION and JEWISH MATERNITY HOSPITAL, duly
verified April 23, 1946, I,
LOUIS A. VALENTE
a Justice of the Supreme Court of the First Judicial District of the
State of New York, hereby approve the said Certificate of Consolidation.

Dated, New York, July 3RD 1946.

Louis A. Valente

JUSTICE OF THE SUPREME COURT

Qiu

* 4699-16-9

4699-106

5/28/40
n y lo

37P-163

CERTIFICATE OF CONSOLIDATION
FORMING BETH ISRAEL HOSPITAL
ASSOCIATION, PURSUANT TO SECTION
FIFTY OF THE MEMBERSHIP CORPORA-
TIONS LAW. a.d.

4/27/06 698-142
n y lo

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 8 1946
TAX \$ None
FILING FEE \$ 75

Thomas J. ...
REGISTRAR GENERAL
BY *[Signature]*

IRVING D. LIPKOWITZ
ATTORNEY AT LAW
270 BROADWAY
NEW YORK CITY



01-900-8594
4699



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 December 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Certificate of Report of Existence
of

BETH ISRAEL HOSPITAL ASSOCIATION

Exact Name of Corporation

Pursuant to Section 57 of the Membership Corporations Law

1. The name of the corporation is Beth Israel Hospital Association. The
Name of Corporation

original name was Beth Israel Hospital Association and Jewish Maternity
Hospital, which were consolidated into Beth Israel Hospital Association by certificate
of Consolidation filed July 8, 1946.
If name has been changed, insert original name.

2. The certificate of incorporation was filed in the Department
of State on July 8, 1946.
Date of Incorporation

3. The corporation was formed pursuant to the Membership Corporations Law.
Cite Incorporation Statute

4. The existence of the foregoing corporation is hereby continued.

BETH ISRAEL HOSPITAL ASSOCIATION

BY: Charles H. Silver
President

To be signed by an officer,
trustee, director or five
members in good standing.

State of New York }
County of New York } SS.:

On this 28th day of December, 1950, before me
personally appeared CHARLES H. SILVER to me personally known
and known to me to be the person(x) described in and who executed
the foregoing certificate, and (he) ~~(they)~~ thereupon acknowledged
to me that (he) ~~(they)~~ executed the same for the uses and purposes
therein mentioned.

Samuel Romanoff
Notary Public

County of New York

NOTE: If the foregoing acknowledgment is taken without the State of
New York, the signature of the notary public should be
authenticated by a certificate of the clerk of the county in
which such notary has power to act, or other proper officer.

SAMUEL ROMANOFF
Notary Public, State of New York
No. 41-3336200
Qualified in Queens County
New York County
Commission Expires March 30

7EX-58

Certificate of Report of
Existence of

Forwarded by consol.
7/1/46

BETH ISRAEL HOSPITAL ASSOCIATION
Exact Name of Corporation

ny co

Pursuant to Section 57
of the
Membership Corporations
Law

4698-106

J

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 10 1951

FILING FEE \$5.00

Thomas Gleason

Secretary of State

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 December 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF CHANGE TO PROVIDE
THAT THE NUMBER OF DIRECTORS SHALL
BE NOT LESS THAN 35 NOR MORE THAN 75.
OF BETH ISRAEL HOSPITAL ASSOCIATION,
PURSUANT TO SECTION 30 OF THE MEMBER-
SHIP CORPORATIONS LAW.

WE, CHARLES H. SILVER and IRVING D. KARPAS, being
respectively the president and the secretary of BETH ISRAEL
HOSPITAL ASSOCIATION, hereby certify:

1. The name of the corporation is BETH ISRAEL
HOSPITAL ASSOCIATION.

2. The certificate of incorporation was filed in
the office of the secretary of state on the 8th day of July,
1946.

3. The statement as to the number of directors
to be amended is:

The number of directors previously authorized
is not less than 35 nor more than 40. The number of directors
as increased by this certificate shall hereafter be not less
than 35 nor more than 75.

Charles H. Silver
President

Irving D. Karpas
Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS:

On this 23rd day of November, 1959, before me
personally came CHARLES H. SILVER and IRVING D. KARPAS, to
me known and known to me to be the persons described in and
who executed the foregoing certificate, and that they there-
upon duly acknowledged that they executed the same.

Ida Berger
IDA BERGER
Notary Public, State of New York
No. 03-526900
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1960

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS:

CHARLES H. SILVER and IRVING D. KARPAS,

being duly sworn depose and say, and each for himself deposes and says, that he, CHARLES H. SILVER, is the president of BETH ISRAEL HOSPITAL ASSOCIATION, and he, IRVING D. KARPAS, is the secretary thereof; that they have been duly authorized to execute and file the foregoing certificate of increase in number of directors by the concurring vote of a majority of the members of the corporation present at a special meeting held on the 23rd day of November 1959, upon notice pursuant to Section 43 of the Membership Corporations Law.

Subscribed to and sworn to before me this 23rd day of November, 1959.

Charles H. Silver

Irving D. Karpas

IDA BERGER
Notary Public, State of New York
No. 03-5280900
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1960

Irving D. Karpas

188961

CERTIFICATE OF CHANGE TO PROVIDE
THAT THE NUMBER OF DIRECTORS SHALL
BE NOT LESS THAN 35 NOR MORE THAN
75, OF BETH ISRAEL HOSPITAL
ASSOCIATION, PURSUANT TO SECTION 30
OF THE MEMBERSHIP CORPORATIONS LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 2-1959

TAXES None
FILING FEE \$ 25

Charles E. Simon
Secretary of State

By *J. Frank*

LIPKOWITZ & PLAUT
ATTORNEYS AT LAW
16 WEST 46TH STREET
NEW YORK 36, N. Y.

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 December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF CHANGE OF NAME OF
BETH ISRAEL HOSPITAL ASSOCIATION

-to-

BETH ISRAEL MEDICAL CENTER

(Pursuant to Section 40 of the
General Corporation Law)

WE, CHARLES H. SILVER and IRVING D. KARPAS, being respectively the President and Secretary of BETH ISRAEL HOSPITAL ASSOCIATION, certify:

- 489549
1. The name of this corporation is BETH ISRAEL HOSPITAL ASSOCIATION.
 2. The Certificate of Incorporation of BETH ISRAEL HOSPITAL ASSOCIATION was filed in the Office of the Secretary of State on the 28th day of May, 1890, and thereafter by Certificate of Consolidation filed in the Office of the Secretary of State on August 8, 1946 the said BETH ISRAEL HOSPITAL ASSOCIATION was consolidated with JEWISH MATERNITY HOSPITAL, whose Certificate of Incorporation was filed in the Office of the Secretary of State on the 27th day of April, 1906, and the name of the corporations as consolidated was BETH ISRAEL HOSPITAL ASSOCIATION.
 3. The new name to be assumed by this corporation is BETH ISRAEL MEDICAL CENTER.

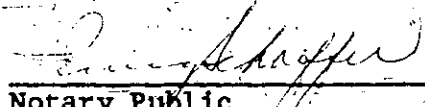
IN WITNESS WHEREOF, we have made and subscribed this Certificate this 24 day of February, 1965.

Charles H. Silver
President

Irving D. Karpas
Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 24 day of February, 1965 before me personally came CHARLES H. SILVER and IRVING D. KARPAS, to me known and known to me to be the persons subscribed in and who executed the foregoing Certificate of Change of Name, and they thereupon severally duly acknowledged to me that they executed the same.


Notary Public

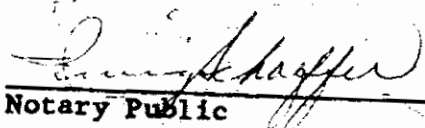
IRVING SCHAEFFER
Notary Public, State of New York
Qualified in New York
Term Expires 12/31/65

V

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 27 day of February, 1965 before me personally came CHARLES H. SILVER and IRVING D. KARPAS, to me known and known to me to be the persons subscribed in and who executed the foregoing Certificate of Change of Name, and they thereupon severally duly acknowledged to me that they executed the same.

IRVING SCHAEFFER
Notary Public


Notary Public

IRVING SCHAEFFER
Notary Public, State of New York
Qualified in New York
Term Expires 12.30, 1965

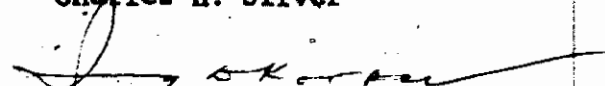
STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

CHARLES H. SILVER and IRVING D. KARPAS, being duly sworn, depose and says, and each for himself deposes and says:

That he, CHARLES H. SILVER, is President of BETH ISRAEL HOSPITAL ASSOCIATION, and he, IRVING D. KARPAS, is Secretary thereof; that they were duly authorized to execute and file the foregoing Certificate of Change of Name of said corporation by votes of a majority of the Board of Trustees of record of the corporation who are entitled to vote, and that such votes were cast at a meeting called for that purpose, which meeting was held on the 24 day of February, 1965, at 10 Nathan D. Perlman Place, Borough of Manhattan, City of New York, the said Board of Trustees constitute all of the members of said corporation.

Sworn to before me
this 24 day
of February, 1965.


Charles H. Silver


Irving D. Karpas


Notary Public

IRVING SCHAEFFER
Notary Public, State of New York
No. 24-2478795
Qualified in Kings County

Term Expires March 30, 1965

memorandum

*Formed by Corol: 7/8/46 nyc
46 pg - 106*

489549

**CERTIFICATE OF CHANGE OF
NAME OF BETH ISRAEL
HOSPITAL ASSOCIATION**

-to-

BETH ISRAEL MEDICAL CENTER

(Pursuant to Section 40
of the General Corporation
Law)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 31 1965

TAX \$ *none*

FILING FEE \$ *30*

John P. Linnings
Secretary of State

SIDNEY SCHUTZ
Attorney at law by
110 West 57th Street
New York 19, New York

V. Carpin

Do not send

S 3/22

3/30

61

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 December 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

State of New York

101776

Department of State

DIVISION OF CORPORATIONS AND STATE RECORDS
162 Washington Avenue, Albany 12225

CERTIFICATE OF TYPE OF NOT-FOR-PROFIT CORPORATION
OF

BETH ISRAEL MEDICAL CENTER

Exact Name of Corporation

Under Section 113 of the Not-for-Profit Corporation Law

The name of the corporation is BETH ISRAEL MEDICAL CENTER

The original name was BETH ISRAEL HOSPITAL ASSOCIATION

The certificate of incorporation was filed by the Department of State on July 8, 1946
Date of Incorporation

The corporation was formed pursuant to An Act for the Incorporation of Benevolent,
Charitable, Scientific and Cite Incorporation Statute
Missionary Societies

The post office address to which the Secretary of State shall mail a copy of any notice required by law is 10 Nathan D. Perlman Place, New York, N.Y.

That under Section 201, it is a Type B Not-for-Profit Corporation as defined in this chapter.
(Insert A, B, C or-D)

IN WITNESS WHEREOF, this certificate has been subscribed this 30 day of August 1973 at the County of
by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

To be signed pursuant to
Section 104(d) of the N-PCL

Jack A. Rothenstein
Jack A. Rothenstein, Secretary
Seymour J. Phillips Vice President
Seymour J. Phillips

NOTE: The fee for filing the foregoing certificate is \$10 payable to the Department of State by certified check or money order.
Every corporation required to file under Paragraph (a) of Section 113 of the N-PCL will be considered a Type-B corporation until it has filed a certificate of type.

- 2 -

A101776
CERTIFICATE OF TYPE
OF
NOT-FOR-PROFIT CORPORATION
OF

BETH ISRAEL MEDICAL CENTER

Exact Name of Corporation

Under Section 113
of the
NOT-FOR-PROFIT CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 18 1973

TAX \$ None
FILING FEE \$ 10

John P. Lomango
Secretary of State

By *ams*

31 ny

Type B

BETH ISRAEL MEDICAL CENTER

Name and address of filer
10 Nathan D. Perlman Place
New York, New York

and 3-31-65
Formed by Consolidated
Beth Israel Hospital
Association

7-8-76

ny

4698-106

n.s. not
not type

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 December 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

- of -

BETH ISRAEL MEDICAL CENTER

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

WE, the undersigned, hereby certify:

1. The name of the corporation is BETH ISRAEL MEDICAL CENTER. It was formed under the name of BETH ISRAEL HOSPITAL ASSOCIATION, and its name was changed from that name to BETH ISRAEL MEDICAL CENTER by Certificate of Change of Name dated February 24, 1965 and filed by the Secretary of State on March 31, 1965.

2. The Certificate of Incorporation of said corporation was filed by the Department of State on the 28th day of May, 1890 and thereafter by Certificate of Consolidation filed by the Department of State on ^{July} ~~August~~ 8, 1946 the said BETH ISRAEL HOSPITAL ASSOCIATION was consolidated with JEWISH MATERNITY HOSPITAL, whose Certificate of Incorporation was filed by the Secretary of State on the 27th day of April, 1906, and the name of the corporation as consolidated was BETH ISRAEL HOSPITAL ASSOCIATION, and thereafter the name was changed to BETH ISRAEL MEDICAL CENTER as aforesaid.

A 292634

3. The corporation is a corporation as defined under sub-paragraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law, and is a Type B corporation under Section 201, *and shall continue to be a Type B corporation.*

4. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:
Beth Israel Medical Center, 10 Nathan D. Perlman Place, New York, New York 10003.

5. The corporate powers of the corporation are restated to include the following:

To provide on a non-profit basis, hospital facilities and services for the care and treatment of persons who are acutely ill who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

6. The Certificate of Incorporation is amended so that the corporation is empowered:

- (a) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in paragraph 5 hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

- (c) To do and perform all acts necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development.

7. The manner in which the Amendment of the Certificate of Incorporation was authorized was by consent of a majority of the entire Board of Directors, voting in person, at a meeting of the Board of Directors duly called for that purpose upon due notice to all Directors of record given in the manner required for a regular meeting of the corporation; said meeting was held at the office of the corporation, 10 Nathan D. Perlman Place, New York, New York, at 2:00 P.M. on December 17, 1975; a majority of the entire Board of Directors was present; the Certificate of Incorporation of the corporation does not require the consent of more than a majority of the entire Board of Directors to amend the corporate powers of the corporation. There are no members entitled to vote.

