

ADDENDUM

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

November 2, 2023

10:00 a.m.

90 Church Street, 4th Floor, Conference Rooms 4 A/B, NYC, 10007

I. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

D. Certificates

Exhibit # 7

Certificate of Dissolution

Applicant

Greater Harlem Nursing Home and Rehabilitation Center, Inc.

MEMORANDUM

To: Kathy Marks
General Counsel

From: Jason Riegert
Deputy Director
Bureau of Program Counsel, Division of Legal Affairs

Date: October 24, 2023

Subject: Proposed Dissolution of Greater Harlem Nursing & Rehabilitation Center, Inc.

The attached package was prepared by William Sacks, Senior Attorney, for the Division of Legal Affairs. Relevant background material has been included.

I have reviewed the package and find it acceptable.

If you approve, please sign the memo and kindly return the package to me for further processing.

Thank you.

MEMORANDUM

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

From: William Sacks, Senior Attorney
Bureau of Program Counsel, Division of Legal Affairs

Date: October 24, 2023

Subject: Proposed Dissolution of Greater Harlem Nursing & Rehabilitation Center, Inc.

Please include this matter on the next Establishment and Project Review Public Health and Health Planning Council agenda.

The attachments relating to the matter include the following:

- 1) A Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) Letter from applicant's legal counsel requesting approval of the proposed Certificate of Dissolution of Greater Harlem Nursing & Rehabilitation Center, Inc.;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of Greater Harlem Nursing & Rehabilitation Center, Inc.;
- 4) An executed Plan of Dissolution and a proposed Certificate of Dissolution of Greater Harlem Nursing & Rehabilitation Center, Inc.;
- 5) Certificate of Incorporation of Greater Harlem Nursing Home Company, Inc., Certificates of Amendment of Certificates of Incorporation (Greater Harlem Nursing & Rehabilitation Center, Inc.), and associated documents and consents;
- 6) The Bylaws of Greater Harlem Nursing & Rehabilitation Center, Inc.;
- 7) Joint Resolution of the Board of Directors and Members of Greater Harlem Nursing and Rehabilitation Center, Inc., to approve the dissolution.
- 8) Correspondence from counsel for Ryan Health to the New York State Supreme Court for New York County.
- 9) A decision from the Supreme Court for New York County and subsequent wire transfer records from applicant's attorney to Brooklyn Plaza Medical Center, New York City Health and Hospitals and William F. Ryan Community Health, demonstrating that distribution of Greater Harlem's remaining assets was properly approved and completed.

Attachments

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: October 24, 2023

Subject: Proposed Dissolution of Greater Harlem Nursing & Rehabilitation Center, Inc.

Greater Harlem Nursing & Rehabilitation Center, Inc. requests Public Health and Health Planning Council (“PHHPC”) approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law §§ 1002(c) and 1003, as well as 10 NYCRR Part 650.

Greater Harlem Nursing & Rehabilitation Center, Inc. (“GHNRC”) is a New York not-for-profit corporation formed on February 8, 1973, when the entity filed a Certificate of Incorporation for the predecessor corporation, Greater Harlem Nursing Home Company, Inc. with the Department of State. The original company received approval from the NYS Department of Health and the Public Health Council (“PHC”) to file its Certificate of Incorporation on January 12, 1973.

On November 18, 2008, PHHPC issued its approval to file a Certificate of Amendment to the Certificate of Incorporation for the Greater Harlem Nursing Home Company, Inc., as adopted by the company on February 22, 2008. This amendment reflected a change of corporate name to Greater Harlem Nursing & Rehabilitation Center, Inc., more accurately describing the then-current services and reflecting its desire to expand said operations.

On March 31, 2014, the Harlem Center for Nursing and Rehabilitation, LLC (“Harlem Center”) and GHNRC entered into a court-approved asset purchase agreement whereby Harlem Center agreed to purchase the 200-bed residential care facility and certain other assets from GHNRC. As referenced in CON 152128-B dated May 3, 2018, Harlem Center was approved to operate said residential care facility previously operated by GHNRC. The aforementioned sale was completed in June of 2018 and, as a result, GHNRC elected to dissolve.

GHNRC currently has four directors. The Plan and Certificate of Dissolution were authorized by majority vote of the Directors on June 4, 2019. A copy of such authorizing resolutions is attached. The corporation president certified the results of the dissolution proceedings on July 12, 2019.

Per its Plan of Dissolution dated July 12, 2019, the corporation holds cash assets in the amount of \$9,177,600.35, with outstanding liabilities of \$697,657.68. Following satisfaction of unpaid liabilities, all remaining corporate assets were approved for distribution by court order dated March 14, 2018, to the following three tax-exempt organizations:

- 50% to the New York City Health and Hospitals Corp., for the exclusive use of Renaissance Health Care Network Diagnostic & Treatment Center

- 35% to the William F. Ryan Community Health Center, Inc., with a designation of funds for exclusive use in operation of the Thelma C. Davidson Adair/William F. Ryan Community Health Center
- 15% to the Brooklyn Plaza Medical Center, on the condition that all funds be used for care and treatment provided to persons aged 65 and older

I have confirmed that the applicant received court approval for these distributions and that they were completed via applicant's counsel on October 6 and 13, 2021.

Because the PHC previously approved the filing of the Certificate of Incorporation of GHNRC, PHHPC must approve of this dissolution. If approved by PHHPC, the submitted Petition and Certificate of Dissolution will then be executed/verified and addressed with the Attorney General's Office Charities Bureau.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution. The required documents are attached.

Attachments.

April 28, 2023

Via Overnight Mail

Ms. Colleen M. Leonard, Executive Secretary
Public Health and Health Planning Council
NEW YORK STATE DEPARTMENT OF HEALTH
Corning Tower, Room 1805
Empire State Plaza
Albany, New York 12237

**RE: Proposed Dissolution of Greater Harlem Nursing Home
and Rehabilitation Center, Inc.**

Dear Ms. Leonard:

Greater Harlem Nursing Home and Rehabilitation Center, Inc. requests Public Health and Health Planning Council ("PHHPC") approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law Sections 1002(c) and 1003, as well as 10 NYCRR Part 650.

In project 152128-B, Harlem Center for Nursing and Rehabilitation, LLC was approved to be an operator of a 200-bed Article 28 residential health care facility (RHCF) that was previously operated by Greater Harlem Center for Nursing and Rehabilitation, Inc. On March 31, 2014, Harlem Center for Nursing and Rehabilitation, LLC and Greater Harlem Nursing Home and Rehabilitation Center, Inc. entered into an Asset Purchase Agreement (APA) whereby Harlem Center for Nursing and Rehabilitation, LLC agreed to purchase the operations of the RHCF and certain other assets from Greater Harlem Nursing Home and Rehabilitation Center, Inc. The sale was consummated in June of 2018, and as a result Greater Harlem Nursing Home and Rehabilitation Center, Inc. decided to dissolve. Attached are the following documents for your consideration when reviewing the proposed Certificate of Dissolution:

1. An executed, proposed Certificate of Dissolution of Greater Harlem Nursing Home and Rehabilitation Center, Inc.
2. The Resolution of the Board of Directors and Members of Greater Harlem Nursing Home and Rehabilitation Center, Inc., approving and authorizing the dissolution.

