

ADDENDUM

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

March 27, 2025
10:15 a.m.

Empire State Plaza, Concourse Level, Meeting Room 6, Albany

I. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

C. Certificates

Certificate of Amendment of the Certificate of Incorporation

Applicant

The Bethel Springvale Nursing Home, Inc.

Certificate of Dissolution

Applicant

International Center for the Disabled

VNS CHOICE Community Care

Presbyterian Senior Care of Western New York, Inc.



**Department
of Health**

MEMORANDUM

To: Kathy Marks
General Counsel
Division of Legal Affairs

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

Date: March 20, 2025

Subject: The Bethel Springvale Nursing Home, Inc. – Corporate Purpose Change

The attached package was prepared by Alexa Nagy, Esq. 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: Alexa Nagy, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: March 20, 2025

Subject: The Bethel Springvale Nursing Home, Inc. – Corporate Purpose Change

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 The Bethel Springvale Nursing Home, Inc., Kristina M. Wesch, dated August 22, 2023;
- 3) A copy of the meeting minutes of the Board of Directors of The Bethel Springvale Nursing Home, Inc., dated March 2, 2023, authorizing the change of corporate purpose and amendment of the Certificate of Incorporation, with a proposed Restated Certificate of Incorporation;
- 4) A copy of the Corporate Bylaws of The Bethel Springvale Nursing Home, Inc.;
- 5) An executed photocopy of the proposed Restated Certificate of Incorporation of The Bethel Springvale Nursing Home, Inc., signed by Meg McGarrity, as Authorized Person, dated May 30, 2023;
- 6) A photocopy of the original Certificate of Incorporation for The Bethel Springvale Nursing Home, Inc., dated February 15, 1995, and filed on June 23, 1995, and Consent to File Letter of the Public Health Council for The Bethel Springvale Nursing Home, Inc., dated June 5, 1995;
- 7) A photocopy of the Certificate of Amendment of Certificate of Incorporation for The Bethel Springvale Nursing Home, Inc., dated November 13, 1995, and filed on November 15, 1995, and associated corporate documents and consents;
- 8) A photocopy of the Certificate of Amendment of Certificate of Incorporation for The Bethel Springvale Nursing Home, Inc., dated March 7, 1995, and filed on March 22, 2023, and associated corporate documents and consents; and
- 9) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Amendment of The Bethel Springvale Nursing Home, Inc.

Attachments



MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks *KSM*
General Counsel

Date: March 20, 2025

Subject: The Bethel Springvale Nursing Home, Inc. – Corporate Purpose Change

The Bethel Springvale Nursing Home, Inc. ("BSNH") requests Public Health and Health Planning Council ("PHHPC") approval to change its corporate purpose and amend outdated information currently in the Certificate of Incorporation. The Bethel Springvale Nursing Home, Inc. was approved by PHHPC and consented to the filing of its Certificate of Incorporation on June 5, 1995, which was filed with the NYS Department of State on June 23, 1995. On November 13, 1995, the Public Health Council ("PHC") approved an amendment to the Certificate of Incorporation of BSNH, which was filed with the NYS Department of State on November 15, 1995.

BSNH needs to and requests to amend its Certificate of Incorporation to change its corporate purpose and amend outdated information throughout. Because the PHC previously approved BSNH's Certificate of Incorporation and amendments thereto, and the corporate purpose and the Certificate of Incorporation are now being amended, PHHPC approval of the Restated Certificate of Incorporation is now requested and required.

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

1. To amend Paragraph 3, which sets forth the purposes for which the Corporation was formed, to remove subsection (a) in its entirety and to remove regulatory language related to the Corporation's prior mortgage with the U.S. Department of Housing and Urban Development ("HUD") in subsection (i), and to renumber existing subsections (b) through (i) accordingly.
2. To amend Paragraph 9, which sets forth the distribution of property or assets of the Corporation in the event of the Corporation's dissolution, to remove the last sentence.
3. To remove Paragraph 13, which sets forth restrictions on the amendment of the Certificate of Incorporation for so long as the HUD mortgage is outstanding, and mark it as "Reserved".

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 purpose and the amendments to outdated information, and the Restated Certificate of Incorporation of The Bethel Springvale Nursing Home, Inc. is in legally acceptable form.

Attachments

From: doh.sm.PHHPC
To: [Leonard, Colleen M \(HEALTH\)](#)
Subject: FW: The Bethel Springvale Nursing Home - Certificate of Incorporation Amendment
Date: Thursday, August 24, 2023 3:22:48 PM
Attachments: [image002.png](#)
[image003.png](#)
[image004.png](#)
[Certificate of Amendment to Certificate of Incorporation \(Third\).pdf](#)
[THE BETHEL SPRINGVALE NURSING HOME INC-NYS Certified Certificate of Incorporation.pdf](#)

From: Wesch, Kristina M. <KWesch@wiggin.com>
Sent: Tuesday, August 22, 2023 12:28 PM
To: doh.sm.PHHPC <phhpc@health.ny.gov>
Subject: The Bethel Springvale Nursing Home - Certificate of Incorporation Amendment

You don't often get email from kwesch@wiggin.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.

I am reaching out because The Bethel Springvale Nursing Home (d/b/a Bethel Nursing and Rehabilitation Center) sold its SNF on May 5, 2023. We are amending the certificate of incorporation to, among other things, remove the purpose below. In my experience, in other deals, removing the Article 28 language once you no longer held the operating certificate was a post-closing requirement. Here, no such requirement was imposed. Nonetheless, we would like to remove the language and as a not-for-profit we need attorney general approval. The AG is ready to approve but has asked if we need authority from PHHPC/DOH to remove the purpose. Please advise on whether consent is required and what the next steps would be. For your reference I am also attaching the amendment and the current Certificate of Incorporation.

(a) To provide, on a nonprofit basis, a nursing home facility and services pursuant to Article 28 of the Public Health Law of the State of New York for the accommodation of convalescents or other persons who are not acutely ill and not

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in need of hospital care, where no adequate housing exists for such groups, pursuant to Section 232 of the National Housing Act, as amended.

Kristina M. Wesch
Partner
Wiggin and Dana LLP

437 Madison Avenue, 35th Floor
New York, New York 10022
Direct: 212.551.2613 | kwesch@wiggins.com
www.wiggins.com



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Bethel Communities Management I, LLC

Bethel Nursing Home Company, Inc.
(Bethel Nursing Home and Bethel CHHA)

The Bethel Springvale Nursing Home Inc.
(Bethel Nursing and Rehabilitation Center)

The Bethel Methodist Home
(The Knolls IL, AL, SNF & ADC)

Living Independently for the Elderly Inc.
(The Springvale Inn and Bethel LHCSA)

**The Pines at Narragansett – a Housing
Development Fund**

MEETING OF EXEC & FINANCE COMMITTEE

Thursday, March 2, 2023
Via ZOOM Video Conferencing

Board Members

Robert Elliott
John Carrington
Richard Merbaum

Bethel Staff Members

Beth Goldstein
Anastasios Markopoulos

Mr. Elliott opened the meeting at 5:00 p.m.

EXECUTIVE COMMITTEE

BNRC Update

Mrs. Goldstein reported that we now expect the closing to take place on May 1st. It was delayed because of Passover and Attorney General approval.

A draft Certificate of Amendment for BNRC was reviewed (see attached), which will be emailed to all of the board members not present at tonight's meeting asking for approval to amend the Certificate of Incorporation and submit it to the Attorney General. This needs to be done so we can keep the 501(c)(3) corporation after the sale. As there was not a quorum of the board present approval of this Resolution will be obtained through absentee voting.

The Resolution was approved by absentee voting as follows:

Margaret McGarrity: via email on Friday 3/3/23, 2:13 pm

Robert Elliott: via email on Friday 3/3/23, 2:53 pm

John Carrington: via email on Friday 3/3/23, 4:00 pm

Andrew Samalin: via email on Sunday 3/5/23, 8:20 am

Richard Merbaum: via email on Sun 3/5/23, 5:49 pm

GLEN ARDEN

Mrs. Goldstein reported that the CON for the SNF was approved and the EHU should get approved any day. The Article 46 application is the final piece and is being reviewed. We hope to have all of it complete and closing can be set for June.

FINANCE COMMITTEE

Mr. Samalin asked Mr. Markopoulos to present the December 2022 financials. Mr. Markopoulos reported:

BNRC operated at a loss of \$491,429 compared to a budgeted loss of \$112,947;
BNH operated a gain of \$803,769 compared to a budgeted gain of \$3,324;
CHHA operated at a loss of \$48,277 compared to a budget of \$0;
ADC operated at a loss of \$19,189 compared to a budget of \$0;
BCM operated at a gain on \$24,115 compared to a budgeted gain of \$3,193;
LIFE operated at a loss of \$126,643 compared to a budgeted gain of \$49,340;
LHCSA operated at a loss of \$24,973 compared to a budgeted loss of \$6,457;
Angel Care operated at a loss of \$56,218 compared to a budget of \$0;
The Pines operated at a loss of \$37,999 compared to a budgeted loss of \$18,142;
The Knolls IH operated at a loss of \$76,498 compared to a budgeted gain of \$50,211;
The Knolls AL operated at a loss of \$22,851 compared to a budgeted loss of \$22,615;
The Knolls SNF operated at a loss of \$157,566 compared to a budgeted loss of \$8,271;
The Knolls ADC operated at a gain of \$19,143 compared to a budgeted gain of \$9,674.

Mr. Elliott adjourned the meeting at 5:45pm.

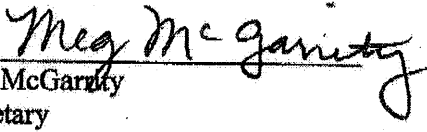
Approved by:


Beth Goldstein, CEO

ATTESTATION STATEMENT

The UNDERSIGNED Secretary of the Board of Directors of The Bethel Springvale Nursing Home, Inc. hereby attests that the annexed Resolutions were passed by a majority of the Board of Directors of The Knolls at Goshen, Inc. at a meeting held on March 2, 2023, at which a quorum of the Board of Directors was present at all times.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the seal of said Corporation this 7th day of March 2023.


Meg McGarity
Secretary

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**

THE BETHEL SPRINGVALE NURSING HOME, INC. (the "Corporation"), a New York not-for-profit corporation, by and through its Board of Directors (the "Board"), at a meeting duly held pursuant to Section 711 of the New York State Not-for-Profit Corporation Law on March 2, 2023, resolves as follows:

WHEREAS, the Certificate of Incorporation of the Corporation was filed by the Department of State on June 23, 1995, and a Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on November 15, 1995; and

WHEREAS, the Board has determined that, it is advisable and in the best interests of the Corporation to amend the Certificate of Incorporation, as set forth in the Second Certificate of Amendment to the Certificate of Incorporation, in the form substantially attached as Exhibit A hereto (the "Certificate of Amendment").

NOW, THEREFORE, IT IS

RESOLVED, that it is advisable and in the best interests of the Corporation to amend the Certificate of Incorporation as set forth in the Certificate of Amendment; and be it further

RESOLVED, that the Certificate of Amendment be, and it hereby is, approved and adopted in all respects; and be it further

RESOLVED, that the officers of the Corporation (the "Authorized Officers") be, and each of them acting singly hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver and file the Certificate of Amendment with the New York Department of State and to pay any requisite fees in connection therewith; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized, directed and empowered to take all such further action and to execute and deliver all such other instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to perform any and all other acts, as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and to accomplish the purpose of the foregoing resolutions; and it is further

RESOLVED, that any and all acts, instruments and other writings heretofore or hereafter performed and/or executed and delivered pursuant to the foregoing resolutions, for and on behalf of and in the name of the Corporation in connection with the transactions contemplated hereby, be and the same hereby are, in all respects ratified, affirmed and approved; and be it further

RESOLVED, that these resolutions be effective immediately.