8. The following approvals or consents were endorsed on or annexed to the aforementioned Certificate of Incorporation and the aforementioned Certificate of Consolidation at the time they were filed with the Department of State:

(a) A Justice of the Supreme Court of the State of New York, First Judicial ^{District} Department; and

(b) The State Board of Social Welfare approving the consolidation of Beth Israel Hospital Association and Jewish Maternity Hospital, under the designation of Beth Israel Hospital Association.

No other approvals were required at the time of filing of said Certificate of Incorporation and Certificate of Consolidation.

The following approvals or consents will be endorsed upon or annexed to this Certificate of Amendment prior to its delivery to the Department of State:

(c) A Justice of the Supreme Court of the State of New York, First Judicial ^{District} Department; and

(d) Public Health Council of the State of New York.

IN WITNESS WHEREOF, we have executed this Certificate
this 18th day of December, 1975.

Chas. Silver

President

Jack A. Rothstein

Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

CHARLES H. SILVER and JACK A. ROTHENSTEIN, being severally, duly sworn, depose and say that they are the President and Secretary, respectively of BETH ISRAEL MEDICAL CENTER, and that they have read the foregoing Certificate of Amendment of Certificate of Incorporation of BETH ISRAEL MEDICAL CENTER, and know the contents thereof; that the same is true to their own knowledge, except as to those matters stated therein to be alleged on information and belief, and that as to those matters deponents believe them to be true.

Charles H. Silver

CHARLES H. SILVER

Jack A. Rothenstein
JACK A. ROTHENSTEIN

Subscribed and sworn to
before me this 18th
day of December, 1975.

Rhea L. Davidson
Notary Public

RHEA L. DAVIDSON
Notary Public, New York
No. 31-4512691
Commission Expires March 30, 1977

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

CHARLES H. SILVER and JACK A. ROTHENSTEIN, being severally, duly sworn, depose and say:

1. That CHARLES H. SILVER is the President of BETH ISRAEL MEDICAL CENTER mentioned in the foregoing Certificate and was such President at the time of the consent mentioned therein to amend the corporate powers of the corporation.

2. That JACK A. ROTHENSTEIN is the Secretary of BETH ISRAEL MEDICAL CENTER mentioned in the foregoing Certificate and was such Secretary at the time of the consent mentioned therein to amend the corporate powers of the corporation.

3. That they were duly authorized to execute and file the foregoing Certificate of Amendment by action of a majority of the entire Board of Directors at a regular meeting.

4. Such consent was given by affirmative votes cast in person by a majority of the entire Board of Directors at a meeting of the Directors duly called for that purpose after due notice to the entire Board of Directors of the corporation given in the manner required for a regular meeting of the corporation; said meeting was held at 10 Nathan D. Perlman Place, New York, New York on December 17, 1975, at 2:00 P.M.; a majority of the entire Board of Directors was present. There are no members entitled to vote.

7

5. That the Certificate of Incorporation of this corporation does not require the consent of more than a majority of the entire Board of Directors to amend the corporate powers of the corporation.

Charles H. Silver

CHARLES H. SILVER

Jack A. Rothenstein

JACK A. ROTHENSTEIN

Sworn to before me this
18th day of December, 1975.

Rhea L. Davidson
Notary Public

RHEA L. DAVIDSON
Notary Public, State of New York
No. 314-12091
Qualified in New York County
Commission Expires March 30, 1977

8

CONSENT BY COMMISSIONER OF HEALTH
TO FILING OF CERTIFICATE TO AMEND
CORPORATE POWERS

I, ROBERT P. WHALEN, M.D., Commissioner of Health of
the State of New York, do this 26th day of *January*, 1976
pursuant to Section 804 of the Not-For-Profit Corporation Law,
hereby certify that I consent to the filing with the Secretary
of State of the State of New York of the foregoing Certificate.

ROBERT P. WHALEN, M.D.
COMMISSIONER OF HEALTH

By *Frank T. Green M.D.*
Deputy Commissioner

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:) _____

~~LOUIS J. LEEKOWITZ,
ATTORNEY GENERAL~~

9

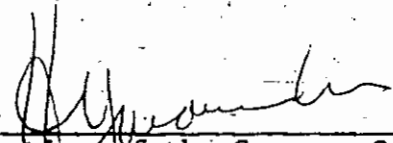
CONSENT BY A RESIDENT SUPREME COURT
JUSTICE TO FILING OF CERTIFICATE TO
AMEND CORPORATE POWERS

I, HYMAN KORN, Justice of

the Supreme Court of the State of New York for the First
Judicial District, hereby approve the within Certificate of
amend the corporate powers of the corporation, Beth Israel Medical
Center.

Dated: NEW YORK, N.Y.

FEB 3 - 1976


Justice of the Supreme Court

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: JANUARY 30, 1976
LOUIS J. LEFKOWITZ
Attorney-General

By Peter S. Berkinsky
Assistant Attorney General



STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

January 26, 1976

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 23rd day of January, 1976, I hereby certify that the Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center 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 amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

Marianne K. Adams

MARIANNE K. ADAMS
Secretary

Sent to: Sidney Schutz, Esq.
55 Fifth Avenue
New York, New York 10003

cc: Beth Israel Medical Center
10 Nathan D. Perlman Place
New York, New York 10003

COUNCIL

NORMAN S. MOORE, M.D.
CHAIRMAN

BLONEVA P. BOND
William Lee Frost
GORDON E. BROWN
VERNAL G. CAVE, M.D.

MORTON P. HYMAN

GEORGE METCALF
JAMES F.X. O'ROURKE, M.D.
W. KENNETH RILAND, D.O.
JOHN E. ROACH, M.D.

HOWARD A. RUSK, M.D.
JOHN M. WALSH

COMMISSIONER OF HEALTH
ROBERT P. WHALEN, M.D.
EX OFFICIO

A292634-12

[Handwritten signature]

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

of
BETH ISRAEL MEDICAL CENTER

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

Accepted 3/31/76

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX \$ None
FILING FEE \$ 30

FILED FEB 10 1976

W. Randolph
Secretary of State

SIDNEY SCHUTZ
Attorney at Law
55 Fifth Avenue
New York, New York 10003
(212) 929-0400

#377-63

31 ny
type B

noted to mother of [illegible]

12

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 December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

WSC



The University of the State of New York

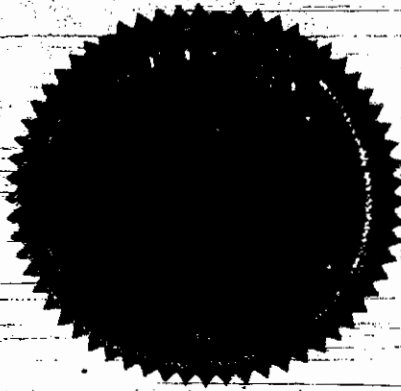
STATE OF NEW YORK:
: SS.:
COUNTY OF ALBANY :

Pursuant to the provisions of section 804 of the Not-for-profit Corporation Law, consent is hereby given to the restatement and amendment of the text of the certificate of incorporation of BETH-ISRAEL MEDICAL CENTER as set forth in the annexed restated and amended certificate of incorporation.

527269

527269

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 6th day of September, 1985.

Gordon M. Ambach
Commissioner of Education

BY:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

USC

RESTATED CERTIFICATE OF INCORPORATION

USC

OF

BETH ISRAEL MEDICAL CENTER

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

We, the undersigned, being the President and Secretary of BETH ISRAEL MEDICAL CENTER, do hereby certify that:

(1) The name of the corporation is: BETH ISRAEL MEDICAL CENTER (the "Corporation").

(2) The Corporation was formed pursuant to a Certificate of Consolidation filed by the Department of State of the State of New York on July 8, 1946. The corporations included in such consolidation were Beth Israel Hospital Association, which was formed by the filing of a Certificate of Incorporation on May 28, 1890, and Jewish Maternity Hospital, which was formed by the filing of a Certificate of Incorporation on April 27, 1906. The name of the Corporation as consolidated was Beth Israel Hospital Association. The name was changed from that name to Beth Israel Medical Center by Certificate of Change of Name dated February 24, 1965 and filed by the Secretary of State on March 31, 1965.

(3) The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of said law.

(4) The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The Post Office address to which the Secretary shall mail a copy of any process against the corporation served him is:

Beth Israel Medical Center
10 Nathan D. Perlman Place
New York, New York 10003

(5) The Restated Certificate of Incorporation amends or changes the Certificate of Consolidation filed July 8, 1946 and all amendments thereto as follows:

(a) The purposes and powers of the constituent corporations that were parties to the Certificate of Consolidation are hereby amended to read as set forth in Article THIRD of the Restated Certificate of Incorporation.

(b) Paragraph 5 of the Certificate of Consolidation (relating to the number of directors) is hereby amended to read as set forth in Article SIXTH of the Restated Certificate of Incorporation.

(c) To make clear that the Corporation shall have no members, as set forth in Article SIXTH of the Restated Certificate of Incorporation.

(d) Provisions relating to the duration of the Corporation's existence, post office address and by-laws, all as continued by the Certificate of Consolidation, are amended to read as set forth in Articles SEVENTH, EIGHTH and NINTH, respectively, of the Restated Certificate of Incorporation.

(6) The Restated Certificate of Incorporation was authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon, such majority having been at least equal to the quorum required at such meeting.

43

FIRST: The name of the corporation is: BETH ISRAEL MEDICAL CENTER (hereinafter referred to as the "Corporation").

SECOND: (a) The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

(b) The Corporation shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York.

THIRD: The Corporation is organized exclusively for charitable and educational purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and the corresponding provisions of any future United States Internal Revenue Law (collectively, the "Code"), which purposes shall include, but are not limited to, the following:

45

(a) to establish, maintain and/or operate an institution or institutions with facilities which include inpatient beds and a broad range of medical services, including dental services, for the diagnosis and treatment of patients, and associated services, including, but not limited to, outpatient care, home care, and extended care provided that the Corporation has obtained all approvals and consents as required by law prior to the provision of any such services;

(b) to operate a program for the training of nurses leading to the degree of associate in applied science (A.A.S.); to engage, in conjunction with universities, colleges and professional schools, in programs related to the training of other health care professionals;

(c) to promote and carry 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;

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

(e) to provide, on a non-profit basis, hospital facilities and services for the care and treatment of

56

persons who are acutely ill who otherwise require medical care and related services of a kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

In furtherance of these objects and purposes, the Corporation is authorized:

(a) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in this Article;

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property; and

(c) To do and perform all acts necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Cor-

47

poration, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

Notwithstanding any other provision of this Article Third, the Corporation may not exercise any power, either express or implied, in such a manner as to disqualify the Corporation from exemption from Federal income tax under sections 501(a) and 501(c)(3) of the Code. It is the intention of the Corporation at all times to qualify and remain qualified as exempt from Federal income tax under sections 501(a) and 501(c)(3) of the Code. Accordingly:

(1) The Corporation shall receive, administer, maintain, use and employ its funds, net earnings, and real and personal property exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code;

(2) No part of the net earnings of the Corporation shall inure to the benefit of any officer, trustee, director, member, employee or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and to make

8

payments and distributions in furtherance of one or more of its purposes). No officer, trustee, director, member or employee of the Corporation or any private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation or in any other event;

(3) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it from exemption from Federal income tax under section 501(a) of the Code by reason of attempting to influence legislation, and the Corporation shall not participate or intervene (including the publishing or distributing of statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office;

(4) In the event of liquidation, dissolution or winding up of the business and affairs of the Corporation upon approval of a Justice of the Supreme Court of the State of New York, whether voluntary or involuntary or by operation of law, the Board of Trustees shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all assets exclusively for the purposes of the Corporation or to one or more corporations or organizations located in the United States as shall at

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the time qualify as exempt under section 501(a) of the Code pursuant to section

501(c)(3) of the Code, or to one or more corporations or other organizations, contributions to which are deductible under section 170(c)(1) of the Code, in such manner as the Board of Trustees shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for such purposes or to such corporations or other organizations as said court shall determine are organized and operated solely for such purposes; and

(5) If the Corporation shall at any time be a private foundation within the meaning of section 509 of the Code, the Corporation, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by section 4942 of the Code, and, so long as it shall be such a private foundation, the Corporation shall not (i) engage in any act of self-dealing as defined in section 4941(d) of the Code; (ii) retain any excess business holdings as defined in section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under section 4944 of

10 8

the Code; or (iv) make any taxable expenditures as defined in section 4945(d) of the Code.

FOURTH: The principal office of the Corporation is to be located in the County and City of New York, State of New York.

FIFTH: The number of directors of the Corporation, who shall be known as Trustees, shall be fixed by, or determined in accordance with, the By-laws of the Corporation, and in any case shall be not less than thirty-five (35) nor more than seventy-five (75). The Corporation shall have no members.


SIXTH: The existence of the Corporation shall be perpetual.


SEVENTH: The Corporation hereby designates the Secretary of State as agent of the Corporation upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process against it served upon him is: 10 Nathan D. Perlman Place, New York, New York 10003.

Handwritten signature or initials

EIGHTH: By-laws of the Corporation may be adopted or amended by an affirmative vote of two-thirds of the Trustees present at any regular meeting, or at any special meeting called for that purpose, at which a quorum of trustees is present so long as the by-laws are not inconsistent with the provisions of this Certificate or the laws of the State of New York,

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 29th day of May, 1985, at New York, New York.


President - Robert Newman


Secretary - Robert L. Ginsberg

12.

Certs at order

I, **THOMAS J. HUGHES** Justice of the Supreme Court of the State of New York; First Judicial District, do hereby approve the foregoing Restated Certificate of Incorporation of Beth Israel Medical Center, and consent that the same be filed.