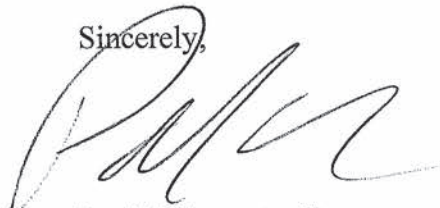
A | F

3. Certificate of Incorporation of Greater Harlem Nursing Home Company, Inc., dated February 6, 1973, and the Certificate of Amendment of Certificate of incorporation dated December 20, 2010, and associated corporate documents and consents.
4. The Amended and Restated Bylaws of Greater Harlem Nursing Home and Rehabilitation Center, Inc. adopted October 20, 1989.
5. A Proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of Greater Harlem Nursing Home and Rehabilitation Center, Inc.

The proposed Certificate of Dissolution is enclosed. The approval of the Certificate of Dissolution by PHHPC is required for the New York State Attorney General to provide consent to the Plan of Dissolution.

Please feel free to contact me if you have any questions. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'Patrick Formato', written in a cursive style.

Patrick Formato, Esq.

ATTORNEY GENERAL OF THE STATE OF NEW YORK
28 Liberty Street, 19th Floor
New York, NY 10005

COUNTY OF NEW YORK

-----X
In the matter of the Application of

GREATER HARLEM NURSING HOME AND
REHABILITATION CENTER INC.,
Petitioner,

VERIFIED PETITION
AG# _____

For Approval of Plan of Dissolution and
Distribution of Assets, pursuant to
Section 1002 of the Not-For-Profit Corporation Law

-----X

Petitioner, Greater Harlem Nursing Home and Rehabilitation Center Inc., by Rodney Alexander, Director/President, of Petitioner for its Verified Petition herein, respectfully alleges:

1. Petitioner, Greater Harlem Nursing Home and Rehabilitation Center Inc., was formed on date of incorporation February 8, 1973, pursuant to Section 402 of the New York Not-for-Profit Law of the State of New York. The Petitioner's Certificate of Incorporation, as amended, and By-Laws, as amended and restated, are attached hereto as Exhibits A-1 and A-2, respectively.

2. The names, addresses and titles of Petitioner's directors and principal officers are as follows:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|------------------|--------------------|---|
| Rodney Alexander | Director/President | 1 Hanson Place Apartment 19G, Brooklyn, NY 11206 |
| Wayne Benjamin | Director | 800 Riverside Drive Apartment 6G New York, NY 11570 |
| Carolyn Bowman | Director/Secretary | 132 West 131 Street New York, NY 10306 |
| Joseph Searles | Director | 2301 Fifth Avenue Suite 10BB New York, NY 10037 |

3. Pursuant to the Certificate of Incorporation, Petitioner was formed, inter alia, to increase the residential health care capacity in New York City and help alleviate the problem of minority access to institutional long-term care experienced throughout New York City's health care system and to this end, to plan, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain and operate a nursing home project pursuant to the terms and provisions of Article 28 of the Public Health Law.

4. The Petitioner is a charitable corporation.

5. Petitioner plans to dissolve and distribute its assets and pay its liabilities in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit B (the "Plan").

6. A special meeting of the Board of Directors of the Petitioner was held pursuant to duly given notice on June 4, 2019, at which a resolution was duly passed by all of directors of the Petitioner adopting a Plan of Dissolution for the Distribution of Assets and authorizing the filing of a Certificate of Dissolution in accordance with Section 1003 of the Not-For-Profit Corporation Law. A copy of the accepted resolutions and unanimous written consent are attached hereto as Exhibit C.

7. The Corporation is dissolving due to the fact that it has sold the nursing home that it had operated and is no longer best positioned to continue performing its corporate purposes.

8. The required governmental approval from the New York State Department of Health, Public Health and Health Planning Council to sell the nursing home had been obtained and is attached as Exhibit D.

9. The required governmental approvals from the New York State Supreme Court to sell the nursing home had been obtained and are attached hereto as Exhibit E.

10. The required governmental approval from the New York State Department of Health, Public Health and Health Planning Council to dissolve the corporation has been obtained and is attached hereto as Exhibit F. No other approvals are necessary.

11. The corporation is registered with the Charities Bureau of the Office of the Attorney General and its registration number is: 02-02-38. The corporation is up to date with its filings and most recently filed its annual report with the Charities Bureau for its fiscal year ended December 31, 20__.

WHEREFORE, Petitioner requests that the Attorney General approve the Certificate of Dissolution of Greater Harlem Nursing Home and Rehabilitation Center, Inc., a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1002.

IN WITNESS WHEREFORE, the Petitioner has caused this Petition to be executed this ____ day of _____, 2023.

GREATER HARLEM NURSING HOME
AND REHABILITATION CENTER, INC.

By: _____
Rodney Alexander, Director/President

Verification

STATE OF NEW YORK }

} ss

COUNTY OF _____ }

Scott Short, being duly sworn, deposes and says:

I am the Director/ President of Greater Harlem Nursing Home and Rehabilitation Center, Inc., the corporation named in the above Petition. I make this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and as to those matters I believe them to be true.

Rodney Alexander, Director/President

On this _____ day of _____, 2023, before me personally appeared _____ to me personally known, who, being duly sworn, did say that he is the _____ of Greater Harlem Nursing Home and Rehabilitation Center, Inc. and that he duly executed the foregoing instrument for and on behalf of Greater Harlem Nursing Home and Rehabilitation Center, Inc. being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

Printed Name: _____

My Commission Expires:

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS**OF****GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.,**

The Board of Directors (the "Board") and Members (the "Members") of Greater Harlem Nursing Home and Rehabilitation Center, Inc., a New York not-for-profit corporation (the "Corporation"), considered the advisability of voluntarily dissolving the Corporation. All of the Board and the Members determined that dissolution of the Corporation is advisable and in the best interests of the Corporation. They adopted the following plan (the "Plan"):

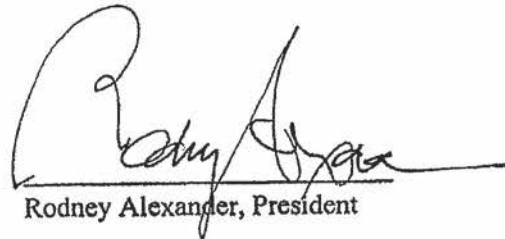
1. The sole asset of the Corporation is cash in the amount of \$9,177,600.35.
2. The Corporation has liabilities of \$697,657.68, which are fully described and itemized on Exhibit A. In addition, Exhibit A lists those liabilities which the Corporation expects to incur in the process of administering the Plan and dissolving the Corporation.
3. Subject to any satisfaction of any unpaid liabilities, the assets of the Corporation shall be distributed to the following organization(s) with substantially similar purposes to those of the Corporation, which qualify as an exempt organization(s) pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, in the proportions or amounts, as set forth on Exhibit B hereto. Attached hereto as Exhibit C are the following documents for each proposed recipient:
 - a. Certificate of Incorporation
 - b. Most recent financial report
 - c. An affidavit from a director or officer of such recipient stating (i) the purposes of the organization, (ii) that such organization is tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, and (iii) that it is up to date in its registration and annual financial filings
4. Approval of the sale of the nursing home was obtained from the New York State Department of Health and the New York State Public Health and Health Planning Council (collectively "DOH"), whose approvals are attached as Exhibit D. No additional approvals are necessary.
5. Within two hundred seventy (270) days after the date on which the Attorney General approved the Plan, the Corporation shall carry out the Plan. After the Plan is carried out, a certificate of dissolution shall be signed by an authorized officer and all required approvals shall be attached thereto

[Signature Page Follows]

CERTIFICATION

I, Rodney Alexander, President of Greater Harlem Nursing Home and Rehabilitation Center, Inc., (the "Corporation") hereby certify under penalties for perjury that a special meeting of the Board of Directors and members of the corporation was duly held at 2:00 p.m. on November 4, 2014 via teleconference at which a resolution was duly passed by all of directors of the Corporation adopting a Plan of Dissolution for the Distribution of Assets and authorizing the filing of a Certificate of Dissolution in accordance with Section 1003 of the Not-For-Profit Corporation Law. In addition, the Board and the Members ratified such initial resolutions by means of a meeting of the Board and Members, dated June 4, 2019, approving the final Plan of Dissolution.