Exhibit A

Certificate of Amendment

See attached.

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**SECOND CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**
Pursuant to Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the Secretary of the board of directors (the "Board of Directors") of The Bethel Springvale Nursing Home, Inc. (the "Corporation"), for the purpose of this Second Amendment to the Corporation's Certificate of Incorporation pursuant to Section 803 of the Not-for-Profit Corporation Law (this "Second Amendment"), hereby certifies:

1. The name of the Corporation is The Bethel Springvale Nursing Home, Inc.
2. A Certificate of Incorporation was filed by the Department of State on June 23, 1995 and a Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on November 15, 1995.
3. The Corporation was formed under the Not-for-Profit Corporation Law.
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
5. Paragraph THIRD of the Corporation's Certificate of Incorporation, which sets for the purposes for which the Corporation was formed, shall be amended to add a new subsection (b), and the existing subsections (b) through (i) shall be renumbered accordingly such that Article THIRD shall now read in its entirety as follows:

“(a) To provide, on a nonprofit basis, a nursing home facility and services pursuant to Article 28 of the Public Health Law of the State of New York for the accommodation of convalescents or other persons who are not acutely ill and not in need of hospital care, where no adequate housing exists for such groups, pursuant to Section 232 of the National Housing Act, as amended.

“(b) To provide, on a nonprofit basis, senior residential services through the establishment, operation and maintenance of an assisted living facility, a continuing care retirement community, an independent living community, or such other senior residential services as the Board of Directors may determine; provided, however, that the Corporation shall not establish or operate any such services without the prior written approval of the New York State Department of Health, the Continuing Care Retirement Community Council, or such other regulatory agency the approval

of which is required for the establishment, operation and maintenance of such services.

(c) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

(d) To receive, accept, hold, invest, reinvest and administer any funds, gifts, bequests, devises, contributions and property of any sort, whether real, personal, tangible or intangible, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable, educational and scientific purposes, in such manner as, in the judgment of the Board of Directors, shall best promote the purposes of the Corporation, without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation or any laws applicable thereto.

(e) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations in the judgment of the Board of Directors, are engaged in the promotion of the health and the delivery of health care.

(f) To publicly solicit funds in furtherance of the foregoing purposes.

(g) 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 Article THIRD (a) hereof.

(h) 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.

(i) To do and perform all acts reasonably 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.

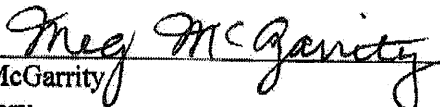
(j) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes."

6. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

The Bethel Springvale Nursing Home, Inc.
2042 Albany Post Road, Suite 8
Croton-on-Hudson, New York 10520
Attention: Beth Goldstein, CEO

7. This Second Amendment was authorized by a vote of a majority of the entire Board of Directors of the Corporation at a meeting duly called for that purpose held on March __, 2023.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Amendment this 7th day of March, 2023.


Meg McGarrity
Secretary

**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**
Pursuant to Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the Secretary of the board of directors (the "Board of Directors") of The Bethel Springvale Nursing Home, Inc. (the "Corporation"), for the purpose of this Second Amendment to the Corporation's Certificate of Incorporation pursuant to Section 803 of the Not-for-Profit Corporation Law (this "Second Amendment"), hereby certifies:

1. The name of the Corporation is The Bethel Springvale Nursing Home, Inc.
2. A Certificate of Incorporation was filed by the Department of State on June 23, 1995. A Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on November 15, 1995. A second Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on March 22, 2023.
3. The Corporation was formed under the Not-for-Profit Corporation Law.
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
5. Paragraph THIRD of the Corporation's Certificate of Incorporation, which sets forth the purposes for which the Corporation was formed, shall be amended to remove subsection (a) in its entirety and to remove regulatory language related to the Corporation's prior mortgage with the U.S. Department of Housing and Urban Development ("HUD") in subsection (i), and the existing subsections (b) through (i) shall be renumbered accordingly such that Article THIRD shall now read in its entirety as follows:

“(a) To provide, on a nonprofit basis, senior residential services through the establishment, operation and maintenance of an assisted living facility, a continuing care retirement community, an independent living community, or such other senior residential services as the Board of Directors may determine; provided, however, that the Corporation shall not establish or operate any such services without the prior written approval of the New York State Department of Health, the Continuing Care Retirement Community Council, or such other regulatory agency the approval of which is required for the establishment, operation and maintenance of such services.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) To receive, accept, hold, invest, reinvest and administer any funds, gifts, bequests, devises, contributions and property of any sort, whether real, personal, tangible or intangible, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable, educational and scientific purposes, in such manner as, in the judgment of the Board of Directors, shall best promote the purposes of the Corporation, without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation or any laws applicable thereto.

(d) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations in the judgment of the Board of Directors, are engaged in the promotion of the health and the delivery of health care.

(e) To publicly solicit funds in furtherance of the foregoing purposes.

(f) 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 Article THIRD (a) hereof.

(g) 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.

(h) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

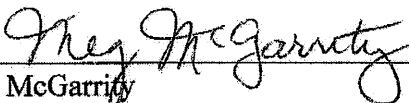
(i) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes."

6. Paragraph NINTH of the Corporation's Certificate of Incorporation, which sets forth the distribution of property or assets of the Corporation in the event of the Corporation's dissolution, shall be amended to remove the last sentence of such paragraph.
7. Paragraph THIRTEENTH of the Corporation's Certificate of Incorporation, which sets forth restrictions on the amendment of the Certificate of Incorporation for so long as the HUD mortgage is outstanding, is removed in the entirety and paragraph THIRTEENTH is marked as "Reserved."
8. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

The Bethel Springvale Nursing Home, Inc.
2042 Albany Post Road, Suite 8
Croton-on-Hudson, New York 10520
Attention: Beth Goldstein, CEO

9. This Second Amendment was authorized by a vote of a majority of the entire Board of Directors of the Corporation at a meeting duly called for that purpose held on May
30, 2023.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Amendment this 30th day of May, 2023.



Meg McGarrity
Secretary

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**

THE BETHEL SPRINGVALE NURSING HOME, INC. (the "Corporation"), a New York not-for-profit corporation, by and through its Board of Directors (the "Board"), at a meeting duly held pursuant to Section 711 of the New York State Not-for-Profit Corporation Law on May 30, 2023, resolves as follows:

WHEREAS, the Certificate of Incorporation of the Corporation was filed by the Department of State on June 23, 1995; a Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on November 15, 1995; and a second Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on March 22, 2023; and

WHEREAS, the Board has determined that, it is advisable and in the best interests of the Corporation to amend the Certificate of Incorporation, as set forth in the Certificate of Amendment to the Certificate of Incorporation, in the form substantially attached as Exhibit A hereto (the "Certificate of Amendment").

NOW, THEREFORE, IT IS

RESOLVED, that it is advisable and in the best interests of the Corporation to amend the Certificate of Incorporation as set forth in the Certificate of Amendment; and be it further

RESOLVED, that the Certificate of Amendment be, and it hereby is, approved and adopted in all respects; and be it further

RESOLVED, that the officers of the Corporation (the "Authorized Officers") be, and each of them acting singly hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver and file the Certificate of Amendment with the New York Department of State and to pay any requisite fees in connection therewith; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized, directed and empowered to take all such further action and to execute and deliver all such other instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to perform any and all other acts, as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and to accomplish the purpose of the foregoing resolutions; and it is further

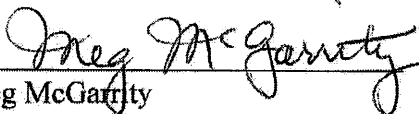
RESOLVED, that any and all acts, instruments and other writings heretofore or hereafter performed and/or executed and delivered pursuant to the foregoing resolutions, for and on behalf of and in the name of the Corporation in connection with the transactions contemplated hereby, be and the same hereby are, in all respects ratified, affirmed and approved; and be it further

RESOLVED, that these resolutions be effective immediately.

ATTESTATION STATEMENT

The UNDERSIGNED Secretary of the Board of Directors of The Bethel Springvale Nursing Home, Inc. hereby attests that the annexed Resolutions were passed by a majority of the Board of Directors of The Bethel Springvale Nursing Home, Inc. at a meeting held on _____, 2023, at which a quorum of the Board of Directors was present at all times.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the seal of said Corporation this 30th day of May 2023.



Meg McGarity
Secretary

Exhibit A

Certificate of Amendment

See attached.

30827\1\4862-5335-5108.v1

**BY-LAWS
OF
THE BETHEL SPRINGVALE NURSING HOME, INC**

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1 **Name.**

The name of this Corporation (which is referred to herein as the "Corporation") is **THE BETHEL SPRINGVALE NURSING HOME, INC.**

Section 2. **Principal Office**

The location of the principal office of the Corporation is Ossining, New York.

ARTICLE II

COMPOSITION OF THE CORPORATION

The Corporation, as a Type B Not-for-Profit Corporation elects, pursuant to Section 601(A) of the Not-for-Profit Corporation Law of the State of New York, shall have as follows:

MEMBERS

Section 1. **Member.**

- (a) The members of the Corporation shall be the members of the Board of Directors.
- (b) Membership shall be terminated only by the resignation or removal of a Director from the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 1 **Management of the Corporation**

- (a) The property, business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and execute all powers and perform all of the duties relating to the management of the Corporation, its property and the

conduct of its affairs not otherwise specifically provided for in these By-Laws. The Board of Directors shall authorize expenditures to carry out the purposes of the Corporation and to promote its best interests.

(b) Directors shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances. A Director shall not receive compensation for services performed in his capacity as a Director, but shall be entitled to reimbursement for expenses incurred in the performance of his duties as a Director.

Section 2 Composition Board of Directors

(a) The Board of Directors of the Corporation shall consist of not less than five (5) and not more than fifteen (15) persons who shall be elected by the Board of Directors of the Corporation at the Annual Meeting of the Board of Directors of the Corporation.

(b) Each member of the Board of Directors shall be at least eighteen (18) years of age, or the minimum prescribed by the Not-for-Profit Corporation Law of the State of New York. Each member of the Board of Directors of the Corporation shall be a resident of the United State of America. In selecting the members of the Board of Directors of the Corporation, the Board of Directors shall consider factors which include, but which shall not necessarily be limited to, the candidate's demonstrated interest in the purposes and objectives of the Corporation and willingness to accept governance, the candidate's availability to actively participate in the activities of the Board of Directors of the Corporation, and the candidate's areas of interest and expertise.

Section 3 Term of Office

(a) The term of office of the Directors shall be as follows: Class 1, consisting of five (5) Directors, shall hold office for three (3) years; Class 2, consisting of five (5) Directors, shall hold office for three (3) years; and Class 3, consisting of five (5) Directors shall hold office for three (3) years.

(b) Each Director shall hold office until the expiration of the term for which he was elected, and until his successor has been elected and qualified.

(c) At each Annual Meeting of the Corporation, the Board of Directors of the Corporation shall elect, by a majority of votes cast, such number of Directors whose term of office expires in that year, provided that the total number of Directors shall not exceed the maximum number provided in Section 2(a) hereof.