Thomas J. Hughes
Justice of the Supreme Court
of the State of New York

Dated: SEP 19 1985
NEW YORK COUNTY

THOMAS J. HUGHES

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

Laura Werner
LAURA WERNER

Assistant Attorney General

April 12 1985

3



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING-TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

July 30, 1985

KNOW ALL MEN BY THESE PRESENTS:

After inquiry and investigation and in accordance with action taken at a meeting of the Public Health Council held on the 26th day of July, 1985, I hereby certify that the Restated Certificate of Incorporation of Beth Israel Medical Center dated May 29, 1985 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 amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

Nancy A. Massaroni
NANCY A. MASSARONI
Executive Secretary

Sent to: Robert G. Newman, M.D., President
Beth Israel Medical Center
10 Nathan D. Perlman Place
New York, New York 10003

RECEIVED

AUG 2 1985

PRESIDENT
Beth Israel Medical Center

14 12

Handwritten notes:
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RECEIVED
SEP 11 1985

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NY 1001
Beth Israel Hospital Association
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USC

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 1 - 1985

NO. OF CHECK \$ 49.50
FILING FEE \$ 3.00
COPY FEE \$ 9.50
SEARCH \$ 1.00
SPEC HANDLE \$

Handwritten:
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PWPB

RESTATED CERTIFICATE OF
INCORPORATION OF
BETH ISRAEL MEDICAL CENTER
(Under Section 805 of the
Not-For-Profit Corporation
Law)

Paul, Weiss, Rifkind, Wharton & Garrison
ATTORNEYS AT LAW
345 PARK AVENUE, NEW YORK, N. Y. 10154

Handwritten:
D/O
DM 7/30

BILLED

RECEIVED
FILED
SEP 27 9 AM '85
OCT 1 6 54 AM '85

SEP 12 1985

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 December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

PH

CERTIFICATE OF AMENDMENT OF THE
RESTATED CERTIFICATE OF INCORPORATION OF
BETH ISRAEL MEDICAL CENTER

PH

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

We, the undersigned, being the President and Secretary of BETH ISRAEL MEDICAL CENTER, do hereby certify that:

(1) The name of the corporation is: BETH ISRAEL MEDICAL CENTER (the "Corporation").

(2) The Corporation was formed pursuant to a Certificate of Consolidation filed by the Department of State of the State of New York on July 8, 1946. The corporations included in such consolidation were Beth Israel Hospital Association, which was formed by the filing of a Certificate of Incorporation on May 28, 1890, and Jewish Maternity Hospital, which was formed by the filing of a Certificate of Incorporation on April 27, 1906. The name of the Corporation as consolidated was Beth Israel Hospital Association. The name was changed from that name to Beth Israel Medical Center by Certificate of Change of Name dated February 24, 1965, and filed by the Secretary of State on March 31, 1965. A restated certificate of

2

incorporation was filed by the Department of State on
October 1, 1985.

(3) The Corporation is a corporation as defined
in subparagraph (a)(5) of Section 102 of the Not-For-Profit
Corporation Law and is a Type B corporation as defined
in Section 201 of that law.

(4) The Corporation designates the Secretary
of State of the State of New York 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 served upon him is as follows:


Beth Israel Medical Center
10 Nathan D. Perlman Place
New York, New York 10003


(5) The restated certificate of incorporation
is amended to permit the Corporation to have members.
Article FIFTH of the restated certificate is amended by
deleting therefrom the sentence, "The Corporation shall
have no members." Article FIFTH shall state as follows:

The number of directors of the Corporation,
who shall be known as Trustees, shall be
fixed by, or determined in accordance with,
the By-Laws of the Corporation, and in any
case shall not be less than thirty-five
(35) nor more than seventy-five (75).

(6) The above amendment to the restated certificate of incorporation was authorized by a vote of the majority of the entire Board of Trustees.

IN WITNESS WHEREOF, we have signed this certificate this 16th date of December, 1987.


President - Robert Newman



Secretary - Stephen A. Hochman

VERIFICATION

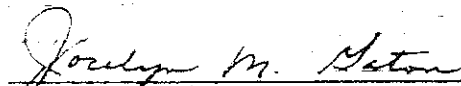
STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

ROBERT NEWMAN, being duly sworn, deposes and
say:

1. I am the President of Beth Israel Medical
Center.
2. I have read the annexed Certificate of Amendment
and know the contents thereof to be true.


Robert Newman

Sworn to before me this
16th day of DECEMBER, 1987


Notary Public

JOCELYN M. EATON
NOTARY PUBLIC, State of New York
No. 001601254
Qualified in Westchester County
Commission Expires Feb. 28, 1989

~~The undersigned has no objection to the granting
of judicial approval hereon and waives statutory notice.~~

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

By: _____

Date: _____

JAWN A. SANDIFER

I, _____, a Justice of the Supreme

Court of the State of New York for the FIRST

Judicial District do hereby approve the foregoing Certificate

of Amendment of the ^{RESERVED} Certificate of Incorporation of Beth

Israel Medical Center, and consent that the same be filed.

Date: FEB 24 1988
New York, New York

Jawn A. Sandifer
J.S.C.

JAWN A. SANDIFER

JUDGE OF THE SUPREME COURT
OF THE STATE OF NEW YORK

First Judicial District

Feb 16, 1988
THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE:

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

By: [Signature]

5



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

January , 1987

Morton P. Hyman
Chairman

Robert M. Kaufman, Esq.
Proskauer, Rose, Goetz & Mendelsohn
300 Park Avenue
New York, New York 10022

Re: Proposed Certificate of Amendment of the Restated
Certificate of Incorporation: Beth Israel Medical Center

Dear Mr. Kaufman:

The proposed Certificate of Amendment to the Restated Certificate of Incorporation of Beth Israel Medical Center, as executed on the 16th day of December, 1987, does not, pursuant to §804(a) of the Not-for-Profit Corporation Law, require the formal approval of the Public Health Council, as the amendment neither adds, changes or eliminates a purpose, power or provision the inclusion of which requires the approval of the Council, nor changes the name of the corporation.

Sincerely,

Karen Westervelt
Acting Executive Secretary
Public Health Council

PH

100182

BETH ISRAEL MEDICAL CENTER

Certificate of Amendment
of Restated
Certificate of Incorporation

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

FILED
MAR 1 9 24 AM '88

MAR 2 7 23 AM '88

FILED

NFP NYC
assd 3/31/85
type B

L# B072689-15

S/S the Corp
157 Nathan Peckman
Place

NY NY Consolidation
Orig Beth Israel
Hospital Association
7/8/46 4699-106
FEB 10 1988

125736

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 2 1988

AMT. OF CHECK \$ 80
FILING FEE \$ 30
TAX \$
COUNTY FEE \$
COPY \$ 40
CERT \$
REFUND \$
SPEC HANDLE \$ 10

4

BY: *[Signature]*
New
TYPE B

a

BILLED

PROSKAUER ROSE GOETZ & MENDELSON
COUNSELLORS AT LAW
300 PARK AVENUE
BOROUGH OF MANHATTAN,
NEW YORK CITY 10022

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STATE OF NEW YORK
DEPARTMENT OF STATE

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

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

F990702000684
CSC 45CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BETH ISRAEL MEDICAL CENTER

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

The undersigned, the sole member of Beth Israel Medical Center, a corporation organized and existing under the Not-for-Profit Corporation Law of the State of New York (the "Corporation") does hereby certify as follows:

(1) The name of the corporation is: **BETH ISRAEL MEDICAL CENTER.**

(2) The Corporation was formed pursuant to a Certificate of Consolidation filed by the Department of State of the State of New York on July 8, 1946. The corporations included in such consolidation were Beth Israel Hospital Association, which was formed by the filing of a Certificate of Incorporation on May 28, 1890, and Jewish Maternity Hospital, which was formed by the filing of a Certificate of Incorporation on April 27, 1906. The name of the Corporation as consolidated was Beth Israel Hospital Association. The name was changed from that name to Beth Israel Medical Center by Certificate of Change of Name dated February 24, 1965, and filed by the Secretary of State on March 31, 1965. A restated certificate of incorporation was filed by the Department of State of October 1, 1985. A certificate of amendment of the restated certificate of incorporation was filed by the Department of State on March 2, 1988.

(3) The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B corporation as defined in Section 201 of that law.

(4) The Corporation designates the Secretary of State of the State of New York 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 served upon him is as follows:

Beth Israel Medical Center
10 Nathan D. Perlman Place
New York, New York 10003


(5) The certificate is amended to delete therefrom the fixed number of trustees of the Corporation and permit the number of trustees of the Corporation to be fixed by, or determined in accordance with, the by-laws of the Corporation. Article FIFTH of the certificate of incorporation is amended to delete from the last clause of the sentence the language, "and in any case shall not be less than thirty-five (35) nor more than seventy-five (75)." Article FIFTH is hereby amended to read as follows:


The number of directors of the Corporation, who shall be known as Trustees, shall be fixed by, or determined in accordance with, the By-laws of the Corporation.

(6) The foregoing amendment to the certificate of incorporation of the Corporation was authorized by a majority of the votes cast at a meeting of the sole member of the Corporation, held on June 7, 1999, the affirmative votes cast in favor of the amendment being at least equal to the quorum, blank votes and abstentions not being counted in the number of votes cast.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 15 day of June, 1999 and affirms the statements made herein are true under penalties of perjury.

CONTINUUM HEALTH PARTNERS, INC.

By: 
Robert G. Newman, M.D., President
Continuum Health Partners, Inc.
555 West 57th Street
New York, New York 10019

By: 
Kathryn Meyer, Assistant Secretary
Continuum Health Partners, Inc.
555 West 57th Street
New York, New York 10019

/s:contcert

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**STATE OF NEW YORK
DEPARTMENT OF STATE**

JUL 02 1999

CERTIFICATE OF AMENDMENT

OF

BETH ISRAEL MEDICAL CENTER

Under Section 803 of the No-For-Profit Corporation Law

FILED
TAX \$
BY:

W. J. Ny

*ONE
RE.*

JUL 2 7 36 PM '99

JUL 2 1 39 PM '99

FILED BY: Anna L. Brown, Esq
BETH ISRAEL MEDICAL CENTER
555 West 57th Street
18th Floor-Legal Dept
New York, NY 10019
Cust. Ref#295963MPJ

DRAWDOWN

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990702000716

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 December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER

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

The undersigned, being the Chairman of Beth Israel Medical Center (the "Corporation"), does hereby certify:

1. The name of the Corporation is "Beth Israel Medical Center." The Corporation was formed under the name "Beth Israel Hospital Association."
2. The Corporation was created pursuant to Section 50 of the Membership Corporations Law and was formed pursuant to a Certificate of Consolidation filed by the Department of State of New York on July 8, 1946 (the "Certificate of Incorporation").
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL, and is a Type B corporation as defined in Section 201 of the NPCL.
4. The Corporation's Certificate of Incorporation is hereby amended as follows:
 - (a) Article TENTH of the Certificate of Incorporation, which specifies the identity of the sole member of the Corporation and certain affiliates of the Corporation and provides for certain processes relating to the medical staffs of the Corporation and such affiliates, is hereby deleted and replaced in its entirety with a new Article TENTH which shall read in its entirety as follows:

"TENTH: Notwithstanding anything in this Certificate of Incorporation to the contrary, the Corporation shall be a

corporation with members. The identity of the member(s) of the Corporation, and the rights and obligations of the member(s), shall be set forth in the By-Laws of the Corporation.”

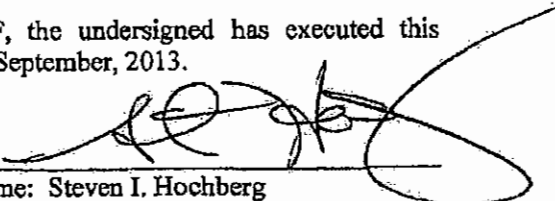
- (b) Article SEVENTH of the Certificate of Incorporation, which designates the Secretary of State as the agent of the Corporation upon whom process against the Corporation may be served and the post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him/her is amended to change the post office address to which Secretary of State shall mail a copy of any process against the Corporation to:

Beth Israel Medical Center
c/o Mount Sinai Hospitals Group
One Gustave L. Levy Place
New York, New York 10029
Attention: General Counsel

5. This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation at a meeting of the sole member held on July 16, 2013.
6. The Secretary of State of the State of New York is hereby designated as the 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 which is served upon him/her is:

Beth Israel Medical Center
c/o Mount Sinai Hospitals Group
One Gustave L. Levy Place
New York, New York 10029
Attention: General Counsel

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 12th day of September, 2013.

By 
Name: Steven I. Hochberg
Title: Chairman

NEW YORK
state department of
HEALTH

Nirav R. Shah, M.D., M.P.H.
Commissioner

Sue Kelly
Executive Deputy Commissioner

September 17, 2013

Kenneth L. Davis, MD
President and CEO
The Mount Sinai Medical Center
One Gustave L. Levy Place
Box 1220
New York, New York 10029

Re: Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center

Dear Dr. Davis:

The above referenced Certificate of Amendment of the Certificate of Incorporation, dated September 12, 2013 and signed by Stephen I. Hochberg, 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 or the Not-for-Profit Corporation Law, since the certificate neither changes the corporation's name nor changes substantively a purpose the inclusion of which 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

cc: Michael MacDonald, Mount Sinai Legal Counsel
Beth Essig, Continuum Health Partners Legal Counsel
Brad Beckstrom, Director, Government Affairs

ACR-41

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER

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

Epstein, Becker & Green, P.C.
250 Park Avenue
New York, NY 10177

2013 SEP 20 PM 12: 29

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 20 2013

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BY: lmc

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2013 SEP 20 AM 11: 55

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STATE OF NEW YORK
DEPARTMENT OF STATE

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

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 30, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER
Under Section 803 of the Not-For-Profit Corporation Law**

The undersigned, being the President and Chief Executive Officer and the Assistant Secretary of Continuum Health Partners, Inc., the sole member of Beth Israel Medical Center, a New York State not-for-profit corporation (the "Corporation"), do hereby certify and set forth:

1. The name of the Corporation is "Beth Israel Medical Center." The Corporation was formed under the name "Beth Israel Hospital Association."