Dated: July 12, 2019



Rodney Alexander, President

Exhibit A

Liabilities

Outstanding Creditors

1. HMM, CPAs LLP – \$36,820 – accounting fees related to calculation of closing and post-closing adjustments.
2. Abrams Fensterman, et. al., LLP – \$47,094.11 post-closing and dissolution costs
3. Nicholas M. Cherot, Esq. – \$94,861.50. Legal Services from December 1, 2015 as outside general counsel to the Corporation.
4. Harlem Center for Nursing and Rehabilitation, LLC – \$86,416.80 as reimbursement for (i) fees paid at the Closing to New York State Homes & Community Renewal and (ii) unpaid liabilities assumed which are due and owing to the New York State Department of Health, both of which from periods prior to the date that Harlem Center for Nursing and Rehabilitation, LLC (“Harlem Center”) was appointed receiver for the nursing facility. The total verifiable amount assumed by Harlem Center was \$124,541.76. However, of such amount, Harlem Center had already received a credit for \$38,124.96 in the closing adjustments approved by the court.
5. Harlem Center for Nursing and Rehabilitation, LLC – \$180,885.96. Reimbursement to Harlem Center for Nursing and Rehabilitation, LLC for payments made in connection with a settlement with employees related to wage and hour allegations which related to periods before and after the receivership commencing.
6. Harlem Center for Nursing and Rehabilitation, LLC - \$160,481.00 as reimbursement to Harlem Center for Nursing and Rehabilitation, LLC for overpayments deducted from collections due to operations prior to the commencement of the receivership. Specifically, these overpayments relate to recent determinations made by the New York State Department of Health for Nursing Home Quality Pool assessments.
7. Gorton and Partners - \$ 91,098.31. This was an outstanding account payable that was carved out of the assumption by Harlem Center for Nursing and Rehabilitation, LLC based on the closing adjustments approved by the court.

Wind -Up Costs

1. HMM, CPAs LLP — accounting fees related to dissolution and final tax return
2. Abrams Fensterman, et. al., LLP – Dissolution and wind-up costs
3. Nicholas M. Cherot, Esq. – Dissolution and other general counsel costs

Exhibit B**Distribution of Assets**

Following the satisfaction of the debts and liabilities of the Corporation and subsequent to the dissolution of the Corporation, the Corporation, which has served the Harlem community for more than 50 years, has a desire to maintain a continuing presence in Harlem, even after dissolution. It intends to do so by associating itself with one of the area's most distinguished nonprofit institutions, The Studio Museum in Harlem. Towards that end, the Corporation will distribute \$100,000 to the museum's acquisitions committee to purchase art, including photography. The display of such art would be accompanied by a plaque acknowledging the Corporation and the impact that such had on the community.

The remaining balance of the Proceeds (the "Balance") will be distributed as follows:

- (i) fifty percent (50%) of the Balance will be distributed to New York City Health and Hospitals Corporation for the exclusive use of Renaissance Health Care Network Diagnostic & Treatment Center;
- (ii) thirty-five percent (35%) of the Balance shall be distributed to William F. Ryan Community Health Center, Inc., with a designation that the funds are intended for the exclusive use of The Thelma C. Davidson Adair/William F. Ryan Community Health Center; and
- (iii) fifteen percent (15%) of the Balance shall be distributed to Brooklyn Plaza Medical Center, Inc., upon the condition that all of the funds distributed shall be used for the benefit, care and treatment of those aged 65 and older.



Division of Corporations,
State Records and
Uniform Commercial Code

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

CERTIFICATE OF DISSOLUTION
OF

GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.

(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.

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

GREATER HARLEM NURSING HOME COMPANY, INC.

SECOND: The certificate of incorporation was filed with the Department of State on:

February 8, 1973

THIRD: The name and address of each officer and director of the corporation is:

Rodney Alexander (Director/President): 924 West End Avenue #113, New York, NY 10025

Wayne Benjamin (Director): 800 Riverside Drive, Apartment 6G, New York, NY 10032

Joseph Searles (Director): 2301 Fifth Avenue, Suite 10BB, New York, NY 10037

Carolyn Bowman (Director/Secretary): 132 West 131 Street, New York, NY 10027

FOURTH: The corporation is a: *(check the appropriate box)*

charitable corporation non-charitable corporation.

FIFTH: At the time of authorization of the corporation's Plan of Dissolution and Distribution of Assets as provided in Not-for-Profit Corporation Law §1002, the corporation holds:

(Check the appropriate statement)

assets which are legally required to be used for a particular purpose.

no assets which are legally required to be used for a particular purpose.

SIXTH: The corporation elects to dissolve.

SEVENTH: *(Check the appropriate statement)* The dissolution was authorized by:

- a vote of a majority of the board of directors. The corporation has no members.
- the majority vote of the board of directors, followed by two-thirds vote of the members.

EIGHTH: *(Check the appropriate statement)*

- Prior to the delivery of the Certificate of Dissolution to the Department of State for filing the Plan of Dissolution and Distribution of Assets was approved by the Attorney General. A copy of the approval of the Attorney General is attached.
- Prior to the delivery of the Certificate of Dissolution to the Department of State for filing the Plan of Dissolution and Distribution of Assets was approved by a Justice of the Supreme Court. A copy of the Court's Order is attached.
- The corporation is a charitable corporation with no assets. Prior to the delivery of the Certificate of Dissolution to the Department of State for filing a copy of the Plan of Dissolution which contains the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law, has been duly filed with the Attorney General.
- The corporation is a non-charitable corporation with no assets. The corporation's Plan of Dissolution is not required to contain the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law and is not required to be filed with Attorney General.

X 
(Signature)

Rodney Alexander

(Print or Type Name of Signer)

President

(Capacity of Signer)

CERTIFICATE OF DISSOLUTION
OF
GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.

(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

Filer's Name: Patrick Formato

Company, if applicable: Abrams Fensterman, LLP

Address: 3 Dakota Drive, Suite 300

City, State and Zip Code: Lake Success, New York 11042

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This Certificate of Dissolution must be signed by an officer, director or duly authorized person.
3. Attach the consent of the New York State Department of Taxation and Finance.
4. Attach the consent of the New York City Department of Finance, if required.
5. Attach a copy of the approval of the Attorney General or Order of the Supreme Court, if required.
6. The Certificate of Dissolution must include the approval of the Attorney General if the corporation is a charitable corporation or if the corporation is a non-charitable corporation and holds assets at the time of dissolution legally required to be used for a particular purpose.
7. Attach any other consent or approval required by law.
8. The fee for filing this certificate is \$30, made payable to the Department of State.