Section 4 Vacancies

Vacancies occurring on the Board of Directors of the Corporation, for any reason, shall be filled by the Board of Directors of the Corporation. Such Directors elected to fill vacancies shall

only hold office until the next Annual Meeting of the Corporation , or until the successors of such Directors are elected, qualified and assume office, or until death, resignation or removal

Section 5. Resignation or Removal

(a) Any Director of the Corporation may resign at any time by delivering written notice of such resignation to the Secretary of the Board of Directors of the Corporation not less than fifteen (15) days prior to the effective date of the resignation. Unless otherwise specified, such resignation shall be effective as of the date set forth therein, or if no date is stated, upon its delivery to the Secretary

(b) Any Director of the Corporation may be removed at any time, with or without cause, at any Regular Meeting or Special Meeting of the Corporation, by a vote of a majority of the entire Board of Directors of the Corporation. Absence from attendance at three (3) consecutive meetings of the Board of Directors or Committees of the Board of Directors may be determined cause for removal.

Section 6. Meetings of the Board of Directors

(a) Annual Meetings of the Directors shall be held on such dates and at such times and places as shall be determined by the Board of Directors of the Corporation.

(b) Special Meetings of the Directors shall be called by the Secretary upon the request of the Chairman

(c) Written notice stating the time and place of any meeting of the Directors and unless it is an Annual Meeting, stating the purpose for which the meeting is called and indicating that such notice is being issued by or under the direction of the person calling the meeting, shall be sent to the Directors who have the right to vote at such meeting. Notice shall be given personally or by first class mail and shall be deemed to be given when delivered personally or deposited in the United States mail, postage prepaid not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notwithstanding the foregoing, notice need not be given by any Director who submits a signed waiver of notice in person or by proxy, whether before or after the meeting. The attendance of any such Director at a meeting in person or by proxy, without protesting prior to or at the commencement of the meeting, the lack of notice of such meeting shall constitute a waiver of notice by such Director

No business other than that specified in the Notice of Special Meeting shall be transacted at such meeting. If an emergency situation arises, the President may waive the requirement for Ten (10) days' written notice, however reasonable efforts shall be made to notify all Directors.

(d) Waiver of Notice

Notice of any meeting of the Corporation may be waived by any Director by written waiver or by personal attendance at such meeting.

(e) Minutes of Meetings

Minutes shall be maintained of all meetings of the Corporation, and shall reflect pertinent business conducted. Such minutes shall be regularly distributed to the Directors

(f) Quorum and Voting Requirements

(1) Quorum. Presence of a majority of the entire Board of Directors of the Corporation shall constitute a quorum for the transaction of any business at any meeting, except as otherwise required by law.

(2) Majority Vote. Except as otherwise provided by law or in these By-Laws, all matters shall be decided by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time. Each Director shall be entitled to one (1) vote. There shall be no voting by proxy.

(3) Vote of Two-Thirds of Entire Board of Corporation. Except as otherwise provided by law or in these By-Laws, action by the vote of at least two-thirds (2/3) of the entire Board of Directors of the Corporation at their Annual Meeting, Regular Meeting or Special Meeting held upon notice of the proposed action shall be required for:

(i) amendment of the Certificate of Incorporation;

(ii) amendment of the By-Laws of the Corporation;

(iii) the sale, lease or exchange or other disposition of all or substantially all of the assets of the Corporation;

(iv) merger or consolidation of the Corporation in accordance with Article IX of the Not-for-Profit Corporation Law;

(v) non-judicial dissolution of the Corporation in accordance with Article X of the Not-for-Profit Corporation Law

(vi) authorization for amendment of these By-laws to provide that the quorum or voting requirement for the transaction of any item of business be greater than that which is required by the Not for Profit Corporation Law; and

(vii) Repeal of this Section 6(f)(3).

(g) Action Without a Meeting

(1) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent in writing to the adoption of a resolution

authorizing the action. Such resolution and written consent thereto shall be filed with the minutes of the proceedings of the Corporation.

(2) The members of the Board of Directors may participate in a meeting of the Board of Directors by means of 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 such meeting.

Section 7 Contracts or Transactions by the Corporation with
 Interested Directors, Officers and Other
 Individuals.

(a) Any contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are Directors, Trustees, or Officers, or have a substantial financial interest therein, as determined by the Board of Directors, shall be void unless each of the following conditions are satisfied;

(1) the material facts of such director's or Officer's interest in such contract or transaction are fully disclosed in good faith to the Board of Directors by the interested Director or Officer and the Board of Directors of the Corporation authorize such contract or transaction in accordance with Section 6(f)(3), without the vote of any interested Director or Officer being counted for purposes of establishing a quorum or voting; and

(2) the interested Director or Officer establishes affirmatively that the contract or transaction is fair and reasonable to the Corporation and such determination is indicated in the minutes of the Board of Directors.

(b) For the purposes of Section 7(a) hereof, a Director or Officer shall be deemed to have a substantial financial interest in any corporation, firm, association or entity in which such person together with such person's parents and spouse, and all descendants of either or such person's parents or such person's spouse have an aggregate beneficial equity interest of ten percent (10%) or more.

(c) The interested Director or Officer shall not be present during that portion of the meeting of the Board of Directors at which his contract is discussed or approved, except to the extent that his presence is necessary in order to respond to questions of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers.

(a) The Officers of the Corporation shall be:

President
Vice President(s)
Secretary; and
Treasurer

(b) Any two (2) of the foregoing Offices may be held by the same person, except for the Offices of President and Secretary.

Section 2. Election and Term of Office for Officers

(a) The Directors elected at the Annual Meeting of the Corporation shall elect from among the Directors so elected, at the first meeting of the Board of Directors after the Annual Meeting, the Officers of the Corporation. In the event of any failure to elect such Officers, any Officers then holding the office shall hold over and continue as such until their successors are elected and qualified.

(b) Each Officer shall hold Office for one (1) year, or until a successor has been elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner hereafter provided.

(d) The foregoing Officers may be re-elected without restriction as to prior length of tenure in such office.

Section 3. Additional Officers, Appointees, Agents and Employees

(a) The Board of Directors, at any meeting thereof, may appoint additional Officers including one (1) or more Assistant Secretaries and Assistant Treasurers and such appointees, agents and employees with such titles, authority and duties as it may deem advisable. All additional Officers must be members of the Board of Directors and all appointees, agents and employees shall serve at the pleasure of the Board of Directors.

(b) The Board of Directors may also employ or contract with such financial and investment advisors, counselors and custodians, brokers, attorneys or other individuals as it may deem necessary or advisable.

Section 4. Duties Applicable to All Officers

(a) All Officers shall discharge the duties of their office in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances.

(b) In discharging their duties, Officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the Treasurer of the Corporation, or as stated in a written report prepared by an independent public or certified public accountant or firm of such accountants to fairly reflect the financial condition of the Corporation.

Section 5. Resignation, Removal and Vacancies of Officers

(a) Any Officer may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof by the Secretary.

(b) Any officer may be removed with or without cause at any time by a majority of the entire Board of Directors, at any duly constituted meeting thereof.

(c) Any vacancy in any Office occurring as a result of death, resignation or removal, or due to any other cause, shall be filled by the Board of Directors for the unexpired portion of the term at any Regular or Special Meeting of the Directors.

Section 6. President

The President shall preside at meetings of the Board of Directors. The President shall be a member ex-officio of all committees. The President shall have power to exercise all such acts as may be incident to his Office or as provided by law. The President and the Treasurer shall present at the Annual Meeting of the Corporation a report in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York. The President, in addition, shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 7. Vice President(s)

In the absence of the President, the Vice President(s), in order, shall perform the duties of the President. The Vice President(s), in addition, shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 8. Secretary

The Secretary shall keep minutes of all meetings of the Corporation and shall preserve the minutes of said meetings in a formal minute record book to be supplied by the Board of Directors and to be kept as a permanent record in the Office of the Corporation. The Secretary shall give proper notice of the meetings, and shall perform like duties for committees when required. The Secretary, in addition, shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 9 Treasurer

The Treasurer shall have responsibility for the custody of the funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements in the books of the Corporation, and deposit all money and other valuable effects in the name of and to the credit of the Corporation in such depository or depositories as may from time to time be designated by the Board of Directors. The Treasurer and the President shall present at the Annual Meeting of the Board of Directors a report in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York. The Treasurer, in addition, shall perform such other duties as the Board of Directors may from time to time prescribe

ARTICLE V

CHIEF EXECUTIVE OFFICER

The Board of Directors of the Corporation shall select and appoint a qualified person, licensed as a Nursing Home Administrator in the State of New York, to serve as Chief Executive Officer of the Corporation, who shall bear the title of "Executive Director." The Executive Director shall take responsibility for the administration of the Corporation with such powers and responsibilities as the Board of Directors may determine. The Executive Director shall be responsible to the Board of Directors but shall report to and cooperate with the various Committees of the Board of Directors insofar as his or her activities may fall within the respective jurisdiction of such Committees

ARTICLE VI

COMMITTEES OF THE CORPORATION

Section 1 Appointment of Committees

(a) The Board of Directors shall have the power to appoint such Standing and Special Committees as it may, from time to time, deem to be appropriate, which Committees shall be chosen and governed by such rules as the Board of Directors may at that time adopt

(b) The Standing Committees set forth in this Article shall each consist of three (3) or more Directors, elected by the vote of a majority of the entire Board immediately after the Annual Meeting of the Corporation each year. The Committees shall perform the duties hereinafter described and such other duties as the Board may from time to time delegate to such Committees. The activities of each Committee shall be subject to the direction and control of the Board of Directors; however, the Committees shall have the power to take such action as they deem necessary in relation to their respective areas of responsibility and within the policies established by the Board of Directors, and to adopt their own rules of procedure. The membership of

Committees may be changed from time to time by the Board, which shall designate the Chairman of each Committee.

Section 2 The Executive Committee

The Executive Committee shall consist of the Officers of the Corporation who are Directors and such other Directors as may be chosen by the Board. The Executive Committee shall have the power to act for the Corporation in place of the Board of Directors and to perform all of the functions of the Board when the Board is not in session, excepting powers from which it is excluded by Section 712(a) of the Not-for-Profit Corporation Law of the State of New York. The Executive Committee shall report to the Board of Directors at each meeting of the Board, all actions taken by the Executive Committee since the Executive Committee's last report to the Board.

Section 3 The Committee on Finance

The Committee on Finance shall have supervision of all of the fiscal affairs of the Corporation. The Committee on Finance shall annually prepare a budget for approval by the Board of Directors and recommend such action to the Board of Directors as it may deem appropriate. The Committee on Finance shall be responsible for the investment of the surplus funds of the Corporation. The Committee on Finance shall have the power to take any action with respect to investments, except as such power may be limited by the Board of Directors and provided that the Committee on Finance shall have the duty of implementing any investment policies which may be fixed by the Board of Directors. The Committee on Finance shall recommend to the Board such action as it may deem advisable with respect to investment.

Section 4 The Committee on Administrative Services

The Committee on Administrative Services shall have supervision of all physical properties of the Corporation and shall be responsible for the maintenance and care of the properties, housekeeping and food services. The Committee on Administrative Services may incur reasonable expense in connection with the care of the properties and shall have the power to take such action as the Board may authorize and shall take any action it may deem necessary in case of any emergency involving the properties of the Corporation. The Committee on Administrative Services shall report to the Board and recommend such action as the Committee on Administrative Services may deem appropriate. In the absence of an emergency, the Committee on Administrative Services shall make no major repairs and incur no major expense without authority from the Board of Directors.