2. The Corporation was created pursuant to Section 50 of the Membership Corporations Law and was formed pursuant to a Certificate of Consolidation filed by the Department of State of New York on July 8, 1946 (the "Certificate of Incorporation"). The corporations included in such consolidation were Beth Israel Hospital Association, which was formed by the filing of a Certification of Incorporation on May 28, 1890, and Jewish Maternity Hospital, which was formed by the filing of a Certificate of Incorporation on April 27, 1906. The name of the Corporation as consolidated was Beth Israel Hospital Association. The name was changed from that name to Beth Israel Medical Center by a Certificate of Change of Name dated February 24, 1965 and filed by the Secretary of State on March 31, 1965. A Restated Certificate of Incorporation was filed by the Department of State on October 1, 1985. A Certificate of Amendment of the Certificate of Incorporation was filed by the Department of State on March 2, 1988. A Certificate of Amendment was filed by the Department of State on July 2, 1999. A Certificate of Amendment of the Certificate of Incorporation was filed by the Department of State pursuant to Section 803 of the Not-for-Profit Corporation Law on September 27, 2002.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law of the State of New York and is a Type B Corporation under section 201 of said law and shall remain a Type B Corporation after this amendment to the Certificate of Incorporation becomes effective.

4. The Corporation's Certificate of Incorporation is hereby amended. A new Article TENTH is added following article NINTH as follows:

"TENTH. The Corporation, The New York Eye and Ear Infirmary and The St. Luke's-Roosevelt Hospital Center (these three hospitals are collectively referred to herein as the "Affiliated Hospitals"), among others, have a common passive parent corporation, Continuum Health Partners, Inc. The Corporation may institute a joint application process to the medical staffs of the Affiliated Hospitals and share credentialing and quality assurance


information concerning medical staff members and applicants with the other Affiliated Hospitals, provided that the Corporation shall make a separate decision concerning admission of each applicant to its medical staff according to its medical staff bylaws.”

5. The Secretary of State of the State of New York is hereby 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/her is:


Beth Israel Medical Center
c/o Continuum Health Partners, Inc.
555 West 57th Street, 18th Floor
New York, New York 10019
Attn: General Counsel

6. This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation at a meeting on January 30, 2008.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 11 day of June, 2009, and affirmed the contents to be true under the penalty of perjury.



Stanley Brezenoff
President and Chief Executive Officer



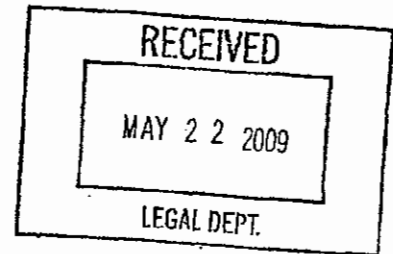
Kathryn Meyer
Assistant Secretary



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

May 18, 2009



Ms. Nina Brodsky
Senior Associate General Counsel
Continuum Services
555 West 57th Street, 18th Floor
New York, New York 10019

Re: Certificate of Amendment of the Certificate of Incorporation of
Beth Israel Medical Center

Dear Ms. Brodsky:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 8th day of May 2009, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center, dated January 30, 2008.

Sincerely,

Colleen M. Frost
Executive Secretary

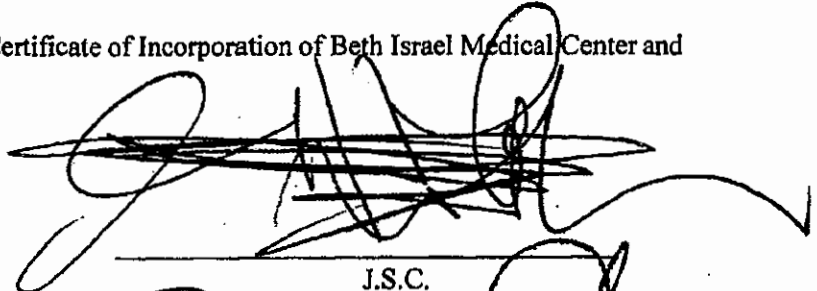
/cf

I, **EDWARD H. LEHNER**, a Justice of the Supreme Court of the State of

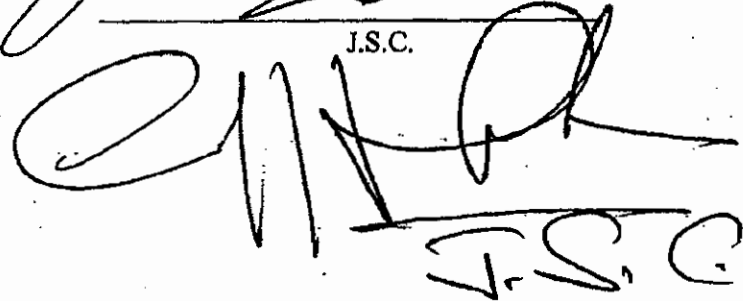
New York for the First Judicial District do hereby approve of the foregoing Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center and consent that the same be filed.

JUL 16 2009

Date: _____



J.S.C.



J.S.C.

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.

by *Laura Werner*
ASSISTANT ATTORNEY GENERAL DATE

June 25, 2009

UNI-37

090723000 2/2

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
Beth Israel Medical Center

Under Section 803 of the Not-for-Profit Corporation
Law of the State of New York

FILED

2009 JUL 23 AM 10:16

PROSKAUER ROSE LLP
1585 Broadway
New York, NY 10036-8299

1/1/09

ice
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 23 2009

TAXS _____
BY: *AMB*

ny

2009 JUL 23 AM 9:07 2009 JUL 22 PM 12:03

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RECEIVED

DRAWDOWN

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STATE OF NEW YORK
DEPARTMENT OF STATE

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



WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

F020927000245

Exhibit A

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER
Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the President and Chief Executive Officer and the Assistant Secretary of Continuum Health Partners, Inc., the sole member of Beth Israel Medical Center, a New York State not-for-profit corporation (the "Corporation"), do hereby certify and set forth:

1 The name of the Corporation is "Beth Israel Medical Center". The Corporation was formed under the name "Beth Israel Hospital Association"

2 The Corporation was created pursuant to Section 50 of the Membership Corporations Law and was formed pursuant to a Certificate of Consolidation filed by the Department of State of the State of New York on July 8, 1946 (the "Certificate of Incorporation"). The corporations included in such consolidation were Beth Israel Hospital Association, which was formed by the filing of a Certificate of Incorporation on May 28, 1890, and Jewish Maternity Hospital, which was formed by the filing of a Certificate of Incorporation on April 27, 1906. The name of the Corporation as consolidated was Beth Israel Hospital Association. The name was changed from that name to Beth Israel Medical Center by a Certificate of Change of Name dated February 24, 1965 and filed by the Secretary of State on March 31, 1965. A Restated Certificate of Incorporation was filed by the Department of State on October 1, 1985. A Certificate of Amendment of the Restated Certificate of Incorporation was filed by the Department of State on March 2, 1988. A Certificate of Incorporation was filed by the Department of State on July 2, 1999.

3 The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law of the State of New York and is a Type B Corporation under section 201 of said law and shall remain a Type B Corporation after this amendment to the Certificate of Incorporation becomes effective.

4. The Corporation's Certificate of Incorporation is hereby amended by adding the following language to the end of paragraph (4) of Article THIRD

" Notwithstanding any other provisions of this paragraph (4), the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or his nominee, subject to approval of a Justice of the

1

Supreme Court of the State of New York pursuant to New York State Law,"

5 Article EIGHTH of the Corporation's Certificate of Incorporation is hereby amended to delete the language, ["EIGHTH: By-laws of the Corporation may be adopted or amended by an affirmative vote of two-thirds of the Trustees present at any regular meeting, or at any special meeting called for that purpose, at which a quorum of trustees is present so long as the by-laws are not inconsistent with the provisions of this Certificate or the laws of the State of New York "] and insert the following language in its place.

"EIGHTH So long as a mortgage on the Corporation's property is insured or held by the United States Secretary of Housing and Urban Development, the Corporation shall not amend its bylaws to be inconsistent with this Certificate of Incorporation or any Regulatory Agreement between the Corporation and the said Secretary."

6 A new Article NINTH is added following Article EIGHTH as follows.

"NINTH So long as a mortgage on the Corporation's property is insured or held by the United States Secretary of Housing and Urban Development, this Certificate of Incorporation may not be amended without the prior written approval of said Secretary "

7 The Secretary of State is hereby designated as agent of the Corporation upon whom process 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

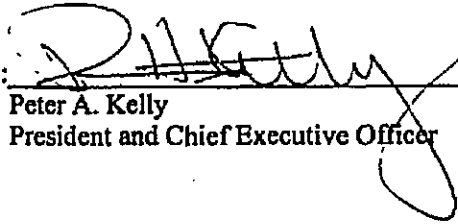
Beth Israel Medical Center
c/o Continuum Health Partners, Inc
555 West 57th Street, 18th Floor
New York, New York 10019
Attn. General Counsel


8. This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation at a meeting held on July 17, 2002.

2

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 18th day of July, 2002 and affirmed the contents to be true under the penalty of perjury.

CONTINUUM HEALTH PARTNERS, INC.

By: 
Peter A. Kelly
President and Chief Executive Officer

By: 
Kathryn C. Meyer
Assistant Secretary

3

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

by Laura Werner DATE
ASSISTANT ATTORNEY GENERAL

August 5
2002

ELIOT SPITZER
ATTORNEY GENERAL
STATE OF NEW YORK

by: _____

Date: _____

PHYLLIS GANGEL-JACOB

I, _____, a Justice of the Supreme Court of the State of

New York for the First Judicial District do hereby approve of the foregoing

Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center

and consent that the same be filed

Date: August 23, 2002

Phyllis Gangel-Jacob
I.S.C.

PHYLLIS GANGEL-JACOB

4



STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Antonia C. Novello, M.D., M.P.H., Dr.P.H.
Commissioner

Dennis P. Whalen
Executive Deputy Commissioner

August 16, 2002

Frederick B. Martinez ↗
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

Re: Certificate of Amendment of the Restated Certificate of Incorporation
of Beth Israel Medical Center

Dear Mr. Martinez:

The Certificate of Amendment of the Restated Certificate of Incorporation of Beth Israel Medical Center, dated July 18, 2002, does not require the formal approval of the Public Health Council or Commissioner of Health, since the Certificate of Amendment neither changes the corporation's name nor makes any substantive change to the corporation's purposes which would require such approval under either the Public Health Law or Not-for-Profit Corporation law.

The Department has no objection to the subject Certificate of Amendment being filed with the Department of State.

Sincerely,

Frank Barry
Attorney
Bureau of House Counsel

FB/mem

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F 020927000 245

fac

CERTIFICATE OF AMENDMENT

OF

BETH ISRAEL MEDICAL CENTER

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

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP. 27 2002

TAX \$

BY:

fac
ny

FILED BY:

Sidley Austin Brown & Wood LLP
Attn: Erik F. Remmler, Esq.
787 Seventh Avenue
New York, NY 10019
(212) 839-5796

6

256

FILING RECEIPT

ENTITY NAME: BETH ISRAEL MEDICAL CENTER

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PURPOSES PROCESS

COUNTY: NEWY

FILED:02/17/2016 DURATION:***** CASH#:160217000622 FILM #:160217000588

FILER:

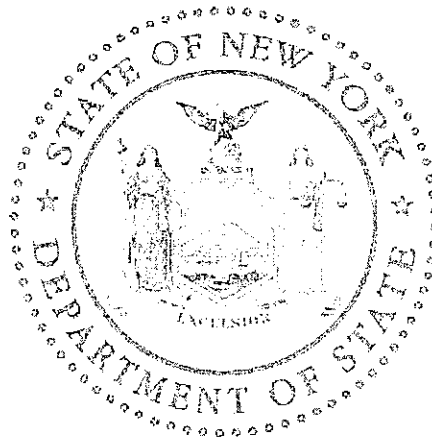
JAY E. GERZOG, ESQ., SHEPPARD
MULLIN RICHTER & HAMPTON LLP
30 ROCKEFELLER PLAZA
NEW YORK, NY 10112-0015

ADDRESS FOR PROCESS:

THE CORPORATION
ATTN: LEGAL DEPARTMENT
NEW YORK, NY 10177

150 E. 42ND STREET

REGISTERED AGENT:



SERVICE COMPANY: ALBANY CORPORATE RESEARCH LTD. - 41

SERVICE CODE: 41

FEEES 115.00
FILING 30.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 75.00

PAYMENTS 115.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 115.00
OPAL 0.00
REFUND 0.00

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 February 18, 2016.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

160217000

588

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER

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

The undersigned, being the Chairman of the Board of Trustees of Beth Israel Medical Center (the "Corporation"), does hereby certify:

1. The name of the Corporation is "Beth Israel Medical Center." The Corporation was formed under the name "Beth Israel Hospital Association."
2. The Corporation was created pursuant to Section 50 of the New York Membership Corporations Law and was formed pursuant to a Certificate of Consolidation filed by the Department of State of New York on July 8, 1946 (the "Certificate of Incorporation").
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law.
4. The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon the Secretary of State is: Attn: Legal Department, 150 E. 42nd Street, New York, NY 10177.
5. The Corporation's Certificate of Incorporation is hereby amended as follows:

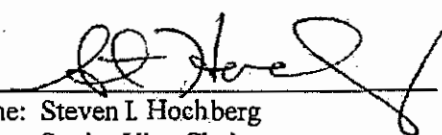
Article THIRD of the Certificate of Incorporation of the Corporation, which specifies the purposes for which the Corporation is organized, is hereby amended by modifying paragraph (b) thereof, which provides for the conduct of certain training programs for nurses and other health care professionals, to include a reference to bachelor of science degrees in connection with nurse training programs, and said paragraph (b) shall, as so amended, read in its entirety as follows:

“(b) to operate a program for the training of nurses leading to associate in applied science (A.A.S.) and bachelor of science (B.S.) degrees at the Phillips Beth Israel School of Nursing; to engage, in conjunction with universities, colleges and professional schools, in programs related to the training of other health care professionals;”

6. This amendment to the Certificate of Incorporation was authorized by the unanimous vote of the sole member of the Corporation at a meeting of the sole member held on October 21, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 6th day of December, 2013.

By



Name: Steven L Hochberg

Title: Senior Vice Chairman

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of amendment

of Beth Israel Medical Center

[name of entity]

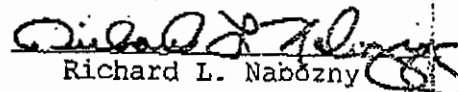
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

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.