For DOS Use Only

**CERTIFICATE OF DISSOLUTION OF
GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.**

Under Section 1003 of the Not- For-Profit Corporation Law

I, Rodney Alexander, the President of Greater Harlem Nursing Home and Rehabilitation Center, Inc. (the "Corporation"), hereby certify:

1. The name of this corporation is Greater Harlem Nursing Home and Rehabilitation Center, Inc. The name under which the Corporation was formed is Greater Harlem Nursing Home Company, Inc.

2. The Certificate of Incorporation of the Corporation was filed with the New York State Department of State on the 8th day of February, 1973.

3. The names and addresses of each of the officers and directors of the Corporation and the title of each are as follows:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|--------------------------------|-----------------------------------|--|
| Rodney Alexander | Director/President | 924 West End Avenue #113 New York, New York 10025 |
| Wayne Benjamin | Director | 800 Riverside Drive Apartment 6G New York, New York 10032 |
| Carolyn Bowman | Director/Secretary | 132 West 131 Street New York, New York 10027 |
| Roscoe C. Brown, Jr., Ph.D. | Director/Senior Vice President | 4555 Henry Hudson Parkway Riverside, New York 10471 |
| Joseph Searles | Director | 2301 Fifth Avenue Suite 10BB New York, New York 10037 |
| Thomas Foristall | Chief Executive Officer | 51 Ridgefield Drive Middletown, Connecticut 06457 |
| Steve Cohen | Chief Financial Officer | 93 Glenwood Avenue New Rochelle, New York 10801 |

4. At the time of dissolution, the Corporation is a charitable New York not-for-profit corporation.

5. [A. At the time of authorization of the Corporation's Plan of Dissolution and Distribution of Assets pursuant to N-PCL § 1002, the Corporation held assets legally required to be used for a particular purpose

OR

B. At the time of authorization of the Corporation's Plan of Dissolution and Distribution of Assets pursuant to N-PCL § 1002, the Corporation held no assets legally required to be used for a particular purpose.]

6. The Corporation elects to dissolve.

7. The Board of Directors approved a Plan of Dissolution and Distribution of Assets by unanimous approval of the Board of Directors. The Members approved a Plan of Dissolution and Distribution of Assets by unanimous approval by the Members.

8. On _____, 20__, the Attorney General of the State of New York approved the Plan of Dissolution and Distribution of Assets. A copy of the Attorney General's Approval is attached hereto pursuant to N-PCL § 1003(a)(8).

9. Approval of the dissolution of the Corporation by the New York Department of Health, Public Health and Public Health Planning Council is attached hereto.

10. The Corporation has carried out the Plan of Dissolution and Distribution of Assets.

11. Prior to the filing of this Certificate of Dissolution with the Department of State, the endorsement of the New York State Attorney General will be stamped below.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has signed the Certificate of Dissolution of Greater Harlem Nursing Home and Rehabilitation Center, Inc., this __ day of _____, 20__

GREATER HARLEM NURSING HOME
AND REHABILITATION CENTER, INC.

By: _____
Rodney Alexander, President

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.**

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

The undersigned, being the President of Greater Harlem Nursing Home and Rehabilitation Center, Inc., DOES HEREBY CERTIFY THAT:

FIRST: The name of the Corporation is:

GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC.

The name under which the Corporation was formed is:

GREATER HARLEM NURSING HOME COMPANY, INC.

SECOND: The date of filing of the certificate of incorporation with the Department of State is February 8, 1973.

THIRD: The laws under which the Corporation was formed are the Not-for-Profit Corporation Law and the Public Health Law.

FOURTH: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type D corporation under Section 201 of the Not-for-Profit Corporation Law. It shall continue to be a Type D corporation under Section 201 of the Not-for-Profit Corporation Law following the enlargement of the corporate purposes as herein provided.

FIFTH: The certificate of incorporation of GREATER HARLEM NURSING HOME AND REHABILITATION CENTER, INC., is hereby amended in the following respects:

(a) Article III, which sets for the purposes of the corporation, is hereby amended to read as follows:

The purposes for which the Corporation is formed, is to plan, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain and operate a nursing home project pursuant to the terms and provisions of the Public Health Law; to establish and operate an adult care facility, commonly referred to as an "adult home," for the purpose of providing long-term residential care, room, board, housekeeping, personal care, (either directly or indirectly), and supervision to five or more adults as provided in Social

Services Law Section 2(25); to establish and operate an assisted living program under and pursuant to Social Services Law Section 461-l; and to establish and operate a licensed home care services agency approved under Article 36 of the Public Health Law; provided that no such adult home, assisted living program or licensed home care services agency shall be established and operated without the prior written approval of the New York State Department of Health and the written approval of any other New York State agency as may be required by law.

This Corporation, pursuant to Section 201 of the Not-for-Profit Corporation Law, shall be "Type D."

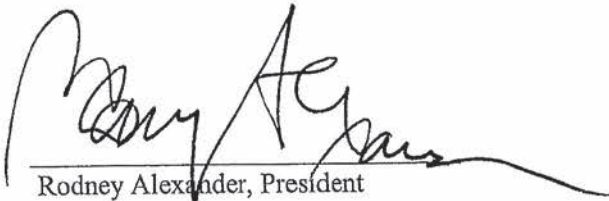
(b) Article VI, which addresses the directors of the corporation, is hereby amended to read as follows:

The number of directors of the Corporation shall be not less than seven nor more than fifteen. Directors shall be elected by the members of the Corporation. One additional director may be designated by the Commissioner of Health of the State of New York (hereinafter referred to as the "Commissioner"). In the absence of fraud or bad faith said additional director appointed by the Commissioner shall not be personally liable for the debts, obligations or liabilities of the Corporation.

SIXTH: The Secretary of State of the State of New York hereby is designated as the agent of the Corporation upon whom process in any action or proceeding 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 the Secretary of State, is 30 West 138th Street, New York, New York 10037.

SEVENTH: The amendment was authorized by the vote of a majority of the members of the Corporation.

IN WITNESS WHEREOF, this Certificate has been subscribed the ²⁰ day of December, 2010, by the undersigned, who affirms that the statements made herein are true under the penalties of perjury.


Rodney Alexander, President

**AMENDED AND RESTATED
BY-LAWS
OF
GREATER HARLEM NURSING HOME & REHABILITATION CENTER, INC.**

**ARTICLE I
MEMBERSHIP**

SECTION 1. The membership of the Company shall consist of those persons who are elected to membership as hereinafter provided.

SECTION 2. A person shall become a member upon being elected by the Board of Directors (the "Board", each member of the Board a "Director") after submission of an application to the Secretary on the prescribed form for such purpose. The application shall be endorsed with the approval of at least one Director. The Board of Directors, at a meeting duly called, shall act upon the proposal. Directors shall consider, in addition to an applicant's general qualifications and the needs of the Company, the composition of the surrounding community, including its major institutions and the degree to which granting membership to the applicant would enhance the reflection of such composition in the Company. Elections shall be by ballot and three negative votes shall preclude membership. All proceedings regarding election of members shall be strictly confidential.