Section 5 The Committee on Patient Care Services

The Committee on Patient Care Services shall be responsible for the formulation of policies as they relate to the care of patients, including but not limited to admissions, medical, nursing, social activity, volunteer services, rehabilitative services and spiritual concerns.

Section 6. The Committee on Personnel

The Committee on Personnel shall be responsible for the formulation of employment and personnel policies and shall participate in the selection of the executive staff as directed by the Board of Directors or as requested by the Executive Director.

Section 7. The Committee on Promotion

The Committee on Promotion shall be responsible for publicizing the activities of the Corporation and generally promotion relations with the public. The Committee on Promotion shall do whatever in its judgment is necessary to interest people in the services offered by the Corporation.

Section 8. The Committee on Audit

The Committee on Audit shall be responsible for the audit of the books of the Corporation, annually, or at such other times as the Committee on Audit or the Board of Directors may deem appropriate. A financial statement certified by an independent certified public accountant shall be rendered to the Corporation annually at such time or times as the Board of Directors may determine.

Section 9. The Nominating Committee

The Nominating Committee shall be responsible for nominating to the Board of Directors of the Corporation candidates for election to the Board of Directors of the Corporation and to the Board of Directors of the Corporation, candidates for Officers of the Corporation.

ARTICLE VII

EXECUTION OF INSTRUMENTS AND SURETY BONDS

Section 1. Execution of Instruments

All documents, contracts or other instruments of any nature shall be executed and delivered in the name of and on behalf of the Corporation, by such Directors, Officers, appointees, agents or employees, or any one of them, and in such manner as from time to time may be determined by the Board of Directors. Unless the Board shall have specifically designated another Officer, the Executive Director, the President of the Board, the Treasurer or the Secretary shall have the power in the name and on behalf of the Corporation to execute and deliver any and all of said instruments, except to the extent otherwise required by law in the case of the purchase, sale, mortgage or lease of real property.

Section 2. Surety Bonds

The Board of Directors may require any Director, Officer, agent, appointee or employee who has or who may have possession, custody or control of monies, securities or other properties of the Corporation to give security for the faithful performance of his duties, in such sums and with such surety or sureties, and on such conditions as the Board of Directors from time to time shall determine. The expenses of such bond shall be borne by the Corporation.

Section 3. Loans to Directors or Officers

As a Type B Corporation under the Not-for-Profit Corporation Law of the State of New York, no loans other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are trustees, directors or officers, or hold a substantial financial interest, except a loan to another Type B corporation. A loan made in violation of this Section shall be a violation of the duty to the Corporation or the Director of Office authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby

ARTICLE VIII

Not Utilized

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be from the first day of January to the thirty-first day of December, inclusive, each year, or from such other twelve (12) consecutive months as the Board of Directors may from time to time designate.

ARTICLE X

LIQUIDATION OR DISSOLUTION OF THE CORPORATION

The Corporation may be liquidated or dissolved only in accordance with the terms of the provisions of the Certificate of Incorporation.

ARTICLE XI

SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the year and State of its incorporation, and such other insignia or matter as may be deemed appropriate by the Board of Directors and not contrary to law.

ARTICLE XII

WRITTEN NOTICE

Whenever written notice is required to be given to any person under these By-Laws, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram, charged prepaid, to his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail or telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail or with a telegraph office from transmission to such person. Whenever any written notice is required to be given to any person, a waiver thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

WAIVER OF NOTICE

The giving of any notice required to be given under these By-Laws may be waived in writing by any person or persons entitled to said notice, whether before or after the time or event referred to in such notice, which waiver shall be equivalent to such notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

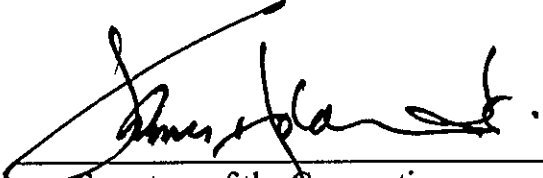
ARTICLE XIV

USE OF PRONOUNS "HE" AND "HIS" THROUGHOUT THESE BY-LAWS

The pronouns "he" and "his" are used exclusively throughout these By-Laws for the sake of convenience only, and shall be deemed, when the facts so require, to mean "she" and "her" respectively.

ADOPTED BY THE BOARD OF DIRECTORS
OF THE CORPORATION

Effective Date: 10-25-95


Secretary of the Corporation

**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**
Pursuant to Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the Secretary of the board of directors (the “Board of Directors”) of The Bethel Springvale Nursing Home, Inc. (the “Corporation”), for the purpose of this Second Amendment to the Corporation’s Certificate of Incorporation pursuant to Section 803 of the Not-for-Profit Corporation Law (this “Second Amendment”), hereby certifies:

1. The name of the Corporation is The Bethel Springvale Nursing Home, Inc.
2. A Certificate of Incorporation was filed by the Department of State on June 23, 1995. A Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on November 15, 1995. A second Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on March 22, 2023.
3. The Corporation was formed under the Not-for-Profit Corporation Law.
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
5. Paragraph THIRD of the Corporation’s Certificate of Incorporation, which sets forth the purposes for which the Corporation was formed, shall be amended to remove subsection (a) in its entirety and to remove regulatory language related to the Corporation’s prior mortgage with the U.S. Department of Housing and Urban Development (“HUD”) in subsection (i), and the existing subsections (b) through (i) shall be renumbered accordingly such that Article THIRD shall now read in its entirety as follows:

“(a) To provide, on a nonprofit basis, senior residential services through the establishment, operation and maintenance of an assisted living facility, a continuing care retirement community, an independent living community, or such other senior residential services as the Board of Directors may determine; provided, however, that the Corporation shall not establish or operate any such services without the prior written approval of the New York State Department of Health, the Continuing Care Retirement Community Council, or such other regulatory agency the approval of which is required for the establishment, operation and maintenance of such services.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) To receive, accept, hold, invest, reinvest and administer any funds, gifts, bequests, devises, contributions and property of any sort, whether real, personal, tangible or intangible, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable, educational and scientific purposes, in such manner as, in the judgment of the Board of Directors, shall best promote the purposes of the Corporation, without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation or any laws applicable thereto.

(d) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations in the judgment of the Board of Directors, are engaged in the promotion of the health and the delivery of health care.

(e) To publicly solicit funds in furtherance of the foregoing purposes.

(f) 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 Article THIRD (a) hereof.

(g) 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.

(h) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(i) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes."

6. Paragraph NINTH of the Corporation's Certificate of Incorporation, which sets forth the distribution of property or assets of the Corporation in the event of the Corporation's dissolution, shall be amended to remove the last sentence of such paragraph.
7. Paragraph THIRTEENTH of the Corporation's Certificate of Incorporation, which sets forth restrictions on the amendment of the Certificate of Incorporation for so long as the HUD mortgage is outstanding, is removed in the entirety and paragraph THIRTEENTH is marked as "Reserved."
8. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

The Bethel Springvale Nursing Home, Inc.
2042 Albany Post Road, Suite 8
Croton-on-Hudson, New York 10520
Attention: Beth Goldstein, CEO

9. This Second Amendment was authorized by a vote of a majority of the entire Board of Directors of the Corporation at a meeting duly called for that purpose held on May
30, 2023.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Amendment this 30th day of May, 2023.



Meg McGarrity
Secretary

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**

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

Filed by: Wiggin and Dana LLP
437 Madison Avenue, 35th Floor
New York, New York 10022
Attn: Kristina M Wesch, Esq.

23913\2\4891-7503-6751.v6

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for THE BETHEL SPRINGVALE NURSING HOME, INC., File Number 950623000243 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 18, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

F 950 623 000 243

CERTIFICATE OF INCORPORATION

OF

THE BETHEL SPRINGVALE NURSING HOME, INC.

**Under Section 402 of the Not-for-Profit
Corporation Law**

The undersigned incorporator, for the purpose of forming a Not-for-Profit Corporation under the laws of the State of New York and the requirements of Article 28 of the Public Health Law of the State of New York, hereby certifies:

FIRST: The name of the Corporation is **THE BETHEL SPRINGVALE NURSING HOME, INC.** (hereinafter referred to sometimes as the "Corporation").

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

THIRD: The Corporation is organized exclusively for charitable, educational and scientific purposes and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

The purposes for which the Corporation is formed are:

(a) To provide, on a nonprofit basis, a nursing home facility and services pursuant to Article 28 of the Public Health Law of the State of New York for the accommodation of convalescents or other persons who are not acutely ill and not

in need of hospital care, where no adequate housing exists for such groups, pursuant to Section 232 of the National Housing Act, as amended.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) To receive, accept, hold, invest, reinvest and administer any funds, gifts, bequests, devises, contributions and property of any sort, whether real, personal, tangible or intangible, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable, educational and scientific purposes, in such manner as, in the judgment of the Board of Directors, shall best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation or any laws applicable thereto;

(d) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, in the judgment of the Board of Directors, are engaged in the promotion of the health and the delivery of health care;

(e) To publicly solicit funds in furtherance of the foregoing purposes;

(f) 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 Article THIRD (a) hereof;

(g) 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.

(h) To do any perform all acts reasonably 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; and

(i) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes.

Notwithstanding anything to the contrary contained herein, the Corporation shall have the power to engage in public solicitation of funds, and to enter into contracts and employ personnel in connection with its above mentioned purposes.

FOURTH: Nothing herein shall authorize or be construed as authorizing the Corporation to practice medicine as defined in Article 131 of the Education Law of the State of New York. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law, Section 404 (b)-(u) or Social Services Law, Section 460-a, although the Corporation is hereby authorized to become a member or stockholder of corporations which do engage in or include among their purposes, such activities.

FIFTH: No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1954, as amended) during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by statutory provision. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SIXTH: The office of the Corporation within the State of New York is to be located in the County of Westchester. The Corporation's activities will be conducted principally within the County of Westchester and State of New York, but the activities of the Corporation

shall not be limited to such territory and may be conducted throughout the United States, its territories and possessions and the rest of the world.

SEVENTH: The persons who shall serve as the initial directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Stephen T. Fawcett	12 Orchard Drive Ossining, New York 10562
John A. Guion	321 Bedford Road Pleasantville, New York 10570
James Holden, Jr.	107 Ralph Avenue White Plains, New York 10606
William T. Staubach, Jr.	120 Ancon Avenue Pelham, New York 10803
R. Barry Thomas	23 Orchard Drive West Redding, CT 06896

EIGHTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any director, trustee, officer or employee of the Corporation, or to any private individual, except that reasonable compensation may be paid for services in effecting one or more purposes of the Corporation.

NINTH: In the event of the dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which this Corporation is organized or distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of

the Supreme Court of the State of New York. PROVIDED, however, that 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.

TENTH: In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as amended [or the corresponding provisions of any subsequent law], the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code, and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

- (a) any act of self-dealing as defined in Section 4941(d) of said Code;
- (b) retaining any excess business holdings as defined in Section 4943(c) of said Code;
- (c) making any investment in such manner as to subject the Corporation to tax under Section 4944 of said Code; and
- (d) making any taxable expenditures, as defined in Section 4945(d) of said Code of 1954.

ELEVENTH: The Secretary of State of the State of New York is hereby designated agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State is:

THE BETHEL SPRINGVALE NURSING HOME, INC.
502B Albany Post Road
Croton-on-Hudson, New York 10520

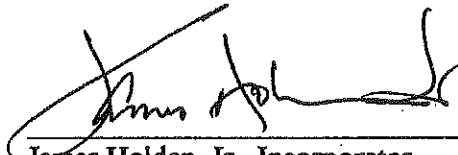
5

TWELFTH: All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and statutes which succeed such provisions.