MaryEllen Elia
Commissioner of Education

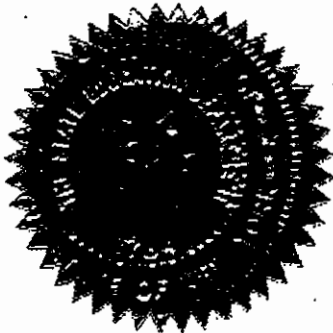
By:


Richard L. Nabozny

Commissioner's authorized designee

2-12-2016
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**





PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12237

(518) 402-0964
PHHPC@health.ny.gov

February 12, 2016

Tamar R. Rosenberg
Sheppard Mullin, LLP
30 Rockefeller Plaza
New York, New York 10112

Re: Certificate of Amendment of the Certificate of Incorporation of Beth Israel
Medical Center

Dear Ms. Rosenberg:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 11th day of February, 2016, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Beth Israel Medical Center, dated December 6, 2013.

Sincerely,

A handwritten signature in cursive script that reads 'Colleen M. Leonard'. The signature is written in dark ink and is positioned above the printed name.

Colleen M. Leonard
Executive Secretary

/cl



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE
CHARITIES BUREAU

The Attorney General hereby approves pursuant to NPCL 804(a)(ii)(A) the proposed Certificate of Amendment of Beth Israel Medical Center. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificate shall be provided to the Attorney General.

January 22 2016
Date

Laura Werner

Assistant Attorney General

Laura Werner

588

AGR-41

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BETH ISRAEL MEDICAL CENTER

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

FILED
2016 FEB 17 PM 2:12

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2016 FEB 16 AM 9:07

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 17 2016

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BY: par

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MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Mark A. Schweitzer, Associate Attorney
Division of Legal Affairs, Bureau of Program Counsel

Date: January 18, 2023

Subject: Cayuga Health System, Inc. – Addition of Corporate Purposes

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of an email letter from Legal Counsel for Cayuga Health System, Inc., Nicole Ozminkowski, dated May 26, 2022;
- 3) A resolution of the Board of Directors of Cayuga Health System, Inc., dated April 7, 2022, authorizing the change of corporate name and amendment of Certificate of Incorporation, with a proposed Restated Certificate of Incorporation;
- 4) An executed photocopy of the proposed Restated Certificate of Incorporation of Cayuga Health System, Inc., signed by Justin P. Runke, as Authorized Person, dated April 7, 2022;
- 5) A photocopy of the current Certificate of Incorporation of Cayuga Health System, Inc., dated June 13, 2014, and filed on September 22, 2014, including associated OMH approval and Operating Certificate, and Consent to File Letter of the Public Health Council for Cayuga Health System, Inc., dated September 15, 2014;
- 6) Operating Certificates of the licensed entities under active parent Cayuga Health System, Inc.

Attachments

cc: B. DelCogliano



MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks
General Counsel *Kathy Marks*

Date: January 18, 2023

Subject: Cayuga Health System, Inc. – Addition of Corporate Purposes

Cayuga Health System, Inc. (“CHS”) requests Public Health and Health Planning Council (PHHPC) approval to change its corporate purposes to add language to affiliate with approved chemical dependence and substance abuse programs under the Mental Hygiene Law, and to add additional counties and areas in New York State of operation of those facilities. PHHPC approved CHS as the active parent of Cayuga Medical Center and Schuyler Hospital, and consented to the filing of its Certificate of Incorporation on September 15, 2014, in CON # 141168. CHS / Cayuga Medical Center at Ithaca, Inc. received conditional approval by the NYS Office of Mental Health on September 9, 2014 to operate a Psychiatric Inpatient Unit of a General Hospital, to be known as Cayuga Medical Center at Ithaca Psychiatric Unit, a 26 bed inpatient treatment program, referenced by CON # HD 141168.

Cayuga Health System, Inc. is in the process of affiliating with a substance use disorder treatment facility. In connection with that affiliation, CHS requests permission to amend its Certificate of Incorporation to include certain purposes as required by the Office of Addiction Services and Supports. Because the Department of Health and PHHPC previously approved CHS’s Certificate of Incorporation, and the purposes and the Certificate of Incorporation are being amended, PHHPC approval of the Restated Certificate of Incorporation is required.

CHS requests approval of the following amendments in its Restated Certificate of Incorporation:

1. To revise Section 3 to redefine the corporate purposes and to redefine the definition of “Affiliate”;
2. To revise Section 3(a) to delete the reference to Tompkins County, Schuyler County and surrounding areas of New York State and replace with the central region of New York State; and
3. To add a provision which allows the Corporation the authority to operate chemical dependence, alcoholism and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law.

Pursuant to NY N-PCL §804(a)(i) and 10 NYCRR § 600.11, PHHPC must consent to the requested changes prior to the filing of any amended certificate.

There is no legal objection to the change in corporate purposes, and the Restated Certificate of Incorporation of Cayuga Health System, Inc. is in legally acceptable form.

Attachments.

Schweitzer, Mark A (HEALTH)

From: Nicole Ozminkowski <nozminkowski@HarrisBeach.com>
Sent: Thursday, May 26, 2022 3:51 PM
To: Leonard, Colleen M (HEALTH)
Cc: Runke, Justin
Subject: Request for approval of CHS Restated Certificate of Incorporation
Attachments: Executed CHS Restated Certificate of Incorporation (4875-5811-5103 1).pdf; Cayuga Health System Inc. filed Certificate of Incorporation (4811-2216-2023 1).PDF; Authorizing Resolution (4859-9396-7906 1).pdf

You don't often get email from nozminkowski@harrisbeach.com. [Learn why this is important](#)

ATTENTION: This email came from an external source. Do not open attachments or click on links from unknown senders or unexpected emails.

Ms. Leonard:

As you may be aware, Cayuga Health System, Inc. ("CHS") is in the process of affiliating with a substance use disorder treatment facility. In connection with that affiliation, CHS need to amend its certificate of incorporation to include certain purposes as required by the Office of Addiction Services and Supports. Because the Department of Health / Public Health and Health Planning Counsel previously approved CHS's certificate of incorporation we are now asking for approval of the attached Restated Certificate of Incorporation.

I have attached the following for review:

1. Original filed CHS Certificate of Incorporation
2. CHS Restated Certificate of Incorporation which includes the following amendments:
 - a. to revise Section 3 to redefine the corporate purposes and to redefine the definition of "Affiliate";
 - b. to revise Section 3(a) to delete the reference to Tompkins County, Schuyler County and surrounding areas of New York State and replace with the central region of New York State; and
 - c. to add a provision which allows the Corporation the authority to operate chemical dependence, alcoholism and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law.
3. CHS board resolution approving the Restated Certificate of Incorporation.

Should you need any additional information or documentation, please let me know.

Best,

Nicole Ozminkowski

Nicole Ozminkowski
Partner

HARRIS BEACH PLLC

ATTORNEYS AT LAW

99 Garnsey Road
Pittsford, NY 14534
585.419.8602 Direct
585.305.3583 Mobile
585.419.8801 Fax
585.419.8800 Main

Website | Bio | Add to Contacts
www.NYHealthCareBlog.com

Statement of Confidentiality

This electronic message may contain privileged or confidential information. If you are not the intended recipient of this e-mail, please delete it from your system and advise the sender.

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
CAYUGA HEALTH SYSTEM, INC.**

WHEREAS, this Board of Directors has approved an Affiliation Agreement (the "Affiliation Agreement") by and between Cayuga Health System, Inc. ("CHS") and Ithaca Alpha House Center, Inc. d/b/a Cayuga Addiction Recovery Services ("CARS") pursuant to which CHS will become the sole member and active parent of CARS in accordance with the terms and conditions of the Affiliation Agreement (the "Affiliation Transaction"); and

WHEREAS, in connection with the Affiliation Transaction, it is necessary for the Certificate of Incorporation to be revised to: (1) permit the Corporation to have affiliates which are licensed under the Mental Hygiene Law; (2) to recast the geographic area served by the Corporation from Tomkins and Schuyler Counties and the surrounding area to a broader reference with the central region of New York State; (3) to specifically allow the Corporation to operate chemical dependence, alcoholism and/or substance abuse services; and (4) to make certain related conforming changes; and

WHEREAS, it is in the best interests of the Corporation to amend its Certificate of Incorporation in accordance with the foregoing.

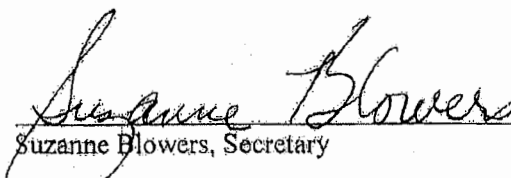
NOW, THEREFORE, IT IS RESOLVED, that, the Restated Certificate of Incorporation of the Corporation, in substantially the same form as attached to these Resolutions as Exhibit A, with such changes as may be required by the New York State Department of Health, the New York State Office of Addiction Services and Supports, the New York Attorney General or the New York Department of State is hereby approved and adopted as the Restated Certificate of Incorporation of the Corporation, pending the filing of the same with the New York Department of State; and

RESOLVED, that the President and Chief Executive Officer and the Vice President and General Counsel of the Corporation and their designees, and each of them, be and hereby are directed to take any and all actions and to execute, deliver and/or file any and all documents, instruments, or agreements deemed to be necessary and proper by the Authorized Officers or any of them to accomplish the purposes of the foregoing resolutions, his, her or their signature thereon, or filing or completion thereof, to be conclusive evidence of his or her approval thereof.

CERTIFICATION

The foregoing is a true and complete copy of the Resolutions duly adopted by the Board of Directors of Cayuga Health System, Inc. on the 7th day of April, 2022, which Resolutions have not been modified, revoked or rescinded and remain in full force and effect on the date hereof.

Date: April 7, 2022

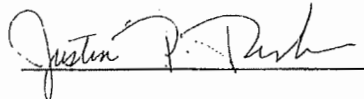

Suzanne Blowers, Secretary

State of New York)

)ss:

County of Tompkins)

On the 7th day of April in the year 2022, before me, the undersigned notary public, personally appeared Suzanne Blowers, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person on behalf of which the individual acted, executed the instrument.

 Notary Public

JUSTIN P. RUNKE
Notary Public, State of New York
Registration No. 02RU6430020
Qualified in Monroe County
Commission Expires March 7, 20 26

RESTATED CERTIFICATE INCORPORATION

OF

CAYUGA HEALTH SYSTEM, INC.

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

The undersigned, being the Chair of the Board of Directors of Cayuga Health System, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is Cayuga Health System, Inc.
2. The Corporation's Certificate of Incorporation was filed by the Department of State on September 23, 2014 pursuant to the Not-for-Profit Corporation Law.
3. The Corporation's Certificate of Incorporation is hereby amended in the following respects:
 - (a) to revise Section 3 to change the corporate purposes and to revise the definition of "Affiliate";
 - (b) to revise Section 3(a) to delete the references to "Tompkins County, Schuyler County and surrounding areas of New York State" and replace with a reference to the central region of New York State;
 - (c) to add a provision which allows the Corporation the authority to operate chemical dependence, alcoholism and/or substance abuse services; within the meaning of Articles 19 and 32 of the Mental Hygiene Law;
 - (d) to delete Section 4(j) and to replace entirely with the following:
 - (j) to include the approval of the development of new clinical or treatment programs, including clinical/treatment or programmatic affiliations, or any termination of existing clinical or treatment programs by an Affiliate; provided, however, that any termination of existing clinical or treatment programs of any Affiliate, including the defunding of a clinical or treatment program in the Affiliate's operating budget, shall also require the approval of that Affiliate's Board;
 - (e) to revise Section 4(k) to include within the powers delegated to the Corporation by an Affiliate the authority to approve all applications of an Affiliate to federal or state governmental agencies for establishment or operating licensure, including, but not limited to, Certificate of Need applications to the New York State Department of Health or Certification

Applications to the New York State Office of Addiction Services and Supports, as required;

- (f) to revise Section 4(l) to delete reference to “hospital management services agreements” and replace with reference to management services agreements and to include within the powers delegated to the Corporation by an Affiliate the authority to approve entry into any management services agreements by an Affiliate that would require the approval of the New York State Department of Health or New York State Office of Addiction Services and Supports;
- (g) to revise Section 14 to delete the names and addresses of the initial directors of the Corporation;
- (h) all references to “Chief Campus Executive” or “President and Chief Campus Executive” shall be changed to “chief campus executive” throughout the Certificate of Incorporation and any reference to “Chief Campus Executive” or “President and Chief Campus Executive” shall be deemed a reference to “chief campus executive”; and
- (i) to renumber the paragraphs as a result of the amendments included herein.

4. The text of the Certificate of Incorporation, as amended, is hereby restated to read as hereinafter set forth in full.

1. The name of the Corporation is: Cayuga Health System, Inc.

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

3. The Corporation is organized and shall be operated to promote and support community health, including to serve as the sole member of one or more entities licensed under the Mental Hygiene Law and/or the Public Health Law and whose purposes are to fulfill the mission and purpose of the Corporation (collectively, the “Affiliates”); so long as such Affiliates are organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). To this end, the Corporation shall:

(a) Support and assist the Affiliates by coordinating and monitoring their missions, objectives, activities and resources with each other and with those of regional health care providers, health care agencies and related organizations, all in furtherance of the purposes of promoting effective and economical health care services, in the central region of New York State;

(b) To solicit, collect, accept, hold, invest, reinvest and administer gifts, bequests, devises, grants, contributions, donations and property of any sort, without limitation as to amount or value, for the foregoing purposes;

(c) To expend, contribute, disburse, donate or otherwise use its assets and/or income for the foregoing purposes;

(d) To operate chemical dependence, alcoholism and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an Operating Certificate from the New York State Office of Addiction Services and Supports.”; and

(e) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.