SECTION 3. Membership shall be evidenced by a certificate of membership, signed by the Secretary of the Company. The certificate of membership and the rights and privileges of a member shall not be assignable.

SECTION 4. Immediately upon and by virtue of election to membership, the member shall become a Director and shall be assigned to one of the three classes of Directors, except that if the member is filling a vacancy on the Board of Directors he/she shall hold office until the next annual meeting of members of the Company at which the election of Directors is in the regular order of business and until his/her successor is elected and qualified.

SECTION 5. Each member shall have one vote only at any meeting of the members except as set forth in Section 3 of Article III.

SECTION 6. All notices to members shall be mailed to their addresses as given on the books of the Company, and such mailing shall constitute presumptive evidence of service thereof.

SECTION 7. Membership will terminate on the death or resignation of a member or on the member's expulsion. A member of the Company shall lose all rights and benefits of membership, including but not limited to, his or her membership on the

Board of Directors pursuant to Article 1, Section 4, and shall cease being a member of the Company immediately upon his/her resignation or removal from office or other termination of his/her term as a Director.

ARTICLE II MEETINGS

SECTION 1. a. The annual meeting of members of the Company shall be held in the month of April or May in each year on a day and hour to be fixed by the Directors at a prior meeting. Notice of the time and place of the annual meeting shall be mailed to each member at least fifteen (15) days prior thereto.

b. At all annual meetings of members of the Company the order of business shall be as follows:

- i. Reading of minutes of immediately preceding annual meeting for information and approval, if not previously approved.
- ii. Reports of officers
- iii. Reports of committees
- iv. Election of Directors
- v. Unfinished business
- vi. New business
- vii. Reading and approval of minutes of meeting just held, if requested.

SECTION 2. Special meetings of members may be called by the President at any time on his own initiative or by the President or Secretary upon request of five members to such officer made in writing or as otherwise provided by law. Notice of the meeting shall be delivered personally or mailed to each member at least ten days prior to the meeting. At such special meeting, there shall be considered only such business as specified in the notice of meeting.

SECTION 3. At all meetings of the Company, either regular or special, the number of members entitled to cast a majority of the total number of votes entitled to be cast at the meeting shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him.

SECTION 4. Regular meetings of the Board of Directors shall be held monthly except in July and August. Special meetings may be called by the President on his own initiative whenever, in his/her judgment, it may be necessary, or by the Secretary upon request of any four members of the Board of Directors. Five days notice of meetings of the Board shall be delivered personally, by electronic means or by mail to all Directors and shall be deemed sufficient notice of such meetings.

SECTION 5. One third of the entire Board of Directors shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him/her.

SECTION 6. Unless otherwise specified in the notice of meeting, all meetings shall be held at the offices of the Company.

SECTION 7. a. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

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

ARTICLE III BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have general charge and management of the affairs, funds and property of the Company. It shall have full power and it shall be its duty to carry out the purposes of the Company according to these bylaws. It may vote the expenditure of money, as it may deem necessary or advisable.

SECTION 2. The Board of Directors may make rules for the conduct of the members and the use of the Company property, not inconsistent, however, with anything herein set forth.

SECTION 3. Except for those members who become Directors pursuant to Article 1, Section 4 of these By-Laws, the Directors of the Company shall be elected at the annual meeting of members. Each active member shall be entitled to one vote for each Director to be elected. Votes may not be cast cumulatively. Those candidates equal in number to the position to be filled who receive the greatest number of votes cast shall be declared elected.

SECTION 4. a. The number of directors constituting the entire Board shall be not less than three and not more than fifteen, with the precise number of directors fixed from time to time by action of a majority of the members or a majority of the entire Board. One additional director may be designated by the Commissioner of Health of the State of New York (the "Commissioner"). Notwithstanding anything to the contrary in these By-Laws, in the absence of fraud or bad faith said additional director appointed

by the Commissioner shall not be personally liable for the debts, obligations or liabilities of the Corporation.

b. The Directors shall be divided into classes, as nearly equal in number as may be. At the first annual meeting one-third thereof shall be elected to serve for one year; one-third thereof for two years; and one-third thereof for three years. Then upon expiration of the term of each class of Directors, new Directors shall be elected to serve for a full term of three years each and until the successor of each has been elected and qualified.

SECTION 5. a. The standing committees of the Board shall be the Executive Committee and such other committees as the Board may establish, each of which shall consist of at least three Directors. The Board may also establish special or ad hoc committees from time to time, which may consist of one or more Directors, appointed by the Chairperson in consultation with the President, and the Chairperson shall also name the chairpersons. Committees shall meet as often as necessary and as otherwise directed by the Chairperson.

b. The Executive committee shall consist of the officers of the Company and the chairpersons of the other standing committees. The Executive Committee shall be vested with all of the powers of the Board during the intervals when the Board is not in session, except as otherwise provided by law. It shall report on its activities at the meetings of the Board.

SECTION 6. The Board of Directors shall not impose any liability or levy any assessment upon the members.

SECTION 7. The Board of Directors may require any Director, officer, agent employee, representative or any other individual or individuals responsible for funds to furnish a surety bond in such amount as may be determined by the Board of Directors.

SECTION 8. Immediately upon election and by virtue thereof, a Director shall become a member of the Company. Termination of a Director's membership in the company shall result in the immediate and simultaneous termination of his/her term as Director.

SECTION 9. It is the policy of the Company that its Directors avoid conflicts of interest. To that end, each Director shall (a) fully and in writing disclose to the Board his or her interest in any contract or proposed contract with the Company; (b) annually execute and file a Director's Annual Certification with the Secretary not less than 30 days and not more than 60 days preceding the date set by these Bylaws for the annual meeting of members; and (c) refrain from participating in any deliberations, voting or otherwise attempting to influence any decision whenever he or she has a substantial financial interest in a matter coming before the Board.

SECTION 10. a. Any or all of the directors may be removed for cause by vote of the

members, or by vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

b. Any or all of the directors may be removed without cause by vote of the members.

ARTICLE IV OFFICERS

SECTION 1. The officers of the Company shall be President, Senior Vice-President, Vice-President, Secretary and Treasurer.

SECTION 2. The President shall preside at all meetings of the members of the Company, the Board of Directors and the Executive Committee, and shall set the agendas for all meetings of the Board of Directors. He or she shall name the chairpersons of all committees and shall be a member *ex-officio* of all committees.

SECTION 3. In the absence or incapacity of the President, the Senior Vice-President shall perform the President's duties, and in the absence of or incapacity of both President and Senior Vice-President, the Vice-President shall preside and assume the duties of the President.

SECTION 4. The Secretary shall keep the minutes of all meetings of members of the Company and of the Board of Directors and shall mail out all notices for meetings of the Company or the Board of Directors. The Secretary shall maintain and have custody of the official records of the Company, including membership records, and shall in general perform all other duties normally associated with the office of secretary of a corporation.

SECTION 5. The Treasurer shall have charge of all receipts and monies of the Company. The Treasurer shall report in detail to the Board from time to time on the fiscal affairs of the Company, and shall in general perform all other duties normally associated with the office of Treasurer of a corporation.