THIRTEENTH: So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

FOURTEENTH: The duration of the Corporation shall be *for a* one year period which shall expire on January 23, 1996. *conformance with Section*
of the New York State Corporation Law

IN WITNESS WHEREOF, the undersigned incorporator, being at least nineteen years of age, has signed and affirmed this Certificate of Incorporation as true under the penalties of perjury this ¹⁵ day of February, 1995.


James Holden, Jr., Incorporator
107 Ralph Avenue
White Plains, New York 10606



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

PUBLIC HEALTH COUNCIL

June 5, 1995

Ms. Janet M. Beard
Executive Director
Bethel Methodist Home
19 Narragansett Avenue
Ossining, New York 10562

Re: Certificate of Incorporation of The Bethel Springvale
Nursing Home, Inc.

Dear Ms. Beard:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 29th day of January, 1993, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of The Bethel Springvale Nursing Home, Inc., dated February 15, 1995 for a limited life duration expiring on January 23, 1996.

Sincerely,

Karen S. Westervelt
Executive Secretary

F 950 623000 243

CERTIFICATE

OF

INCORPORATION

THE BETHEL SPRINGVALE NURSING HOME, INC.

Under Section 402 of the Not-for-Profit
Corporation Law

JUN 20 9 01 AM '95

RECEIVED

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 23 1995

TAX \$

BY:

SAC
Westchester

SAC
Grady

DATA

55, 11/10/11 11:27 AM

LAW OFFICES OF
HOLDEN BROTHERS, P.C.

124 COURT STREET

WHITE PLAINS, N. Y. 10601

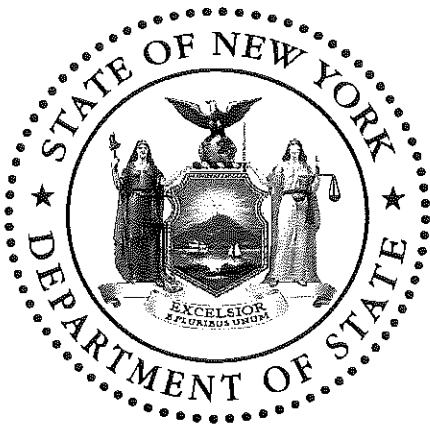
950 623000274

(8)

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for THE BETHEL SPRINGVALE NURSING HOME, INC., File Number 951115000095 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on February 18, 2022.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

951115000095

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
OF
THE BETHEL SPRINGVALE NURSING HOME, INC.

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

The undersigned, as President and Secretary of THE
BETHEL SPRINGVALE NURSING HOME, INC., for the purpose of amending the Certificate
of Incorporation of **THE BETHEL SPRINGVALE NURSING HOME, INC.**, a Not-for-Profit
Corporation formed under the laws of the State of New York and the requirements of Article 28
of the Public Health Law of the State of New York, hereby certifies:

1. 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 the
Not-for-Profit Corporation Law.

2. The Certificate of Incorporation of The Bethel Springvale Nursing Home, Inc. dated
February 15, 1995 was duly filed with the State of New York, Department of State on June 23,
1995.

3. Paragraph "FOURTEENTH" of the said Certificate of Incorporation as filed presently
reads as follows:

"FOURTEENTH: The duration of the Corporation shall be for a
one year period ending on January 23, 1996."

4. Paragraph "FOURTEENTH" is hereby amended to read in its entirety as follows:

"FOURTEENTH: The duration of the Corporation shall be
perpetual."

1

5. This Amendment of the Certificate of Incorporation was consented to by the State of New York Department of Health Public Health Council which consent is annexed hereto.

6. This Amendment of the Certificate of Incorporation was authorized by the affirmative vote of the majority of the Board of Directors of the Corporation at a meeting duly called for that purpose held on October 25, 1995, there being no members entitled to vote thereon other than the members of the Board of Directors of the Corporation.

7. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent is:

THE BETHEL SPRINGVALE NURSING HOME, INC.
502 Albany Post Road
Croton-on-Hudson, NY. 10520

IN WITNESS WHEREOF, the undersigned as, respectively the President and Secretary of the Corporation, being at least nineteen years of age, have signed this Certificate of Amendment of the Certificate of Incorporation and caused it to be verified this ^{13th} day of November, 1995.

William T. Staubach, Jr.

William T. Staubach, Jr., President
120 Ancon Avenue
Pelham, NY. 10803

James Holden, Jr.
James Holden, Jr., Secretary
52 Hoanjovo Lane
Pleasantville, NY. 10570

STATE OF NEW YORK)
) ss
COUNTY OF WESTCHESTER)

William T. Staubach, Jr. being duly sworn; depose and say: I am President of The Bethel Springvale Nursing Home, Inc. a domestic Not-for-Profit Corporation; I have read the forgoing Certificate of Amendment of the Certificate of Incorporation and know the contents thereof; and the same is true to my own knowledge. This verification is made by by me because the above party is a corporation and I am an officer thereof.

William T. Staubach Jr.

Sworn to before me this
13th day of November, 1995.

Stephen Holden

STEPHEN HOLDEN III
Notary Public, State of New York
No. 4871209
Qualified in Westchester County
Commission Expires August 26, 1996

STATE OF NEW YORK)
) ss
COUNTY OF WESTCHESTER)

James Holden, Jr., being duly sworn; depose and say: I am Secretary of The Bethel Springvale Nursing Home, Inc. a domestic Not-for-Profit Corporation; I have read the forgoing Certificate of Amendment of the Certificate of Incorporation and know the contents thereof; and the same is true to my own knowledge. This verification is made by by me because the above party is a corporation and I am an officer thereof.

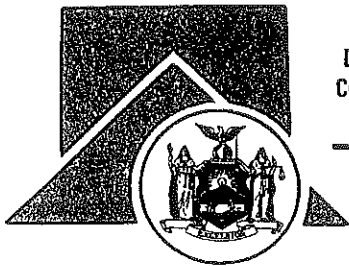
James Holden Jr.

Sworn to before me this
13th day of November, 1995.

Stephen Holden

STEPHEN HOLDEN III
Notary Public, State of New York
No. 4871209
Qualified in Westchester County
Commission Expires August 26, 1996

3



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

PUBLIC HEALTH COUNCIL

November 13, 1995

Ms. Janet M. Beard
Executive Director
Bethel Methodist Home
19 Narragansett Avenue
Ossining, New York 10562

Re: Certificate of Amendment of the Certificate of Incorporation of The Bethel Springvale Nursing Home, Inc.

Dear Ms. Beard:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 29th day of January, 1993, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment to the Certificate of Incorporation of The Bethel Springvale Nursing Home, Inc., dated November 6, 1995.

Sincerely,

Karen S. Westervelt
Executive Secretary

4

F951115000095

FILED

Nov 15 11 47 AM '95

Certificate of Amendment
of the
CERTIFICATE OF INCORPORATION
of
THE BETHEL SPRINGVALE NURSING HOME, INC.

6-cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 15 1995

TAX \$ 0

BY: JW

WESTCHESTER

LAW OFFICES OF
HOLDEN BROTHERS
124 COURT STREET
WHITE PLAINS, N. Y. 10601
(914) 948-7940

gt

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951115000100

New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code

Please print this email for your records.

Thank you for submitting your CERTIFICATE OF AMENDMENT through the Department of State's Online Filing System. The CERTIFICATE OF AMENDMENT has been filed by the Department of State.

We have attached the official filing receipt and any related document(s) for the following entity:

DOS ID: 1933676
Entity Name: THE BETHEL SPRINGVALE NURSING HOME, INC.
County: WESTCHESTER
Filing Date: 03/20/2023

- Retain this letter and attachment(s) for your records. The Department of State does not mail additional copies of the filing receipt or related attachment(s).

Resources

- [Instructions for filing Certificates of Correction, Certificates of Amendment](#) and other documents with the Department of State
- [Corporation tax information](#)

Contact Information

- Department of State: Email the Division of Corporations at corporations@dos.ny.gov.
- Department of Taxation and Finance: Visit [Contact us](#) for self-help options and telephone numbers.

NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE
FILING RECEIPT

ENTITY NAME : THE BETHEL SPRINGVALE NURSING HOME, INC.
DOCUMENT TYPE : CERTIFICATE OF AMENDMENT
ENTITY TYPE : DOMESTIC NOT-FOR-PROFIT CORPORATION

DOS ID : 1933676
FILE DATE : 03/20/2023
FILE NUMBER : 230322000985
TRANSACTION NUMBER : 202303200001606-1805878
EXISTENCE DATE :
DURATION/DISSOLUTION : PERPETUAL
COUNTY : WESTCHESTER



SERVICE OF PROCESS ADDRESS : THE CORPORATION
ATTENTION: BETH GOLDSTEIN, CEO, 2042 ALBANY POST
ROAD, SUITE 8
CROTON ON HUDSON, NY, 10520, USA

ELECTRONIC SERVICE OF PROCESS
EMAIL ADDRESS : N/A

FILER : CASSANDRA A. KRIKELIS, PARALEGAL
WIGGIN AND DANA LLP, 437 MADISON AVENUE, 35TH FLOOR
NEW YORK, NY, 10022, USA

SERVICE COMPANY : CORPORATION SERVICE COMPANY
SERVICE COMPANY ACCOUNT : 45
CUSTOMER REFERENCE : 5933199AM

You may verify this document online at : <http://ecorp.dos.ny.gov>
AUTHENTICATION NUMBER : 100003178138

TOTAL FEES:	\$115.00	TOTAL PAYMENTS RECEIVED:	\$115.00
FILING FEE:	\$30.00	CASH:	\$0.00
CERTIFICATE OF STATUS:	\$0.00	CHECK/MONEY ORDER:	\$0.00
CERTIFIED COPY:	\$10.00	CREDIT CARD:	\$0.00
COPY REQUEST:	\$0.00	DRAWDOWN ACCOUNT:	\$115.00
EXPEDITED HANDLING:	\$75.00	REFUND DUE:	\$0.00

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE BETHEL SPRINGVALE NURSING HOME, INC., File Number 220218001683 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on March 22, 2023.

A handwritten signature in black ink that reads 'Brendan C. Hughes'.

Brendan C. Hughes
Executive Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE BETHEL SPRINGVALE NURSING HOME, INC.**
Pursuant to Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the Secretary of the board of directors (the "Board of Directors") of The Bethel Springvale Nursing Home, Inc. (the "Corporation"), for the purpose of this Second Amendment to the Corporation's Certificate of Incorporation pursuant to Section 803 of the Not-for-Profit Corporation Law (this "Second Amendment"), hereby certifies:

1. The name of the Corporation is The Bethel Springvale Nursing Home, Inc.
2. A Certificate of Incorporation was filed by the Department of State on June 23, 1995 and a Certificate of Amendment to the Certificate of Incorporation was filed by the Department of State on November 15, 1995.
3. The Corporation was formed under the Not-for-Profit Corporation Law.
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
5. Paragraph THIRD of the Corporation's Certificate of Incorporation, which sets for the purposes for which the Corporation was formed, shall be amended to add a new subsection (b), and the existing subsections (b) through (i) shall be renumbered accordingly such that Article THIRD shall now read in its entirety as follows:

“(a) To provide, on a nonprofit basis, a nursing home facility and services pursuant to Article 28 of the Public Health Law of the State of New York for the accommodation of convalescents or other persons who are not acutely ill and not in need of hospital care, where no adequate housing exists for such groups, pursuant to Section 232 of the National Housing Act, as amended.