4. In furtherance of its corporate purposes, in addition to the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, the Corporation shall have the following rights, all of which have been delegated to the Corporation in, and shall be exercised by the Corporation in the manner provided for by, the certificate of incorporation and/or bylaws of each Affiliate:

(a) to elect or appoint, fix the number of, and remove, with cause, the directors of each Affiliate;

(b) to appoint each Affiliate’s chief campus executive subject to the approval of the Affiliate’s Board and the President and Chief Executive Officer of the Corporation; provided, however, that the authority for removing an Affiliate’s chief campus executive shall rest solely with the Corporation’s President and Chief Executive Officer following consultation with the applicable Affiliate’s Board;

(c) to amend or repeal the certificate of incorporation and bylaws or other organizational and governing documents and to adopt any new or restated certificate of incorporation or bylaws or other organizational and governing documents of any Affiliate;

(d) to approve the capital and operating budgets of each Affiliate with input from the respective Boards of each Affiliate;

(e) to approve any strategic plans for each Affiliate with input from the respective Boards of each Affiliate;

(f) to approve the sale, acquisition, lease, transfer, or pledge of real or personal property of any Affiliate with an aggregate fair market value in excess of an amount set from time to time by the Board of the Corporation;

(g) to approve the incurrence of any indebtedness, including lease obligations, or the granting of any mortgage or guaranty by an Affiliate in excess of an amount set from time to time by the Board of the Corporation, excluding (i)

vendor debt incurred in the normal course of business and (ii) debt consistent with approved budgets of the Affiliate;

(h) to approve any plan of merger, consolidation, acquisition, dissolution, joint venture, or liquidation of any Affiliate;

(i) to approve or consent to the filing by an Affiliate of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or an assignment for the benefit of creditors;

(j) to approve of development of new clinical or treatment programs, including clinical/treatment or programmatic affiliations, or any termination of existing clinical or treatment programs by an Affiliate; provided, however, that any termination of existing clinical or treatment programs of any Affiliate, including the defunding of a clinical or treatment program in the Affiliate's operating budget, shall also require the approval of that Affiliate's Board;

(k) to approve all applications of an Affiliate to federal or state governmental agencies for establishment or operating licensure, including, but not limited to, Certificate of Need applications to the New York State Department of Health or Certification Applications to the New York State Office of Addiction Services and Supports, as required;

(l) to approve entry into any management services agreements by an Affiliate that would require the approval of the New York State Department of Health or New York State Office of Addiction Services and Supports;

(m) to approve the retention of outside general legal counsel by an Affiliate;

(n) to approve allocation of costs to an Affiliate and the formula for such allocation;

(o) to approve settlements of litigation by an Affiliate when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund available to an Affiliate;

(p) to approve all business or marketing plans for each Affiliate with input from that Affiliate's Board;

(q) to approve of any modification of existing clinical programs by an Affiliate;

(r) to approve any integrated services arrangements that would obligate the Affiliates to participate on an ongoing basis, excluding the selection of outside general legal counsel; and

(s) to address any other policy, business, or clinical issue that may arise from time-to-time that is not under the authority of the Affiliate's board or management.

For the purposes of the foregoing, the Corporation shall have: (i) the power to initiate and direct action by an Affiliate without a prior recommendation of that Affiliate's board; and (ii) the power to accept, reject, or modify the recommendation of any Affiliate's board and to direct action by that Affiliate or to return the matter to the Affiliate's Board for reconsideration, with reasons for rejection and/or suggested change. No Affiliate's board nor any Affiliate's officers shall implement any action requiring the approval of the corporation until the Corporation shall have exercised its reserved powers and communicated its determinations in writing to the applicable Affiliate's Board.

5. Notwithstanding anything to the contrary in this certificate of incorporation, in addition to any other powers retained by the Board of each Affiliate, the Board of each Affiliate shall retain the power and authority to do any and all of the following:

(a) to review and recommend candidates for that Affiliate's chief campus executive to the Corporation;

(b) to approve that Affiliate's chief campus executive;

(c) to provide input during performance review process for that Affiliate's chief campus executive; provided, however, that this retained power does not limit in any way the sole authority granted to the President and Chief Executive Officer of the Corporation to remove the chief campus executive of any Affiliate;

(d) to credential members of that Affiliate's medical staff;

(e) to oversee clinical quality and patient care service standards of that Affiliate;

(f) to participate in the development of and provide recommendations for strategic planning priorities, annual operating budgets, and capital budgets for that Affiliate with and to the Corporation;

(g) to recommend to the Governance and Nominating Committee of the Corporation candidates for nomination for election to the Board of that Affiliate;

(h) to identify and recommend approaches to address local community health priorities to the Corporation;

(i) to liaise with, maintain, and support the foundation established to support that Affiliate and related philanthropic initiatives;

(j) to develop and execute communications and outreach initiatives to the local communities served by that Affiliate in accordance with communications guidelines established from time to time by the Corporation;

(k) to exercise all other authorities and to undertake all responsibilities for which not-for-profit hospital boards in New York are legally required to assume, including but not necessarily limited to, compliance oversight and meeting all other hospital and other related health care provider licensing requirements;

(l) to undertake any other duties or initiatives that the Corporation delegates to the board of that Affiliate; and

(m) to exercise all authorities retained by that Affiliate in furtherance of the mission and vision adopted from time to time by the Corporation.

6. The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

7. Notwithstanding any other provision of these articles, the Corporation is organized and operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of said Code.

8. 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 (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or 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.

9. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more of the not-for-profit affiliates of the Corporation, provided that the distributee(s) shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. If none of the Corporation's not-for-profit affiliates shall so qualify at the time of dissolution, the distribution shall be made to such other organization or organizations that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall

at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization that controls, is controlled by or is under common control with the Corporation, and any other not-for-profit organization that expressly and specifically includes among its purposes the benefit or support of the Corporation.

11. In any taxable year in which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the Corporation shall:

(a) not engage in any act of self-dealing that is subject to tax under Section 4941 of said Code;

(b) distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of said Code;

(c) not retain any excess business holdings in such manner as to subject the Corporation to tax under Section 4943 of said Code;

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

(e) not make any expenditures that are subject to tax under Section 4945 of said Code.

12. The number of directors constituting the entire board of directors of the Corporation shall not be less than fifteen (15) nor more than twenty-five (25). Subject to such limitation, the number shall be fixed by the bylaws of the Corporation pursuant to Section 702 of the Not-for-Profit Corporation Law.

13. The office of the Corporation is to be located in the County of Tompkins, State of New York.

14. The Secretary of State is hereby designated 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 that may be served upon him is: President and Chief Executive Officer, Cayuga Health System, Inc., 101 Dates Drive, Ithaca, New York 14850.

5. This Restated Certificate of Incorporation and the foregoing amendments of the Certificate of Incorporation were authorized by the affirmative vote of a majority of the entire Board of Directors of the Corporation. The Corporation does not have any members.

IN WITNESS WHEREOF, the undersigned has subscribed this Restated Certificate of Incorporation this 7th day of April, 2022.

Justin P. Runke, Authorized Person

RESTATED CERTIFICATE INCORPORATION

OF

CAYUGA HEALTH SYSTEM, INC.

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

The undersigned, being the Chair of the Board of Directors of Cayuga Health System, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is Cayuga Health System, Inc.
2. The Corporation's Certificate of Incorporation was filed by the Department of State on September 23, 2014 pursuant to the Not-for-Profit Corporation Law.
3. The Corporation's Certificate of Incorporation is hereby amended in the following respects:
 - (a) to revise Section 3 to change the corporate purposes and to revise the definition of "Affiliate";
 - (b) to revise Section 3(a) to delete the references to "Tompkins County, Schuyler County and surrounding areas of New York State" and replace with a reference to the central region of New York State;
 - (c) to add a provision which allows the Corporation the authority to operate chemical dependence, alcoholism and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law;
 - (d) to delete Section 4(j) and to replace entirely with the following:
 - (j) to include the approval of the development of new clinical or treatment programs, including clinical/treatment or programmatic affiliations, or any termination of existing clinical or treatment programs by an Affiliate; provided, however, that any termination of existing clinical or treatment programs of any Affiliate, including the defunding of a clinical or treatment program in the Affiliate's operating budget, shall also require the approval of that Affiliate's Board;
 - (e) to revise Section 4(k) to include within the powers delegated to the Corporation by an Affiliate the authority to approve all applications of an Affiliate to federal or state governmental agencies for establishment or operating licensure, including, but not limited to, Certificate of Need applications to the New York State Department of Health or Certification

Applications to the New York State Office of Addiction Services and Supports, as required;

- (f) to revise Section 4(l) to delete reference to “hospital management services agreements” and replace with reference to management services agreements and to include within the powers delegated to the Corporation by an Affiliate the authority to approve entry into any management services agreements by an Affiliate that would require the approval of the New York State Department of Health or New York State Office of Addiction Services and Supports;
- (g) to revise Section 14 to delete the names and addresses of the initial directors of the Corporation;
- (h) all references to “Chief Campus Executive” or “President and Chief Campus Executive” shall be changed to “chief campus executive” throughout the Certificate of Incorporation and any reference to “Chief Campus Executive” or “President and Chief Campus Executive” shall be deemed a reference to “chief campus executive”; and
- (i) to renumber the paragraphs as a result of the amendments included herein.

4. The text of the Certificate of Incorporation, as amended, is hereby restated to read as hereinafter set forth in full.

1. The name of the Corporation is: Cayuga Health System, Inc.

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

3. The Corporation is organized and shall be operated to promote and support community health, including to serve as the sole member of one or more entities licensed under the Mental Hygiene Law and/or the Public Health Law and whose purposes are to fulfill the mission and purpose of the Corporation (collectively, the “Affiliates”); so long as such Affiliates are organizations described in Section n501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). To this end, the Corporation shall:

(a) Support and assist the Affiliates by coordinating and monitoring their missions, objectives, activities and resources with each other and with those of regional health care providers, health care agencies and related organizations, all in furtherance of the purposes of promoting effective and economical health care services, in the central region of New York State;

(b) To solicit, collect, accept, hold, invest, reinvest and administer gifts, bequests, devises, grants, contributions, donations and property of any sort, without limitation as to amount or value, for the foregoing purposes;

(c) To expend, contribute, disburse, donate or otherwise use its assets and/or income for the foregoing purposes;

(d) To operate chemical dependence, alcoholism and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an Operating Certificate from the New York State Office of Addiction Services and Supports.”; and

(e) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.

4. In furtherance of its corporate purposes, in addition to the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, the Corporation shall have the following rights, all of which have been delegated to the Corporation in, and shall be exercised by the Corporation in the manner provided for by, the certificate of incorporation and/or bylaws of each Affiliate:

(a) to elect or appoint, fix the number of, and remove, with cause, the directors of each Affiliate;

(b) to appoint each Affiliate’s chief campus executive subject to the approval of the Affiliate’s Board and the President and Chief Executive Officer of the Corporation; provided, however, that the authority for removing an Affiliate’s chief campus executive shall rest solely with the Corporation’s President and Chief Executive Officer following consultation with the applicable Affiliate’s Board;

(c) to amend or repeal the certificate of incorporation and bylaws or other organizational and governing documents and to adopt any new or restated certificate of incorporation or bylaws or other organizational and governing documents of any Affiliate;

(d) to approve the capital and operating budgets of each Affiliate with input from the respective Boards of each Affiliate;

(e) to approve any strategic plans for each Affiliate with input from the respective Boards of each Affiliate;

(f) to approve the sale, acquisition, lease, transfer, or pledge of real or personal property of any Affiliate with an aggregate fair market value in excess of an amount set from time to time by the Board of the Corporation;

(g) to approve the incurrence of any indebtedness, including lease obligations, or the granting of any mortgage or guaranty by an Affiliate in excess of an amount set from time to time by the Board of the Corporation, excluding (i)

vendor debt incurred in the normal course of business and (ii) debt consistent with approved budgets of the Affiliate;

(h) to approve any plan of merger, consolidation, acquisition, dissolution, joint venture, or liquidation of any Affiliate;

(i) to approve or consent to the filing by an Affiliate of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or an assignment for the benefit of creditors;

(j) to approve of development of new clinical or treatment programs, including clinical/treatment or programmatic affiliations, or any termination of existing clinical or treatment programs by an Affiliate; provided, however, that any termination of existing clinical or treatment programs of any Affiliate, including the defunding of a clinical or treatment program in the Affiliate's operating budget, shall also require the approval of that Affiliate's Board;

(k) to approve all applications of an Affiliate to federal or state governmental agencies for establishment or operating licensure, including, but not limited to, Certificate of Need applications to the New York State Department of Health or Certification Applications to the New York State Office of Addiction Services and Supports, as required;

(l) to approve entry into any management services agreements by an Affiliate that would require the approval of the New York State Department of Health or New York State Office of Addiction Services and Supports;

(m) to approve the retention of outside general legal counsel by an Affiliate;

(n) to approve allocation of costs to an Affiliate and the formula for such allocation;

(o) to approve settlements of litigation by an Affiliate when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund available to an Affiliate;

(p) to approve all business or marketing plans for each Affiliate with input from that Affiliate's Board;

(q) to approve of any modification of existing clinical programs by an Affiliate;

(r) to approve any integrated services arrangements that would obligate the Affiliates to participate on an ongoing basis, excluding the selection of outside general legal counsel; and

(s) to address any other policy, business, or clinical issue that may arise from time-to-time that is not under the authority of the Affiliate's board or management.

For the purposes of the foregoing, the Corporation shall have: (i) the power to initiate and direct action by an Affiliate without a prior recommendation of that Affiliate's board; and (ii) the power to accept, reject, or modify the recommendation of any Affiliate's board and to direct action by that Affiliate or to return the matter to the Affiliate's Board for reconsideration, with reasons for rejection and/or suggested change. No Affiliate's board nor any Affiliate's officers shall implement any action requiring the approval of the corporation until the Corporation shall have exercised its reserved powers and communicated its determinations in writing to the applicable Affiliate's Board.