SECTION 6. The President, Secretary or Treasurer shall, on being so directed by the Board, execute all leases, contracts or other instruments in writing, unless otherwise delegated. They shall perform such other duties and tasks as may be required by the Board or in the case of the Secretary and Treasurer, by the President, and have such other powers as may be prescribed by the Board.

SECTION 7. Officers shall be elected by the Board of Directors at the meeting of the Board on the same day as and immediately following the annual meeting of members of the Company. An officer shall be elected by majority vote of the Directors present and shall serve in office until the next annual election of officers and until his/her successor is elected and qualified.

SECTION 8. Any officer may be removed from office with or without cause at any time by the Board of Directors.

ARTICLE V VACANCIES

SECTION 1. If a vacancy occurs among the officers, the vacancy shall be filled by the vote of the Board of Directors, subject to any applicable provisions of these by-laws.

SECTION 2. If a vacancy occurs among the Board of Directors, the vacancy shall be filled by the vote of the Members, subject to any applicable provisions of these by-laws.

SECTION 3. The person elected to fill a vacancy shall serve until the next meeting at which the election to the position filled is in the regular order of business and until the person's successor is elected and qualified.

ARTICLE VI COMPENSATION OF DIRECTORS AND OFFICERS

SECTION 1. Neither officers, Directors nor members shall receive any salary or compensation for services rendered to the Company as such officers, Directors or members.

SECTION 2. The above shall not preclude payment of necessary expenses.

ARTICLE VII ADMINISTRATOR

SECTION 1. The Board of Directors shall select for employment by the Company an administrator who holds a currently valid nursing home administrator's license and registration who shall be its direct executive representative in the management of the nursing home. He/she shall have the necessary authority and be held responsible for the administration of the nursing home, subject only to such policies adopted and such orders issued by the Board of Directors and to any applicable federal, state or local regulations or legal provisions.

SECTION 2. The administrator shall:

a. Report to the Board of Directors at each regular monthly meeting and whenever directed to do so by the Board of Directors, and attend all meetings of the Board.

b. Implement the policies of the nursing home by making operating decisions. Pursuant to the foregoing the authority and duties of the administrator shall include but not be limited to:

1. To be responsible for carrying out all policies established by the Board of Directors;
2. To plan and submit to the Board of Directors for approval the organization of personnel and others concerned with the operation of the nursing home;
3. To prepare an annual budget, showing expected receipts and expenditures for approval by the Board of Directors;
4. To select, employ, control and discharge all employees;
5. To keep all physical properties in a good state of repair and operating condition;
6. To supervise all business affairs and collections and expenditures of all funds to the best possible advantage;
7. To report to the Treasurer regularly;
8. Where appropriate, to integrate the services of the nursing home with the community's health resources.

**ARTICLE VIII
AMENDMENTS**

SECTION 1. These by-laws may be amended by a majority vote of the members of the Company at a regular or special meeting provided notice of the proposed amendment has been stated in the call of the meeting.

SECTION 2. These by-laws may be amended by a majority vote of the Board of Directors at a regular or special meeting provided notice of the proposed amendment has been stated in the call for the meeting.

**ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Insofar as the laws of the State of New York permit, the corporation shall, except as hereinafter provided, indemnify and reimburse each director, former director, officer, and former officer, and his/her heirs and legal representatives for and against loss, liability and expense, whether heretofore or hereafter imposed upon or incurred by his/her in connection with any pending or future action, suit, proceeding or claim in which he/she may be involved, or with which he/she may be threatened by reason of any alleged act or omission as a director, or as an officer of the Corporation. Such loss, liability and expense shall include, but not be limited to judgments, court costs, attorney's fees and the cost of reasonable settlements. Such indemnification and reimbursements shall not cover (a) judgments, expense or liabilities rendered, imposed or incurred in connection with any item or matter as to which such director or officer has benefited from, or shall be finally adjudged to be liable by reason of gross negligence, or willful misconduct in the performance of his/her duties as such director or officer; (b) amounts paid to the Corporation, or (c) loss, liability or expense imposed or incurred in connection with any item or matter which shall be settled without final adjudication, unless such settlement shall have been approved as in the best interests of the Corporation by vote of the Board of Directors at any meeting in which no director participates against whom as such director any suit or proceeding on the same or similar grounds is then pending or threatened. The foregoing rights of indemnification and reimbursement shall be in addition to any rights which any director, former director, officer or former officer may otherwise be entitled to as a matter of law. The Corporation may purchase and maintain insurance in addition to directors and officers to the fullest extent permitted by the laws of the State of New York.

Adopted October 20, 1989
Amendment Approved September 19, 1997
Amendment Approved January 25, 2002
Amendment Approved May 16, 2003
Amendment Approved January 16, 2004
Amendment Approved May 16, 2007
Amendment Approved December 15, 2010
Amendment Approved June 15, 2011
Amendment Approved February 24, 2012
Amendment Approved February 16, 2016

GREATER HARLEM NURSING HOME & REHABILITATION CENTER, INC.

30 WEST 138 STREET

NEW YORK, NY 10037

PHONE: 212 690-7400 FAX: 212 926-1799

A special meeting of the **Board of Directors** (the “Board”) and of the **Members** (the “Members”) of Greater Harlem Nursing Home & Rehabilitation Center, Inc., a New York not-for-profit corporation (the “Company” or “Corporation”) was held Tuesday, June 4, 2019 by teleconference.

PRESENT (Directors and Members)

Rodney Alexander
Wayne Benjamin
Carolyn Bowman

EXCUSED

Joseph Searles

COUNSEL

Nicholas Cherot, Esq.
Michael L. Gurman, Esq.,

CALL TO ORDER

Mr. Alexander, a quorum for the meeting of the Board and a quorum for a meeting of the Members being satisfied, called the meeting to order at approximately 2:05 pm.

MEETING OF THE BOARD AND THE MEMBERS OF THE COMPANY

Mr. Alexander conducted a roll call of all persons in attendance, with each person named under “Present,” “Staff” and “Counsel” reciting his or her name. Due notice of the meeting had been provided and/or waived by each director and member. Mr. Gurman accepted Mr. Alexander’s invitation to lead the discussion of the Meeting Package, its contents and the transactions contemplated in the Meeting Package as follows:

1. The Meeting Package (consisting of (i) the petition to seeking the approval of the Plan of Dissolution of the Company, (ii) the Verified Petition for the dissolution of the Company, (iii) and the Certificate of Dissolution of the Company) was distributed to each meeting attendee via e-mail (collectively, the “Meeting Package”).
2. Each Director and Member acknowledged receiving and reviewing a copy of the Meeting Package in advance of the scheduled meeting date.