(b) To provide, on a nonprofit basis, senior residential services through the establishment, operation and maintenance of an assisted living facility, a continuing care retirement community, an independent living community, or such other senior residential services as the Board of Directors may determine; provided, however, that the Corporation shall not establish or operate any such services without the prior written approval of the New York State Department of Health, the Continuing Care Retirement Community Council, or such other regulatory agency the approval

of which is required for the establishment, operation and maintenance of such services.

(c) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

(d) To receive, accept, hold, invest, reinvest and administer any funds, gifts, bequests, devises, contributions and property of any sort, whether real, personal, tangible or intangible, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable, educational and scientific purposes, in such manner as, in the judgment of the Board of Directors, shall best promote the purposes of the Corporation, without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation or any laws applicable thereto.

(e) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations in the judgment of the Board of Directors, are engaged in the promotion of the health and the delivery of health care.

(f) To publicly solicit funds in furtherance of the foregoing purposes.

(g) 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 Article THIRD (a) hereof.

(h) 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.

(i) To do and perform all acts reasonably 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.

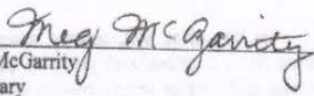
(j) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes."

6. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

The Bethel Springvale Nursing Home, Inc.
2042 Albany Post Road, Suite 8
Croton-on-Hudson, New York 10520
Attention: Beth Goldstein, CEO

7. This Second Amendment was authorized by a vote of a majority of the entire Board of Directors of the Corporation at a meeting duly called for that purpose held on March 2, 2023.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Amendment this 7th day of March, 2023.


Meg McGarrity
Secretary

STATE OF NEW YORK
Attorney General Office
Westchester County, New York

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

Consent is hereby given to filing of the annexed Second Certificate of Amendment of the Certificate of Incorporation, which hereby amends the purposes of *The Bethel Springvale Nursing Home, Inc.*, pursuant to the applicable provisions of the New York Not-For-Profit Corporation Law Section 804.

This consent is issued solely for purposes of filing the annexed documents by the Department of State and shall not be construed as approval by the Attorney General Office 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 if the Attorney General Office in its publications or advertising matter.

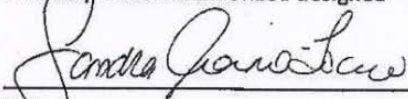
IN WITNESS WHEREOF this instrument is executed, and
the seal of the State Attorney General is affixed.



LETITIA JAMES
Attorney General

By: SANDRA GIORNO-TOCCO

Attorney General authorized designee


Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE ATTORNEY GENERAL AUTHORIZED
DESIGNEE AND OFFICIAL SEAL OF THE STATE**

CSC-45

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
THE BETHEL SPRINGVALE NURSING HOME, INC.

Pursuant to Section 803 of the Not-for-Profit Corporation Law

Filer's Name and Mailing Address:

Filer's Name:

Cassandra A. Krikelis, Paralegal

Company:

Wiggin and Dana LLP

Mailing Address:

437 Madison Avenue, 35th Floor

City, State and Zip Code:

New York, New York 10022

REF# 593319 9AM

RECEIVED

2023 MAR 20 PM 12:01



MEMORANDUM

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

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: March 20, 2025

Subject: Proposed Dissolution of International Center for the Disabled

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 a letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of International Center for the Disabled, Inc. dated January 22, 2025;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of International Center for the Disabled, Inc.
- 4) A photocopy of the Certificate of Incorporation for Institute for Crippled and Disabled Men, dated January 9, 1920, and the approval of same from New York County Supreme Court.
- 5) A photocopy of the Certificate of Change changing the name from The Institute for Crippled and Disabled Men to Institute for the Crippled and Disabled, dated February 7, 1928.
- 6) A photocopy of the letter from The State Board of Social Welfare approving the name change dated October 21, 1930;
- 7) A photocopy of the Certificate of Type for the Institute for Crippled and Disabled Men, dated October 21, 1970;
- 8) A photocopy of the Certificate of Amendment changing the name to ICD Rehabilitation and Research Center, dated November 23, 1971, and the letter from the Public Health Council approving the same on January 28, 1972.
- 9) A photocopy of the Certificate of Merger of ICD Rehabilitation and Research Center and Speech and Hearing Institute into ICD Rehabilitation and Research Center, dated July 30, 1975 along with approval by the New York County Supreme Court and Public Health Council contemporaneously.
- 10) A copy of the Bylaws of ICD International Center for the Disabled;
- 11) An executed, proposed Plan of Dissolution for International Center for the Disabled dated January 21, 2025 including all exhibits;

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: March 20, 2025

Subject: Proposed Dissolution of International Center for the Disabled

International Center for the Disabled 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.

International Center for the Disabled (“ICD”) is a New York not-for-profit corporation formed on January 13, 1920. ICD currently has eight trustees.

The Plan and Certificate of Dissolution were authorized by unanimous written consent by the Board of Trustees on January 17, 2025.

Pursuant to its Plan of Dissolution, the corporation holds cash and cash equivalent assets in the amount of \$10,902,015.00, further donor-restricted assets of \$3,055,907.00 and \$1,294,120.00 in outstanding liabilities. Corporate assets are proposed to transfer to Goodwill Industries of Greater NY and Northern NJ, Inc, while the restricted assets are proposed to transfer to Limb Kind Foundation, Inc.

Because the Public Health Council previously approved the filing of the Certificate of Incorporation of ICD, 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.

January 22, 2025

Laura E. Butzel
Partner
(212) 336-2970
lebutzel@pbwt.com

Charities Bureau
Transactions Section
28 Liberty Street
New York, NY 10005

**Re: Verified Petition of International Center for the Disabled, d/b/a
Institute for Career Development for Approval of Plan of Dissolution
and Distribution of Assets**

To whom it may concern:

On behalf of the International Center for the Disabled, d/b/a Institute for Career Development (the “Corporation”), enclosed is a verified petition for approval of the Corporation’s Plan of Dissolution and Distribution of Assets Pursuant to Section 1002 of the New York Not-for-Profit Corporation Law. The documentation includes:

1. Verified Petition, with all exhibits, including:
 - a. Exhibit A: ICD Certificate of Incorporation
 - b. Exhibit B: ICD Bylaws
 - c. Exhibit C: Plan of Dissolution and Distribution of Assets (the “Plan”)
 - Exhibit A to the Plan: Affidavit of Joseph T. McDonald, III, Co-President of the Corporation
 - Exhibit B to the Plan: Grant and Transfer Agreement between ICD and Goodwill, dated December 11, 2024
 - Exhibit C to the Plan: Transfer Agreement between ICD and Limb Kind Foundation, Inc., dated January 16, 2025
 - Exhibit D to the Plan: Grantee documents, including:
 - i. Goodwill’s Certificate of Incorporation
 - ii. Goodwill’s most recent financial report
 - iii. Goodwill’s sworn affidavit
 - iv. Limb Kind Foundation, Inc.’s Certificate of Incorporation
 - v. Limb Kind Foundation’s most recent financial report
 - vi. Limb Kind Foundation’s sworn affidavit
 - d. Exhibit D: Unanimous Written Consent of the Corporation’s Board of Trustees
2. Proposed Attorney General Approval of the Verified Petition

The Corporation is concurrently seeking approval of the Plan from the New York State Department of Health and the New York State Public Health and Health Planning Council. The Corporation will submit the approvals from these two agencies under separate cover.

Respectfully submitted,

A handwritten signature in cursive script that reads "Laura E. Butzel". The signature is written in dark ink and is positioned above the printed name.

Laura Butzel

enclosures

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X
In the Matter of the Application of :
 :
 :
International Center for the Disabled, :
d/b/a Institute for Career Development : **VERIFIED PETITION**
 :
For Approval of a Plan of Dissolution and : **OAG No.:**
Distribution of Assets Pursuant to :
Section 1002 of the Not-for-Profit :
Corporation Law :
----- X

TO: OFFICE OF THE ATTORNEY GENERAL
CHARITIES BUREAU
28 Liberty Street
New York, NY 10005

Petitioner, International Center for the Disabled, d/b/a Institute for Career Development (the "Corporation"), a New York not-for-profit charitable corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and recognized as a public charity within the meaning of Code Section 509(a)(1), by Joseph T. McDonald, III, Co-President of the Corporation, for its Verified Petition, herein respectfully alleges:

1. The Corporation, whose principal address is located at 142 West 57th Street, Floor 11, New York, NY 10019, was incorporated pursuant to New York's Not-for-Profit Corporation Law ("NPCL") on January 13, 1920.¹ A copy of the Certificate of Incorporation and all amendments is attached as Exhibit A.
2. A copy of the Corporation's complete and current Bylaws are attached as Exhibit B.
3. The names, addresses and titles of the Corporation's trustees and officers are as follows:

NAME	TITLE	ADDRESS
Richard C. Weber	Trustee; Chair	142 West 57 th Street, Floor 11 New York, NY 10019
Christopher K. Wu	Trustee; Vice Chair; Treasurer	142 West 57 th Street, Floor 11 New York, NY 10019

¹ The Corporation filed its Certificate of Incorporation on January 13, 1920 with the corporate name, "The Institute for Crippled and Disabled Men." The Corporation's Certificate of Incorporation was amended three times, each time to change the Corporation's corporate name: on February 9, 1928 ("Institute for the Crippled and Disabled"); on February 8, 1972 ("ICD Rehabilitation and Research Center"); and on June 1, 1981 ("ICD International Center for the Disabled").

NAME	TITLE	ADDRESS
Robert Z. Bliss	Trustee	142 West 57 th Street, Floor 11 New York, NY 10019
Jason Jobe	Trustee	142 West 57 th Street, Floor 11 New York, NY 10019
Jeffrey W. Lamb	Trustee	142 West 57 th Street, Floor 11 New York, NY 10019
Beatrice H. Mitchell	Trustee	142 West 57 th Street, Floor 11 New York, NY 10019
Paxton Quigley	Trustee	142 West 57 th Street, Floor 11 New York, NY 10019
Justin B. Wender	Trustee	142 West 57 th Street, Floor 11 New York, NY 10019

4. The purposes for which the Corporation was organized are set forth in its Certificate of Incorporation at Article Third and are as follows:

The corporation is organized and operated exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). The particular objects for which the corporation shall exist are as follows:

To provide hospital services and health-related services pursuant to Article Twenty-eight of the Public Health Law, including appropriate health, habilitation and rehabilitation services, under competent professional direction, for persons with physical, emotional, communication and/or mental impairments, regardless of age, sex, race, color, nationality, religion or ability to pay; to provide such services selectively in order to help such disabled and otherwise handicapped persons to attain the maximum physical and/or mental restoration, effective communication and emotional maturity possible and the educational, training and employment opportunities consistent with their abilities. It is not the intention of the corporation to conduct a general hospital.

To provide leadership in the field of rehabilitation in finding new methods, developing new skills, broadening and deepening knowledge and disseminating such methods, skills and knowledge so as to make them available to all concerned locally, nationally and internationally.

To provide appropriate conditions and staff for the preparation, improvement and advancement of persons engaged in the various professional and administrative disciplines involved in rehabilitation services; provided, however, that the corporation shall not sell, make, give or issue any diploma, certificate or other instrument purporting to signify professional competence in any of the professions regulated under Title VIII of the Education Law, or to confer any literary, scientific, professional or other degree, or to constitute any license.

To conduct research, development and demonstration projects to improve and advance rehabilitation techniques and procedures.