5. Notwithstanding anything to the contrary in this certificate of incorporation, in addition to any other powers retained by the Board of each Affiliate, the Board of each Affiliate shall retain the power and authority to do any and all of the following:

(a) to review and recommend candidates for that Affiliate's chief campus executive to the Corporation;

(b) to approve that Affiliate's chief campus executive;

(c) to provide input during performance review process for that Affiliate's chief campus executive; provided, however, that this retained power does not limit in any way the sole authority granted to the President and Chief Executive Officer of the Corporation to remove the chief campus executive of any Affiliate;

(d) to credential members of that Affiliate's medical staff;

(e) to oversee clinical quality and patient care service standards of that Affiliate;

(f) to participate in the development of and provide recommendations for strategic planning priorities, annual operating budgets, and capital budgets for that Affiliate with and to the Corporation;

(g) to recommend to the Governance and Nominating Committee of the Corporation candidates for nomination for election to the Board of that Affiliate;

(h) to identify and recommend approaches to address local community health priorities to the Corporation;

(i) to liaise with, maintain, and support the foundation established to support that Affiliate and related philanthropic initiatives;

(j) to develop and execute communications and outreach initiatives to the local communities served by that Affiliate in accordance with communications guidelines established from time to time by the Corporation;

(k) to exercise all other authorities and to undertake all responsibilities for which not-for-profit hospital boards in New York are legally required to assume, including but not necessarily limited to, compliance oversight and meeting all other hospital and other related health care provider licensing requirements;

(l) to undertake any other duties or initiatives that the Corporation delegates to the board of that Affiliate; and

(m) to exercise all authorities retained by that Affiliate in furtherance of the mission and vision adopted from time to time by the Corporation.

6. The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

7. Notwithstanding any other provision of these articles, the Corporation is organized and operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of said Code.

8. 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 (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or 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.

9. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more of the not-for-profit affiliates of the Corporation, provided that the distributee(s) shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. If none of the Corporation's not-for-profit affiliates shall so qualify at the time of dissolution, the distribution shall be made to such other organization or organizations that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall

at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization that controls, is controlled by or is under common control with the Corporation, and any other not-for-profit organization that expressly and specifically includes among its purposes the benefit or support of the Corporation.

11. In any taxable year in which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the Corporation shall:

(a) not engage in any act of self-dealing that is subject to tax under Section 4941 of said Code;

(b) distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of said Code;

(c) not retain any excess business holdings in such manner as to subject the Corporation to tax under Section 4943 of said Code;

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

(e) not make any expenditures that are subject to tax under Section 4945 of said Code.

12. The number of directors constituting the entire board of directors of the Corporation shall not be less than fifteen (15) nor more than twenty-five (25). Subject to such limitation, the number shall be fixed by the bylaws of the Corporation pursuant to Section 702 of the Not-for-Profit Corporation Law.

13. The office of the Corporation is to be located in the County of Tompkins, State of New York.

14. The Secretary of State is hereby designated 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 that may be served upon him is: President and Chief Executive Officer, Cayuga Health System, Inc., 101 Dates Drive, Ithaca, New York 14850.

5. This Restated Certificate of Incorporation and the foregoing amendments of the Certificate of Incorporation were authorized by the affirmative vote of a majority of the entire Board of Directors of the Corporation. The Corporation does not have any members.

IN WITNESS WHEREOF, the undersigned has subscribed this Restated Certificate of Incorporation this 7th day of April, 2022.

A handwritten signature in cursive script, appearing to read "Justin P. Runke".

Justin P. Runke, Authorized Person

FILING RECEIPT

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ENTITY NAME: CAYUGA HEALTH SYSTEM, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: TOMP

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FILED:09/22/2014 DURATION:PERPETUAL CASH#:140922000770 FILM #:140922000710

FILER:

EXIST DATE

HARRIS BEACH PLLC
99 GARNSEY ROAD

09/22/2014

PITTSFORD, NY 14534

ADDRESS FOR PROCESS:

PRESIDENT AND CHIEF EXECUTIVE OFFICER
CAYUGA HEALTH SYSTEM, INC.
ITHACA, NY 14850

101 DATES DRIVE

REGISTERED AGENT:



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PAYMENTS 85.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 85.00
 OPAL 0.00
 REFUND 0.00

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 September 23, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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CERTIFICATE OF INCORPORATION

OF

CAYUGA HEALTH SYSTEM, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the Corporation is: Cayuga Health System, Inc.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.
3. The Corporation is organized and shall be operated exclusively in connection with and for the benefit of Cayuga Medical Center at Ithaca, Inc. and Schuyler Hospital, Inc. (each an "Affiliate" and together, the "Affiliates"), both of which are New York not-for-profit corporations. To this end, the Corporation shall:
 - (a) Support and assist the Affiliates by coordinating and monitoring their missions, objectives, activities and resources with each other and with those of regional health care providers, health care agencies and related organizations, all in furtherance of the purposes of promoting effective and economical health care services, in Tompkins County, Schuyler County and the surrounding areas of New York State;
 - (b) To solicit, collect, accept, hold, invest, reinvest and administer gifts, bequests, devises, grants, contributions, donations and property of any sort, without limitation as to amount or value, for the foregoing purposes;
 - (c) To expend, contribute, disburse, donate or otherwise use its assets and/or income for the foregoing purposes; and
 - (d) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.
4. In furtherance of its corporate purposes, in addition to the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, the Corporation shall have the following rights, all of which have been delegated to the Corporation in, and shall be exercised by the Corporation in the manner provided for by, the certificate of incorporation and/or bylaws of each Affiliate:

(a) to elect or appoint, fix the number of, and remove, with cause, the directors of each Affiliate;

(b) to appoint each Affiliate's Chief Campus Executive subject to the approval of the Affiliate's Board and the President and Chief Executive Officer of the Corporation; provided, however, that the authority for removing an Affiliate's Chief Campus Executive shall rest solely with the Corporation's President and Chief Executive Officer following consultation with the applicable Affiliate's Board;

(c) to amend or repeal the certificate of incorporation and bylaws or other organizational and governing documents and to adopt any new or restated certificate of incorporation or bylaws or other organizational and governing documents of any Affiliate;

(d) to approve the capital and operating budgets of each Affiliate with input from the respective Boards of each Affiliate;

(e) to approve any strategic plans for each Affiliate with input from the respective Boards of each Affiliate;

(f) to approve the sale, acquisition, lease, transfer, or pledge of real or personal property of any Affiliate with an aggregate fair market value in excess of an amount set from time to time by the Board of the Corporation;

(g) to approve the incurrence of any indebtedness, including lease obligations, or the granting of any mortgage or guaranty by an Affiliate in excess of an amount set from time to time by the Board of the Corporation, excluding (i) vendor debt incurred in the normal course of business and (ii) debt consistent with approved budgets of the Affiliate;

(h) to approve any plan of merger, consolidation, acquisition, dissolution, joint venture, or liquidation of any Affiliate;

(i) to approve or consent to the filing by an Affiliate of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or an assignment for the benefit of creditors;

(j) to approve of development of new clinical programs, including clinical or programmatic affiliations, or any termination of existing clinical programs by an Affiliate; provided, however, that any termination of existing clinical programs of any Affiliate, including the defunding of a clinical program in the Affiliate's operating budget, shall also require the approval of that Affiliate's Board;

(k) to approve all applications of an Affiliate to federal or state governmental agencies for establishment or operating licensure, including, but not limited to, Certificate of Need applications to the New York State Department of Health as required;

(l) to approve entry into any hospital management services agreements by an Affiliate that would require the approval of the New York State Department of Health;

(m) to approve the retention of outside general legal counsel by an Affiliate;

(n) to approve allocation of costs to an Affiliate and the formula for such allocation;

(o) to approve settlements of litigation by an Affiliate when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund available to an Affiliate;

(p) to approve all business or marketing plans for each Affiliate with input from that Affiliate's Board;

(q) to approve of any modification of existing clinical programs by an Affiliate;

(r) to approve any integrated services arrangements that would obligate the Affiliates to participate on an ongoing basis, excluding the selection of outside general legal counsel; and

(s) to address any other policy, business, or clinical issue that may arise from time-to-time that is not under the authority of the Affiliate's board or management.

For the purposes of the foregoing, the Corporation shall have: (i) the power to initiate and direct action by an Affiliate without a prior recommendation of that Affiliate's board; and (ii) the power to accept, reject, or modify the recommendation of any Affiliate's board and to direct action by that Affiliate or to return the matter to the Affiliate's Board for reconsideration, with reasons for rejection and/or suggested changes. No Affiliate's board nor any Affiliate's officers shall implement any action requiring the approval of the corporation until the Corporation shall have exercised its reserved powers and communicated its determinations in writing to the applicable Affiliate's Board.

5. Notwithstanding anything to the contrary in this certificate of incorporation, in addition to any other powers retained by the Board of each Affiliate, the Board of each Affiliate shall retain the power and authority to do any and all of the following:

(a) to review and recommend candidates for that Affiliate's President and Chief Campus Executive to the Corporation;

- (b) to approve that Affiliate's President and Chief Campus Executive;
- (c) to provide input during performance review process for that Affiliate's President and Chief Campus Executive; provided, however, that this retained power does not limit in any way the sole authority granted to the President and Chief Executive Officer of the Corporation to remove the President and Chief Campus Executive of any Affiliate;
- (d) to credential members of that Affiliate's medical staff;
- (e) to oversee clinical quality and patient care service standards of that Affiliate;
- (f) to participate in the development of and provide recommendations for strategic planning priorities, annual operating budgets, and capital budgets for that Affiliate with and to the Corporation;
- (g) to recommend to the Governance and Nominating Committee of the Corporation candidates for nomination for election to the Board of that Affiliate;
- (h) to identify and recommend approaches to address local community health priorities to the Corporation;
- (i) to liaise with, maintain, and support the foundation established to support that Affiliate and related philanthropic initiatives;
- (j) to develop and execute communications and outreach initiatives to the local communities served by that Affiliate in accordance with communications guidelines established from time to time by the Corporation;
- (k) to exercise all other authorities and to undertake all responsibilities for which not-for-profit hospital boards in New York are legally required to assume, including but not necessarily limited to, compliance oversight and meeting all other hospital and other related health care provider licensing requirements;
- (l) to undertake any other duties or initiatives that the Corporation delegates to the board of that Affiliate; and
- (m) to exercise all authorities retained by that Affiliate in furtherance of the mission and vision adopted from time to time by the Corporation.

6. The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

7. Notwithstanding any other provision of these articles, the Corporation is organized and operated exclusively for charitable purposes as specified in Section 501(c)(3) of

the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of said Code.

8. 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 (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or 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.

9. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more of the not-for-profit affiliates of the Corporation, provided that the distributee(s) shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. If none of the Corporation's not-for-profit affiliates shall so qualify at the time of dissolution, the distribution shall be made to such other organization or organizations that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization that controls, is controlled by or is under common control with the Corporation, and any other not-for-profit organization that expressly and specifically includes among its purposes the benefit or support of the Corporation.

11. In any taxable year in which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the Corporation shall:

(a) not engage in any act of self-dealing that is subject to tax under Section 4941 of said Code;

(b) distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of said Code;

(c) not retain any excess business holdings in such manner as to subject the Corporation to tax under Section 4943 of said Code;

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

(e) not make any expenditures that are subject to tax under Section 4945 of said Code.

12. The number of directors constituting the entire board of directors of the Corporation shall not be less than fifteen (15) nor more than twenty-five (25). Subject to such limitation, the number shall be fixed by the bylaws of the Corporation pursuant to Section 702 of the Not-for-Profit Corporation Law. The names and addresses of the initial directors are:

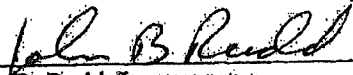
<u>Name</u>	<u>Address</u>
Fred Tanneberger	4829 Birge Road Burdett, NY 14818
Ben Saks, D.O.	3669 Rose Lane Burdett, NY 14818
Rick Weakland	4375 Merrill Road Burdett, NY 14818
Suzanne Blowers	PO Box 416 Montour Falls, NY 14865
Kyle Tuttle	3167 Abrams Road Watkins Glen, NY 14891
Larry Baum	101 Maplewood Road Ithaca, NY 14850
Greg Hartz	49 Blackchin Boulevard Ithaca, NY 14850
Jean McPheeters	276 Bailor Road PO Box 93 Brooktondale, NY 14817
James Brown	684 Remington Road Ithaca, NY 14850
Noel Desch	132 Updike Road Ithaca, NY 14850

Tom LiVigne	33 Grandview Drive Ithaca, NY 14850
John Neuman	1077 Taughannock Boulevard Ithaca, NY 14850
Gary Ferguson	1485 Mecklenburg Road Ithaca, NY 14850
Paula Younger	7 John Street Eastern Heights Ithaca, NY 14850
Sami Husseini, M.D.	28 Wedgewood Drive Ithaca, NY 14850
Pater Bardaglio	9748 Arden Road Trumansburg, NY 14886
John Rudd	22 Rosina Drive Ithaca, NY 14850

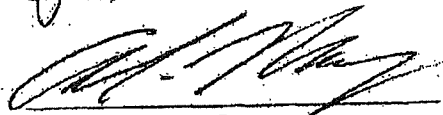
13. The office of the Corporation is to be located in the County of Tompkins, State of New York.

14. The Secretary of State is hereby designated 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 that may be served upon him is: President and Chief Executive Officer, Cayuga Health System, Inc., 101 Dates Drive, Ithaca, New York 14850.

IN WITNESS WHEREOF, the subscriber has signed this Certificate of Incorporation this
13th day of June, 2014.



John B. Rudd, Incorporator
101 Dates Drive
Ithaca, NY 14850



Andrew Manzer, Incorporator
220 Steuben Street
Montour Falls, NY 14865



State of New York
Andrew Cuomo
Governor



Office of Mental Health
44 Holland Avenue
Albany, New York 12229
www.omh.ny.gov

September 9, 2014

John Rudd
President and CEO
Cayuga Health System, Inc.
101 Dates Drive
Ithaca, NY 14850-1383

Re: Prior Approval Review (PAR) Application
Project #: CON # HD 141168
Cayuga Medical Center at Ithaca Psychiatric Unit
OC #: 7247020
Application to: Change sponsor of a psychiatric inpatient unit of a general hospital

Dear Mr. Rudd:

The New York State Office of Mental Health is issuing final approval of the above-referenced PAR application to change the sponsor of the Cayuga Medical Center at Ithaca Psychiatric Unit.

The PAR application was reviewed in accordance with Sections 31.22 and 31.23 of the Mental Hygiene Law and Parts 551 and 580 of Title 14 of the Codes, Rules and Regulations of the State of New York (NYCRR).