3. An in-depth discussion of each document within the Meeting Package was held, aided by Counsel, each of whom answered questions posed by the Board and the Members.
4. Upon due deliberation and a motion having been made, the following resolutions were adopted by unanimous vote of the Board:

RESOLVED, that Board deems it advisable and in the best interest of the Corporation that the Corporation be dissolved; and be it further

RESOLVED, that the form, terms and provisions of the Plan of Dissolution and Distribution of Assets of the Corporation (the “Plan”), a copy of which is attached hereto as Exhibit A, be, and the same hereby are, authorized and approved in all respects; and be it further

RESOLVED, that the form, terms and provisions of the Verified Petition (the “Petition”), a copy of which is attached hereto as Exhibit B, be, and the same hereby are, authorized and approved in all respects; and be it further

RESOLVED, the Board submits its recommendation to dissolve the Corporation to the members of the Corporation and requests that the members approve the dissolution of this Corporation in accordance with the Plan; and be it further

RESOLVED, upon the approval of the members of the Corporation, that the President of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver the Plan and Petition, as applicable, and all certificates, instruments, agreements, notices or other documents contemplated by the Plan and Petition, with such additions thereto or deletions therefrom as the President may, in his sole discretion, determine to be in the best interest of the Corporation, the execution and delivery thereof, as applicable, to constitute conclusive evidence of such determination and the approval thereof; and be it further

RESOLVED, that the form, terms and provisions of the Certificate of Dissolution of the Corporation (the “Certificate”), a copy of which is attached hereto as Exhibit C, be, and the same hereby are, authorized and approved in all respects:

RESOLVED, upon the approval of the Petition, Plan and the Certificate by the New York State Supreme Court, the President of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to execute and file with the Secretary of State of the State of New York, the Certificate, with such additions thereto or deletions therefrom as the President may, in his sole discretion, determine to be in the best interest of the Corporation, the execution and filing thereof to constitute conclusive evidence of such determination and the approval thereof; and be it further

RESOLVED, that all prior actions of the duly elected officers of the Corporation, in the name of and on behalf of the Corporation, in their capacity as officers of the Corporation, be, and the same hereby are, ratified, confirmed and approved in all respects; and be it further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation or otherwise, to take any and all actions, perform all such other acts and things, execute, file, deliver and/or record all such certificates, instruments, agreements or other documents, and make and receive all such payments as such officers may, in such officers' sole discretion, deem necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions, the authority therefore to be conclusively evidenced by the taking of such action, execution and delivery of such documents and/or making or receiving of such payments.⁵ Upon due deliberation and a motion having been made, the following resolutions were adopted by unanimous vote of the Members:

RESOLVED, that the Plan and Petition be and the same hereby are approved, authorized and adopted in all respects and the activities and transaction contemplated by the Petition and the Plan, be, and they hereby are, approved, authorized and adopted; and be it further

RESOLVED, that the Corporation be, and hereby is, authorized and empowered to consummate the transactions contemplated by the Petition and the Plan and, in connection therewith, to execute and deliver any and all documents as shall be required in connection with the consummation of the transactions contemplated by the Petition and Plan, including, without limitation, a Certification of the Plan, and a Certificate of Dissolution (collectively, the "Plan Documents"), each containing such terms and conditions as the officers of the Corporation executing the same shall deem appropriate or necessary in their judgment and discretion; and be it further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute the Plan Documents in the name and on behalf of the Corporation and to deliver the same once executed, the execution and delivery thereof to be deemed conclusive evidence of the approval by the Corporation of the terms, conditions and provisions thereof; and be it further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to take any and all actions as shall be required in connection with the consummation of the transactions contemplated by the Plan; and be it further

RESOLVED, that each officer of the Corporation be, and each of them hereby is authorized, empowered and directed to do or cause to be done all such acts, deeds and things and to make, executed and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates, in the name and on behalf of the Corporation otherwise, as he or she may deem necessary, advisable or appropriate to effectuate or fulfill the purposes and intent of the foregoing resolutions; and be it further

RESOLVED, that any acts of the officer and Directors of the Corporation, which acts would have been authorized by any of the foregoing resolutions except that such acts were

taken prior to the adoption of the foregoing resolutions, shall be, and hereby are, severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Corporation.

6. Upon due deliberation and a motion having been made, the following resolutions were adopted by unanimous vote of the Members:

RESOLVED, that the Plan and Petition be and the same hereby are approved, authorized and adopted in all respects and the activities and transaction contemplated by the Petition and the Plan, be, and they hereby are, approved, authorized and adopted; and be it further

RESOLVED, that the Corporation be, and hereby is, authorized and empowered to consummate the transactions contemplated by the Petition and the Plan and, in connection therewith, to execute and deliver any and all documents as shall be required in connection with the consummation of the transactions contemplated by the Petition and Plan, including, without limitation, a Certification of the Plan, and a Certificate of Dissolution (collectively, the "Plan Documents"), each containing such terms and conditions as the officers of the Corporation executing the same shall deem appropriate or necessary in their judgment and discretion; and be it further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute the Plan Documents in the name and on behalf of the Corporation and to deliver the same once executed, the execution and delivery thereof to be deemed conclusive evidence of the approval by the Corporation of the terms, conditions and provisions thereof; and be it further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to take any and all actions as shall be required in connection with the consummation of the transactions contemplated by the Plan; and be it further

RESOLVED, that each officer of the Corporation be, and each of them hereby is authorized, empowered and directed to do or cause to be done all such acts, deeds and things and to make, executed and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates, in the name and on behalf of the Corporation otherwise, as he or she may deem necessary, advisable or appropriate to effectuate or fulfill the purposes and intent of the foregoing resolutions; and be it further

RESOLVED, that any acts of the officer and Directors of the Corporation, which acts would have been authorized by any of the foregoing resolutions except that such acts were taken prior to the adoption of the foregoing resolutions, shall be, and hereby are, severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Corporation.

7. Officers. The Board of Directors and Members ratified and voted to approve the re-election of all Officers of the Corporation.

ADJOURNMENT

Having completed the agenda and having completed discussion regarding issues raised by the Meeting Package, Mr. Alexander asked if any member of the Board or the Members of the Company desired to raise any further issues. There being no issues raised, upon motion duly made and seconded, the meeting was adjourned at approximately 2:45pm.

Submitted by:

Rodney Alexander, President

Recorded by:

Michael Gurman, Esq.

February 16, 2021

Honorable Melissa A. Crane
New York State Supreme Court
New York County
71 Thomas Street
New York, New York 10013

Re: *In re Greater Harlem Nursing Home and Rehab. Center, Inc.*,
Index No. 156915/2019

Dear Justice Crane:

I am General Counsel to the William F. Ryan Community Health Center, Inc. d/b/a Ryan Health (“Ryan Health”), which has not previously appeared in this proceeding. Our organization is a 35% distributee under the proposed Plan of Dissolution and Distribution of Assets (“Plan”) of Petitioner Greater Harlem Nursing Home. I write regarding recent decisions of the Court regarding interim distributions under the Plan.

As the Court is aware, there are three *pro rata* distributees under the Plan:

- (1) New York Health and Hospitals Corporation (“HHC”): 50%
- (2) Ryan Health: 35%
- (3) Brooklyn Plaza Medical Center (“BPMC”): 15%

In 2020, HHC and BPMC moved this Court for interim distributions pending the resolution of an objection by the Charities Bureau to payments to certain creditors. As HHC and BPMC noted, the Charities Bureau did not object to the proposed *pro rata* distributions under the Plan. Ryan Health did not seek identical relief because, as the only other *pro rata* distributee, such motion practice seemed redundant.

Like the other *pro rata* distributees, Ryan Health is a non-profit organization whose mission is to provide healthcare to medically underserved communities. We have also been significantly impacted by the COVID-19 pandemic and would apply the Plan distribution to the delivery of healthcare services by the Thelma C. Davidson Adair/William F. Ryan Community Health Center which we operate for the benefit of the Harlem community.