To provide facilities for and/or to engage in research in relevant disciplines in the hope that basic research findings would eventually lead to medical, preventive or other applications of benefit to disabled or otherwise handicapped persons.

To provide services, including community residential services, to people with mental retardation and developmental disabilities.

As relevant, to develop and maintain cooperative working relationships with medical and paramedical groups; public and private health, education, welfare and social agencies; educational institutions; civic organizations; insurance companies; industrial and labor groups, business and industry or any other group concerned with the handicapped or with the corporation's educational and professional training programs and its research and development activities and rehabilitation programs.

5. The Corporation is a charitable corporation as defined in Section 102 of the NPCL.
6. The Corporation plans to dissolve and pay its debts and liabilities in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit C (the "Plan").
7. The Board of Trustees of the Corporation has determined that it would be in the best interests of the Corporation to dissolve and distribute all of the Corporation's restricted funds (as described in the Plan), except for the Walter Brooks Memorial Fund, and the remaining assets of the Corporation to Goodwill Industries of Greater NY and Northern NJ, Inc. ("Goodwill"), a New York not-for-profit corporation exempt from taxation under Code Section 501(c)(3) and recognized as a public charity within the meaning of Code Section 509(a)(1). The purposes of Goodwill are consistent with the purposes of the Corporation, and Goodwill is engaged in activities substantially similar to the Corporation's activities and consistent with any specific dissolution requirement specified in the Corporation's Certificate of Incorporation.
8. Pursuant to Section 555(d) of the NPCL, the Corporation is requesting that the Attorney General approve the partial release of purpose restrictions (to the extent that any such restrictions existed) on two of the Corporation's restricted funds: (1) the John Jay and Eliza Jane Watson Memorial Fund and (2) the R. Caldwell Endowment Fund. The Corporation's Board has determined that it is in the best interest of the Corporation to "remove" any purpose restrictions on these two funds under Section 555(d) of the NPCL, to the extent that such restrictions existed, because the Corporation's officers have not been able to find donor records (following extensive searches) indicating whether there are purposes restrictions on these two funds, as detailed in the Affidavit of Joseph T. McDonald, III, Co-President of the Corporation, which is attached as Exhibit A to the Plan. Because any purpose based restrictions on these two funds are unknown (to the extent that such restrictions existed), they are impossible to achieve.. Because both funds have a value of less than \$100,000, more than twenty years has elapsed since each fund

was established, and the Corporation has held the funds as permanently restricted funds, the Corporation is providing notice to the Attorney General, pursuant to NPCL 555(d)(2), to request the removal of any purpose-related restrictions on these two funds, to the extent such restrictions existed. The unanimous written consent of the ICD Board of Trustees, dated January 17, 2025, records the approval of the release of any purpose restrictions on the funds, to the extent that such restrictions existed. If the Attorney General approves the partial release of restrictions on the funds, Goodwill has agreed to hold the funds as permanently restricted funds and to hold these two funds as an endowment to be used for Goodwill's general operating support.

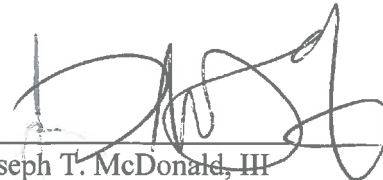
9. The Board of Trustees of the Corporation has determined that it would be in the best interests of the Corporation to distribute the Walter Brooks Memorial Fund, a restricted fund (as described in the Plan), to Limb Kind Foundation, Inc. (the "Foundation"), a New York not-for-profit corporation exempt from taxation under Code Section 501(c)(3) and recognized as a public charity within the meaning of Code Section 509(a)(1). The purposes of the Foundation are to improve the lives of children with limb loss and to provide prosthetic care to children. The Foundation's purposes are consistent with the purposes of the Corporation, and the Foundation is engaged in activities substantially similar to the Corporation's activities and consistent with the restriction on use of the Walter Brooks Memorial Fund and any specific dissolution requirement specified in the Corporation's Certificate of Incorporation. Goodwill and the Foundation are each a "Grantee" and together the "Grantees."
10. For each Grantee, exhibits are attached to the Plan with the following documents: (a) each Grantee's Certificate of Incorporation and all amendments; (b) each Grantee's most recent financial report; and (c) a sworn affidavit from a director or officer of each Grantee stating Grantee's purposes, that Grantee is currently exempt from taxation under Code Section 501(c)(3), that Grantee is up to date in its registration and annual financial filings with the Charities Bureau, and a statement that Grantee will hold the restricted assets being transferred in accordance with such assets' restrictions.
11. The Corporation's Board of Trustees by unanimous written consent, dated January 17, 2025, approved resolutions adopting the Plan and authorizing the filing of a Certificate of Dissolution. The Board's unanimous written consent is attached hereto as Exhibit D.
12. The Corporation is concurrently seeking approval of the Plan from the New York Department of Health and the New York State Public Health and Health Planning Council. The Corporation will submit any approvals received under separate cover.
13. The Corporation is registered with the Charities Bureau of the Office of the Attorney General and its registration number is 03-53-61. 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, 2023.
14. No previous application for approval of the Plan has been made.

15. With this Petition, the Plan of Dissolution and Distribution of Assets is being submitted to the Attorney General for approval pursuant to Not-for-Profit Corporation Law Section 1002.

[Remainder of page intentionally left blank]

WHEREFORE, the Corporation respectfully requests that the Attorney General approve the Plan of Dissolution and Distribution of Assets of the Corporation pursuant to Section 1002 of the New York Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Petition to be executed this 21st day of January, 2025.



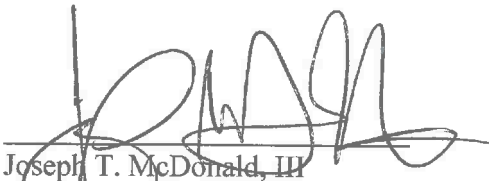
Joseph T. McDonald, III
Co-President
718-290-7833
JMcDonald@ICDNYC.org

VERIFICATION

STATE OF NEW YORK)
 ss:
COUNTY OF WESTCHESTER)


Joseph T. McDonald, III, being duly sworn, deposes and says:

I am the Co-President of International Center for the Disabled, d/b/a Institute for Career Development (the "Corporation"), the corporation named in the above Petition. I make this verification at the direction of the Corporation's Board of Trustees. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated upon information and belief, and as to those matters, I believe them to be true.



Joseph T. McDonald, III
Co-President

Sworn to before me this
21 day of January, 2025.



Notary Public

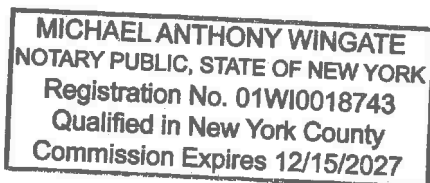


Exhibit A

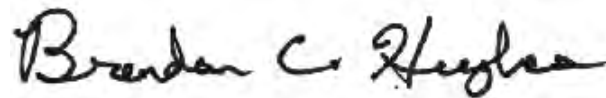
Certificate of Incorporation

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for ICD INTERNATIONAL CENTER FOR THE DISABLED, File Number 178Q-125 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 20, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF INCORPORATION

of

THE INSTITUTE FOR CRIPPLED AND DISABLED MEN.

We, the undersigned, all being persons of full age and at least two-thirds of us being citizens of the United States and at least one of us being a resident of the State of New York, desiring to form a corporation pursuant to the provisions of Article III of the Membership Corporations Law of the State of New York, do hereby make, sign and acknowledge this Certificate, as follows:

125

FIRST. The particular objects for which the corporation is to be formed are as follows: To furnish voluntary aid and assistance to crippled and disabled persons; to assist them in securing helpful appliances and in bettering their condition, in finding means of self-support and in becoming useful and independent citizens; and generally, to improve the conditions surrounding the lives and occupations of crippled and disabled persons. In furtherance of the said purposes the corporation shall have power to acquire by deed, devise, bequest, gift, purchase or otherwise, real and personal property, and to hold, in-

vest, reinvest, manage and dispose of the same. No profits shall inure in any way to any member or officer of this corporation, except bona fide payments to its employees of the fair value of their services actually rendered.

SECOND. The name of the corporation is to be "THE INSTITUTE FOR CRIPPLED AND DISABLED MEN".

THIRD. The territory in which its operations are to be principally conducted is the United States of America.

FOURTH. Its principal office is to be located in the Borough of Manhattan, in the City, County and State of New York.

FIFTH. The number of its directors, who shall be known as Trustees, is to be nine.

SIXTH. The names and places of residence of the persons to be its Trustees until the first annual meeting are as follows:

<u>Names</u>	<u>Residences</u>
Eleanor R. Belmont,	Hempstead, New York
Cynthia Burden,	Jericho, New York
Florence S. Sullivan,	135 East 66th St., New York, N.Y.
S. M. Greer,	137 East 68th St., New York, N.Y.
W. J. Hiss,	337 West 74th St., New York, N.Y.
Walter E. Hope,	123 East 80th St., New York, N.Y.
Douglas C. McMurtrie,	Greenwich, Connecticut
Jeremiah Milbank,	Port Chester, New York
Arthur Woods,	32 East 36th St., New York, N.Y.

2

SEVENTH. The time for holding the annual meeting of the corporation shall be the first Wednesday of February in each year.

IN WITNESS WHEREOF we have made, signed and acknowledged this certificate in duplicate this 9th day of January, 1920.

Eleanor R. Belmont Jeremiah Milbank
Florence S. Sullivan *Walter E. Hope*
Cynthia Burden *S. W. Greer*
Douglas C. McMurtrie

STATE OF NEW YORK, } ss.:
County of New York, }

On this 9th day of January, 1920, before me personally appeared Eleanor R. Belmont, Cynthia Burden, Florence S. Sullivan, S. W. Greer, W. J. Hiss, Walter E. Hope, Douglas C. McMurtrie and Jeremiah Milbank,

to be known and known to me to be the persons described
in and who executed the foregoing certificate, and they
severally duly acknowledged to me that they executed
the same for the uses and purposes therein set forth.

Merill Gate

Notary Public, Westchester County
New York



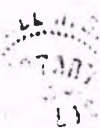
STATE OF NEW YORK, } ss.:
COUNTY OF NEW YORK, }

DOUGLAS C. McMURTRIE, being duly sworn,
deposes and says: I am one of the persons mentioned
in and who executed the foregoing Certificate of In-
corporation of The Institute for Crippled and Dis-
abled Men. I am of full age and a citizen of the
United States.

Subscribed and Sworn to before
me this 14th day of January, 1920

Douglas C. McMurtree

Merill Gate



4

STATE OF NEW YORK, }
County of New York, } ss.:

Eleanor R. Belmont, Cynthia Burden, Florence S. Sullivan, S.M. Greer, W.J. Hiss, Walter E. Hope and Jeremiah Milbank, being severally duly sworn, each for himself deposes and says: I am one of the persons mentioned in and who executed the foregoing Certificate of Incorporation of THE INSTITUTE FOR CRIPPLED AND MUTILATED MEN. I am of full age and a citizen of the United States and a resident of the State of New York.

Subscribe and sworn to before me
this 9th day of January, 1920

Jeremiah Milbank:

[Signature]

[Signature]

[Signature]

[Signature]



[Faint handwritten text]

STATE OF NEW YORK,)
County of Nassau,) ss.:

On this 10th day of January, 1920, before me personally appeared ARTHUR WOODS, to me known and known to me to be one of the persons described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same for the uses and purposes therein set forth.