An Operating Certificate in the Hospitals for the Mentally Ill Class is issued to Cayuga Health System, Inc. and Cayuga Medical Center at Ithaca, Inc. in accordance with Article 31 of the Mental Hygiene Law and Title 14, Part 580 of the Codes, Rules and Regulations of the State of New York (NYCRR). This certification, effective on September 9, 2014 and renewable on November 30, 2015, authorizes the operation of a psychiatric inpatient unit of a general hospital program as follows:

Program: Cayuga Medical Center at Ithaca Psychiatric Unit
Address: 101 Dates Drive
Ithaca, NY 14850
Certificate #: 7247020
Capacity: Twenty six (26) beds

In accordance with 14 NYCRR 580.4(d) the operating certificate shall be framed and displayed in a conspicuous place, readily accessible to the public. In accordance with 14 NYCRR 580.4(e), your acknowledgment of the receipt of the enclosed certificate and return of the previously issued operating certificate to the above address are requested.

By copy of this letter, we are notifying the NYS Department of Health of our approval.

An addendum to the Operating Certificate is enclosed. As a condition of approval, you must submit a response to this office and the Western New York Field Office, 737 Delaware Avenue, Suite 200, Buffalo, NY 14209.



If you have any questions regarding this approval, please contact Rudy Arias at (518) 474-5570.

Sincerely,



Keith J. McCarthy

Director

Bureau of Inspection and Certification

KJM:RAA
Enclosures

cc: Susan Romanczuk Ph.D.
Mary Hart, DOH
Sheila E. Shea, MHLS
Lawrence Austin
Susan Knapik/FILE

cc: Christina Doherty-Smith
Carol Sabatino
Cathy Grover
Janet Foster

Concert7247020

New York State
Office of Mental Health



Operating Certificate

Hospitals for the Mentally Ill Class

I do hereby certify that pursuant to authority conferred by law this operating certificate has been issued on September 9, 2014


to: Cayuga Health System/ Cayuga Medical Center at Ithaca, Inc.
to operate a: Psychiatric Inpatient Unit of a General Hospital
to be known as: Cayuga Medical Center at Ithaca Psychiatric Unit
located at: 101 Dates Drive
Ithaca, NY 14850

in accordance with the rules and regulations made and established by the Commissioner as the statute provides.

Authorized by this operating certificate:

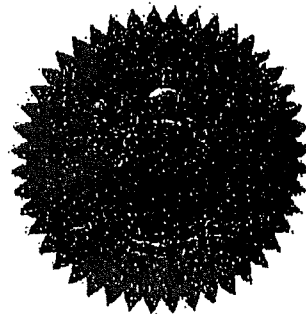
Inpatient Treatment Program for Adolescents & Adults
with a certified capacity of Twenty-six (26) beds:
Adult Unit - Twenty (20)
Adolescent Unit - Six (6)

In witness whereof, I have hereunto set my hand on September 9, 2014



Keith J. McCarthy, Director
Bureau of Inspection and Certification

Renewal Date: November 30, 2015
Operating Certificate Number: 7247020



Addendum to Operating Certificate
CON # HD 141168
Cayuga Medical Center at Ithaca Psychiatric Unit
7247020

Please respond to the following:

- 1. Upon the filing of the documents of incorporation for Cayuga Health System, Inc. approved by the New York State Department of Health, please submit a copy of the incorporation documents and filing receipt to this office. Please also note that should there be a need for the sponsor and/or facilities to operate OMH licensed outpatient programs, the documents of incorporation, as currently drafted, would need to be amended to include the following language under its purposes:**

"To operate 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 may not establish any facility or program without first obtaining such operating certificate."

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12237

(518) 402-0964
PHHPC@health.state.ny.us

September 15, 2014

Liebe Meier Swain
Strategic Planning Manager
Cayuga Medical Center at Ithaca
101 Dates Drive
Ithaca, New York 14850

Re: Application No. 141168 E Cayuga Health System (Tompkins County)

Dear Mr. Meier-Swain:

I HEREBY CERTIFY THAT AFTER INQUIRY and investigation, the application of Cayuga Health System is APPROVED. The Public Health and Health Planning Council considered this application at its meeting of August 7, 2014. You are expected to comply with the conditions listed on the August 14, 2014 letter from Keith W. Servis.

Public Health and Health Planning 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 Operating Certificate Unit, Bureau of Project Management, Empire State Plaza, Corning Tower, Room 1842, Albany, New York, 12237 or (518) 402-0911, within 30 days of receipt of this letter.

Certificate of Need staff are interested in your experience with the CON process for this project. Please take a short survey to let us know how we are doing. Thank you.

The link to the survey is below:

<https://www.surveymonkey.com/s/9Y6258P>

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

CERTIFICATE OF RESERVATION

ENTITY NAME: CAYUGA HEALTH SYSTEM, INC.

DOCUMENT TYPE: RESERVATION (NEW) (DOM. NFP)

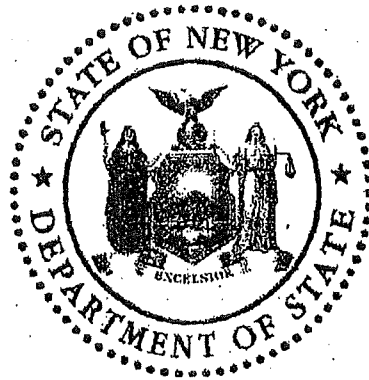
FILED: 07/29/2014 DURATION: 09/29/2014 CASH#: 140729000680 FILM #: 140729000638

FILER:

CARLA PENAZEK
HARRIS BEACH PLLC
99 GARNSEY ROAD
PITTSFORD, NY 14534

ADDRESS FOR PROCESS:

REGISTERED AGENT:



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **
APPLICANT NAME : CARLA PENAZEK

SERVICE COMPANY: LIBERTY CORPORATE SERVICES, INC. - AL		SERVICE CODE: AL	
FEE	35.00	PAYMENTS	35.00
FILING	10.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	35.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

710

CERTIFICATE OF INCORPORATION
OF
CAYUGA HEALTH SYSTEM, INC.

Under Section 402 of the Not-for-Profit Corporation Law

FILED

2014 SEP 22 PM 4:46

**LCS
DRAWDOWN - #AL**

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 22 2014

TAXS _____
BY: MM

HARRIS BEACH PLLC
99 Garnsey Road
Pittsford, New York 14534

Customer Ref.# 55549

770

Facility Id. 977
 Certificate No. S4010011H

Certified Beds - Total 212
 Coronary Care 8
 Intensive Care 8
 Maternity 20
 Medical / Surgical 127
 Neonatal Intensive Care 8
 Physical Medicine and Rehabilitation 15
 Psychiatric 26

Effective Date: 01/06/2017
 Expiration Date: NONE

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Hospital

Cayuga Medical Center at Ithaca
 101 Dates Drive
 Ithaca, New York 14850

Operator: Cayuga Medical Center at Ithaca, Inc
 Co-Operator: Cayuga Health System, Inc.
 Operator Class: Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified.

Ambulance	Ambulatory Surgery - Multi Specialty	Audiology O/P	Cardiac Catheterization - Adult Diagnostic (EP)	Cardiac Catheterization - Electrophysiology (EP)
Cardiac Catheterization - Percutaneous Coronary Intervention (PCI)	Certified Mental Health Services O/P	Clinical Laboratory Service	Coronary Care	Dental O/P
Emergency Department	Intensive Care	Level III Perinatal Care	Linear Accelerator	Lithotripsy
Maternity	Medical Services - Other Medical Specialties	Medical Services - Primary Care	Medical Social Services	Medical/Surgical
Neonatal Intensive Care	Nuclear Medicine - Diagnostic	Physical Medical Rehabilitation	Psychiatric	Radiology - Diagnostic
Radiology-Therapeutic	Renal Dialysis - Acute	Respiratory Care	Stroke Center	Swing Bed Program
Therapy - Occupational O/P	Therapy - Physical O/P	Therapy - Speech Language Pathology	Therapy - Vocational Rehabilitation O/P	
Other Authorized Locations				
Hospital Extension Clinic				
Cayuga Endoscopy Center 2435 N. Triphammer Road Ithaca, New York 14850	Cayuga Medical Center Imaging Services 16 Brenwood Drive Suite B Ithaca, New York 14850	Cayuga Medical Center Physical Therapy 10 Breatwood Drive Ithaca, New York 14850	Convenient Care Center 10 Arrowwood Drive Ithaca, New York 14850	
Cortland Convenient Care 1129 Commons Ave Cortland, New York 13045	Island Health Center 310 Taughannock Blvd Ithaca, New York 14850			

Howard Zucker, M.D.

Commissioner

20170109 Deputy Director Office of Primary Care and Health Systems Management

This certificate must be conspicuously displayed on the premises.

Facility Id.
Certificate No.

7670
5401001H

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Hospital Extension Clinic

Cortland Convenient Care

1129 Commons Ave

Cortland, New York 13045

Operator: Cayuga Medical Center at Ithaca, Inc
Co-Operator: Cayuga Health System, Inc.
Operator Class: Voluntary Not for Profit Corporation

It has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Clinical Laboratory Service O/P

Medical Services - Other Medical Specialties Medical Services - Primary Care

Effective Date:
Expiration Date:

06/01/2015
NONE

Scott W. Lewis

20150910 Deputy Director Office of Primary Care and
Health Systems Management

Howard Zucker, M.D.

Commissioner

This certificate must be conspicuously displayed on the premises.

Facility Id.
Certificate No.

4333
5401001H

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Hospital Extension Clinic

Convenient Care Center

10 Arrowwood Drive

Ithaca, New York 14850

Operator: Cayuga Medical Center at Ithaca, Inc
Co-Operator: Cayuga Health System, Inc.
Operator Class: Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Ambulatory Surgery - Multi Speciality

Clinical Laboratory Service O/P

Lithotripsy O/P

Medical Services - Other Medical Specialities

Medical Services - Primary Care

Therapy - Occupational O/P

Therapy - Physical O/P

Therapy - Respiratory O/P

Effective Date: 06/01/2015
Expiration Date: NONE

Scott W. Jensen

20150910 Deputy Director Office of Primary Care and Health Systems Management

Howard Zucker, M.D.

Commissioner

This certificate must be conspicuously displayed on the premises.

Facility Id.
Certificate No.

9023
5401001H

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Hospital Extension Clinic

Island Health Center
310 Taughannock Blvd
Ithaca, New York 14850

Operator: Cayuga Medical Center at Ithaca, Inc
Co-Operator: Cayuga Health System, Inc.
Operator Class: Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Medical Services - Other Medical
Specialties

Medical Services - Primary Care

Therapy - Physical O/P

Effective Date:
Expiration Date:

06/01/2015
NONE

Scott W. Shuman

20150910 Deputy Director Office of Primary Care and
Health Systems Management

Howard Zucker, M.D.

Commissioner

This certificate must be conspicuously displayed on the premises.

Facility Id.
Certificate No.

9063
5401001H

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Hospital Extension Clinic

Cayuga Medical Center Physical Therapy

10 Brentwood Drive

Ithaca, New York 14850

Operator:

Cayuga Medical Center at Ithaca, Inc

Co-Operator:

Cayuga Health System, Inc.

Operator Class:

Voluntary Not for Profit Corporation

It has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Medical Services - Primary Care

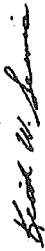
Therapy - Physical O/P

Effective Date:
Expiration Date:

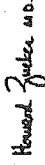
10/01/2014
NONE

20150910

Deputy Director Office of Primary Care and
Health Systems Management



This certificate must be conspicuously displayed on the premises.



Commissioner

9777
5401001H

Facility Id.
Certificate No.

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE
Hospital Extension Clinic

Cayuga Medical Center Imaging Services
16 Brentwood Drive Suite B
Ithaca, New York 14850

Operator: Cayuga Medical Center at Ithaca, Inc
Co-Operator: Cayuga Health System, Inc
Operator Class: Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Medical Services - Other Medical
Specialties

Effective Date: 01/20/2015
Expiration Date: NONE

Scott W. Lewis

Deputy Director Office of Primary Care and
Health Systems Management

Howard Zucker, M.D.

Commissioner

This certificate must be conspicuously displayed on the premises.

20150910

Facility Id.
Certificate No.

9794
5401001H

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Hospital Extension Clinic

Cayuga Endoscopy Center
2435 N. Tripphammer Road
Ithaca, New York 14850

Operator: Cayuga Medical Center at Ithaca, Inc
Co-Operator: Cayuga Health System, Inc.
Operator Class: Voluntary Not for Profit Corporation

It has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Ambulatory Surgery - Single Specialty -
Gastroenterology

Effective Date: 04/03/2015
Expiration Date: NONE

Scott W. Jensen

20150910 Deputy Director Office of Primary Care and
Health Systems Management

Howard Zucker, M.D.

Commissioner

This certificate must be conspicuously displayed on the premises.

Facility Id. 858
Certificate No. 4823700C

Certified Beds - Total 25
Special Use 25

State of New York Department of Health Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Primary Care Hospital - Critical Access Hospital

Schuyler Hospital
220 Steuben Street
Montour Falls, New York 14865

Operator: Schuyler Hospital, Inc.
Co-Operator: Cayuga Health System, Inc.
Operator Class: Voluntary Not for Profit Corporation

Effective Date: 06/01/2015
Expiration Date: NONE

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified.

Ambulatory Surgery - Multi Specialty	Audiology O/P	Clinic Part Time Services	Dental O/P	Emergency Department
Medical Services - Other Medical Specialties	Medical Services - Primary Care	Medical Social Services	Podiatry O/P	Swing Bed Program
Therapy - Occupational O/P	Therapy - Physical O/P	Therapy - Speech Language Pathology O/P		

Other Authorized Locations

Primary Care Hospital - Critical Access Hospital Extension Clinic
 Montour Falls Extension Clinic
 401 West Main Street
 Montour Falls, New York 14865

Primary Care Extension Clinic
 2138 West Seneca Street
 Ovid, New York 14521

September Hill Birth Center
 250 Steuben St
 Montour Falls, New York 14865

20150910 Deputy Director Office of Primary Care and Health Systems Management

Commissioner

This certificate must be conspicuously displayed on the premises.