As there would be no prejudice to the Petitioner, any distributee, or any creditors, Ryan Health respectfully requests that it receive its *pro rata* distribution contemporaneous with HHC and BPMC. If the Court requires a formal motion this effect, we will promptly submit such papers. If there is further guidance from the Court on how to proceed, we are available at Your Honor's convenience.

Respectfully Submitted,



Jonathan Fried
General Counsel
Ryan Health
110 West 97th Street
New York, New York 10025
212-531-7568
jonathan.fried@ryanhealth.org

cc: Matthew Didora, Esq.
Abrams, Fensterman
Attorneys for Petitioner Greater Harlem Nursing Home
3 Dakota Drive, Suite 300
Lake Success, NY 11042

Linda Rosen Heinberg
Assistant Attorney General
Office of the NYS Attorney General
Charities Bureau
28 Liberty Street
New York, NY 10005

Leonard Rosenberg
Garfunkel Wild, P.C.
Attorneys For Non-Party Distributee NYCH+H and BPMC
111 Great Neck Road, 6th Floor
Great Neck, New York 11021

Daniel Takesky

From: cnobwire@cnob.com
Sent: Wednesday, October 06, 2021 1:22 PM
To: Lorraine Takesky; Daniel Takesky; TKOKINIAS@CNOB.COM; APOLACEK@CNOB.COM; MDORNELLAS@CNOB.COM
Subject: ADVICE OF DEBIT - BANK CONFIDENTIAL

Caution: This email originated outside of the organization

WIRE DEPARTMENT ADVICE OF DEBIT

ON OCTOBER 06, 2021, WE DEBITED YOUR ACCOUNT *****0694 FOR USD
1,294,300.34

DETAILS OF PAYMENT

PAYMENT DATE AND TIME: 06-OCT-2021 12:21:17 CT
PAID AMOUNT: USD 1,294,300.34
METHOD OF PAYMENT: FED Payment
TRANSACTION NUMBER: 202110060058562
IMAD(CYCLE DATE/LTERM/IMSN) 20211006/MMQFMPB1/000103/
OMAD(CYCLE DATE/LTERM/OMSN) 20211006/B1QGC01R/047838/
REFERENCE: 1401365772
PAID TO: F/021000021
JPMORGAN CHASE BANK, NA
NEW YORK
NY
BENEFICIARY: *****5856
BROOKLYN PLAZA MEDICAL CENTER
650 FULTON STREET
BROOKLYN, NY 11217
DEBITED TO: *****0694
ABRAMS, FENSTERMAN, FENSTERMAN,
EIS
3 DAKOTA DR SUITE 300
NEW HYDE PARK NY 11042-1167
ORIGINATOR TO BENEFICIARY INFO:

This e-mail contains confidential and privileged information. If you are not the intended recipient (or have received this e-mail in error), please notify the sender immediately and destroy this e-mail. Any

Ernesto Gallone

From: cnobwire@cnob.com
Sent: Wednesday, October 13, 2021 3:58 PM
To: Lorraine Takesky; Daniel Takesky; TKOKINIAS@CNOB.COM; APOLACEK@CNOB.COM; MDORNELLAS@CNOB.COM
Subject: ADVICE OF DEBIT - BANK CONFIDENTIAL

Caution: This email originated outside of the organization

WIRE DEPARTMENT ADVICE OF DEBIT

ON OCTOBER 13, 2021, WE DEBITED YOUR ACCOUNT *****0694 FOR USD
4,314,334.46

DETAILS OF PAYMENT

PAYMENT DATE AND TIME: 13-OCT-2021 14:56:49 CT
PAID AMOUNT: USD 4,314,334.46
METHOD OF PAYMENT: FED Payment
TRANSACTION NUMBER: 202110130090041
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OMAD(CYCLE DATE/LTERM/OMSN) 20211013/B1QGC01R/078600/
REFERENCE: 4144124252
PAID TO: F/021000021
JPMORGAN CHASE BANK, NA
NEW YORK
NY
BENEFICIARY: ***4278
NEW YORK CITY HEALTH AND
HOSPITALS
50 WATER STREET
NEW YORK, NY 10004
DEBITED TO: *****0694
ABRAMS, FENSTERMAN, FENSTERMAN,
EIS
3 DAKOTA DR SUITE 300
NEW HYDE PARK NY 11042-1167

ORIGINATOR TO BENEFICIARY INFO:

Daniel Takesky

From: cnobwire@cnob.com
Sent: Wednesday, October 06, 2021 1:13 PM
To: Lorraine Takesky; Daniel Takesky; TKOKINIAS@CNOB.COM; APOLACEK@CNOB.COM; MDORNELLAS@CNOB.COM
Subject: ADVICE OF DEBIT - BANK CONFIDENTIAL

Caution: This email originated outside of the organization

WIRE DEPARTMENT ADVICE OF DEBIT

ON OCTOBER 06, 2021, WE DEBITED YOUR ACCOUNT *****0694 FOR USD
3,020,034.12

DETAILS OF PAYMENT

PAYMENT DATE AND TIME: 06-OCT-2021 12:11:46 CT
PAID AMOUNT: USD 3,020,034.12
METHOD OF PAYMENT: FED Payment
TRANSACTION NUMBER: 202110060054628
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OMAD(CYCLE DATE/LTERM/OMSN) 20211006/MMQFMPYQ/004842/
REFERENCE: 3797452004
PAID TO: F/026013673
TD BANK, NA
NEW YORK
NY
BENEFICIARY: *****3654
WILLIAM F. RYAN COMMUNITY
HEALTH
110 WEST 97TH STREET
NEW YORK, NY 10025
DEBITED TO: *****0694
ABRAMS, FENSTERMAN, FENSTERMAN,
EIS
3 DAKOTA DR SUITE 300
NEW HYDE PARK NY 11042-1167
ORIGINATOR TO BENEFICIARY INFO:

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

PRESENT: HON. MELISSA CRANE PART 60M

Justice

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INDEX NO. 156915/2019

GREATER HARLEM NURSING HOME

MOTION DATE N/A

Plaintiff,

MOTION SEQ. NO. 005

- v -

X

DECISION + ORDER ON MOTION

Defendant.

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The following e-filed documents, listed by NYSCEF document number (Motion 005) 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104

were read on this motion to/for REARGUMENT/RECONSIDERATION

Upon the foregoing documents, it is

The motion for "reargument", "renewal" or "clarification" is denied for the reasons stated on the record of 10/1/2021 without prejudice to the lawfirm making a new motion, via order to show cause, in within ten days from 10/1/2021, that excludes all fees for efforts trying to recover fees, the bulk of which this court ultimately denied.

The cross motions are dealt with as follows: The lawfirm of Abrams Fensterman is directed to release the funds to Brooklyn Plaza Medical Center and New York City Health and Hospitals Corp. according to the Plan that this court has approved already (minus the fees this court did not approve).

Melissa Crane signature and ID: 20211001180238MACRANE0D7771829B5E4957A0EC4CE7EEAA7FD0

10/1/2021

DATE

MELISSA CRANE, J.S.C.

CHECK ONE:

[X] CASE DISPOSED
[] GRANTED

[X] DENIED

[] NON-FINAL DISPOSITION
[] GRANTED IN PART

[] OTHER