Donald D. Mackay

Acting in Nassau County under
Chapter 208, Laws of 1913.
STATE OF NEW YORK,)
County of Nassau,) ss.:

ARTHUR WOODS, being duly sworn, deposes and says: I am one of the persons mentioned in and who executed the foregoing certificate of incorporation of THE INSTITUTE FOR CRIPPLED AND DISABLED MEN. I am of full age and a citizen of the United States and a resident of the State of New York.

Subscribed and sworn to before me }
this 10th day of January, 1920. }

Donald D. Mackay

Acting in Nassau County under
Chapter 208, Laws of 1913.

6

2

of the fair value of their services actually rendered.

That a Special Meeting of said corporation was held at Room 1522, Number 49 Wall Street, in the Borough of Manhattan, City and State of New York, on the 15th day of March, 1920, at 10 o'clock in the forenoon, and adjourned to the 16th day of March, 1920, at 2:30 o'clock in the afternoon.

That at said meeting the members of said corporation by a majority vote determined to increase the number of its Trustees from nine, the present number, to twelve.

That a certificate of the proceedings of said meeting relative to changing the number of Trustees, signed and verified by the Chairman and Secretary thereof, is hereto annexed and is hereby made a part of this certificate.

IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate in duplicate.

Dated, this 16th day of March, 1920.

W. H. Liss
Douglas McMurtrie
Thomas S. Sullivan
Jeremiah Milbank
[Signature]
Majority of Directors.

3
1808-134-2

STATE OF NEW YORK, }
County of New York, } ss.:

On this 18th day of March, 1930, before me
personally came W. J. Hiss, Douglas C. McMurtrie,
Florence S. Sullivan, Jeremiah Milbank and Walter E.
Hope, - - - - -

to me known and known to me to be the persons described
in and who made and signed the foregoing certificate, and they
severally duly acknowledged to me that they executed the
same.

James G. Affleck
Notary Public, Westchester County
New York County Clerk's No. 167, Register's No. 193
Commission expires March 30, 1931



14

1808-134-3


BE IT FURTHER RESOLVED, that the Trustees of this corporation be, and they hereby are, authorized and directed to sign, acknowledge and file proper amended certificates, pursuant to Section 14 of the Membership Corporations Law, and to take any further steps that may be necessary to carry out and effectuate such increase in the number of Trustees of this corporation.

The votes of all of the members of the corporation present at the meeting having been cast in favor of the adoption of said resolutions, the same were declared duly adopted.

IN WITNESS WHEREOF, we have signed and verified this certificate in duplicate.

Dated this 16th day of March, 1930.


Chairman.

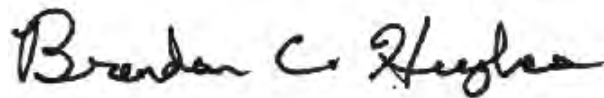

Secretary.

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for ICD INTERNATIONAL CENTER FOR THE DISABLED, File Number 272Q-24 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 20, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



Certificate of Change of Name of
THE INSTITUTE FOR CRIPPLED AND DISABLED MEN

- to -

INSTITUTE FOR THE CRIPPLED AND DISABLED

Pursuant to Section 60 of the
General Corporation Law

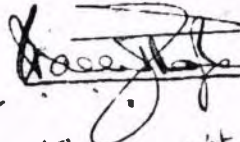
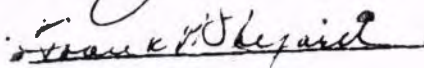
We, the undersigned, WALTER E. HOPE, President,
and FRANK P. SHEPARD, Secretary, of The Institute for
Crippled and Disabled Men, a membership corporation
formed under the laws of the State of New York, desir-
ing to change the name of the corporation pursuant to
Section 60 of the General Corporation Law, do hereby
certify as follows:

1. The name of the corporation is "The Insti-
tute for Crippled and Disabled Men". There has been no
previous change of name of the corporation.

2. The Certificate of Incorporation of said
corporation was filed in the office of the Secretary of
State of New York on the 13th day of January, 1920,
and a certified copy thereof was duly filed in the office
of the clerk of New York County on the 14th day of Jan-
uary, 1920.

3. The new name to be assumed by said corporation is "Institute for the Crippled and Disabled".

IN WITNESS WHEREOF, we have subscribed this certificate in duplicate this 7th day of February, 1928.

STATE OF NEW YORK;
COUNTY OF NEW YORK.

ss.:

On this 7th day of February, 1928, before me personally came WALTER E. HOPE and FRANK P. SHEPARD, to me known and known to me to be the individuals described in and who executed the foregoing certificate of change of name, and they severally duly acknowledged to me that they executed the same.

Henry H. Kellumback Jr.

STATE OF NEW YORK,
COUNTY OF NEW YORK.

ss.:

WALTER E. HOPE and FRANK P. SHEPARD, being severally duly sworn, on oath say, each for himself, that he, the said Walter E. Hope is the President, and he, the said Frank P. Shepard, is the Secretary, of The Institute for Crippled and Disabled Men; that they have been authorized jointly to make, execute and file the foregoing certificate by the votes, cast in person or by proxy, of a majority of the members of record of said corporation entitled to vote, and that such votes were cast at a meeting of the members called for that purpose upon like notice as that required for the annual meetings of said corporation, which meeting was held on the 1st day of February, 1928.

Subscribed and sworn to
before me this 7th day
of February, 1928.

Henry H. Kellumback Jr.

Witness

Frank P. Shepard

gus

2720

24

gus
12

MAN 10/31

174372376

Certificate of Change of Name of

THE INSTITUTE FOR CRIPPLED AND DISABLED MEN

- to -

INSTITUTE FOR THE CRIPPLED AND DISABLED

Pursuant to Section 60 of the General
Corporation Law.

John

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB-9 1928

W. H. H. H.
12-09-27

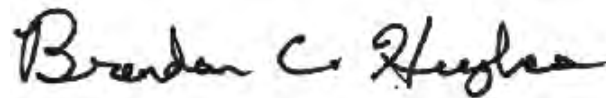
Robert H. H. H.
CLERK OF STATE
BY *John H. H.*
CASHIER

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for ICD INTERNATIONAL CENTER FOR THE DISABLED, File Number 308Q-60 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 20, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State





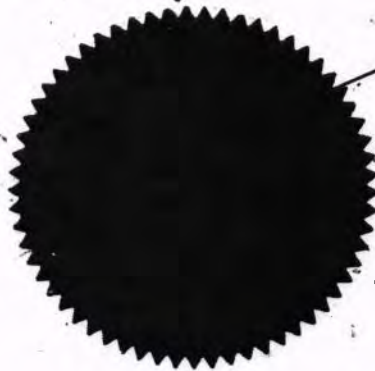
State of New York — Department of Social Welfare

State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Charities, designated the State Board of Social Welfare, held on the twenty-first day of October, 1930, due inquiry and investigation having been made, the annexed certificate amending purposes and powers of the Institute for the Crippled and Disabled, was approved.



In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this eighth day of December, 1930.

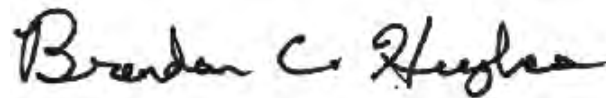
Charles Johnson
Commissioner of Social Welfare.

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for ICD INTERNATIONAL CENTER FOR THE DISABLED, File Number 919596-3 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 20, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



919596

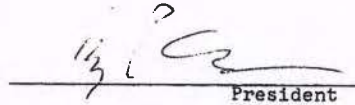
CERTIFICATE OF TYPE
OF
NON-PROFIT CORPORATION
OF
INSTITUTE FOR THE CRIPPLED AND DISABLED
UNDER SECTION 113 OF THE NOT-FOR-PROFIT
CORPORATION LAW

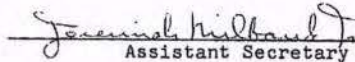
1. The name of the corporation is INSTITUTE FOR THE CRIPPLED AND DISABLED. It was formed under the name INSTITUTE FOR CRIPPLED AND DISABLED MEN, adopting its present name by certificate filed by the Department of State on February 9, 1928.

2. Its certificate of incorporation under the Membership Corporation Law was filed by the Department of State on January 13, 1920.

3. The post office address within the State to which the Secretary of State shall mail a copy of any notice required by law is 400 First Avenue, New York, New York 10010.

4. Under Section 201 of the Not-For-Profit Corporation Law it is a Type B not-for-profit corporation as defined in that section.


President


Assistant Secretary

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

HERMANN G. PLACE, being duly sworn, says:

I am an officer, to wit, President of INSTITUTE FOR THE CRIPPLED AND DISABLED, a New York not-for-profit corporation. I have read the foregoing certificate of type of non-profit corporation of the said corporation and know the contents thereof, and the same is true of my own knowledge.

H. G. Place

Sworn to before me this
 21st day of October, 1970.

Samuel Steiner

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

JEREMIAH MILBANK, JR., being duly sworn, says:

I am an officer, to wit, Assistant Secretary of INSTITUTE FOR THE CRIPPLED AND DISABLED, a New York not-for-profit corporation. I have read the foregoing certificate of type of non-profit corporation of the said corporation and know the contents thereof, and the same is true of my own knowledge.

Jeremiah Milbank Jr.

Sworn to before me this
 21st day of October, 1970.

Samuel Steiner

919586-3

1089-125

original name as of 2/9/28

any Co.

orig- The Institute for Crippled and Disabled Men

1/13/20

no type or notice added

E

CERTIFICATE OF TYPE

OF

NON-PROFIT CORPORATION

OF

INSTITUTE FOR THE CRIPPLED AND DISABLED

UNDER

SECTION 113 OF THE NOT-FOR-PROFIT CORPORATION LAW

ndB

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 8 - 1971
TAX \$
FILING FEE \$

John P. Langan
Secretary of State

Milbank, Tweed, Hadley & McCloy 31-ny
1 Chase Manhattan Plaza
New York, N.Y. Type B

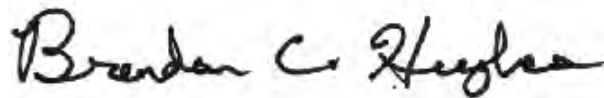
3

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for ICD INTERNATIONAL CENTER FOR THE DISABLED, File Number 965937-6 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 20, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State





STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY

965937

PUBLIC HEALTH COUNCIL

February 2, 1972

KNOW ALL MEN BY THESE PRESENTS:

In accordance with action taken after due inquiry and investigation at a meeting of the Public Health Council held on the 28th day of January, 1972, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of Institute for the Crippled and Disabled, changing the name of the corporation to ICD Rehabilitation and Research Center is APPROVED.

Richard H. Mattox
RICHARD H. MATTOX
Executive Secretary

COUNCIL

NORMAN S. MOORE, M.D.
CHAIRMAN
GEORGE BAHR, M.D.
BLONVA P. BOHD
DETLEV DRONK, Ph. D.
GORDON E. BROWN

MORTON P. HYMAN
CHARLES T. LANIGAN
GERALD B. HANLEY, M.D.
GEORGE R. METCALF
W. KENNETH RILAND, D.O.
JOHN F. ROACH, M.D.

HOWARD A. RUSK, M.D.
JOHN M. WALSH
WILLIAM H. WISELY, D. ENG.
HOLLIS S. INGRAHAM, M.D.
EX OFFICIO

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
INSTITUTE FOR THE CRIPPLED AND DISABLED
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, HERMANN G. PLACE and
M. SCOVELL MARTIN, being respectively the President
and Secretary of INSTITUTE FOR THE CRIPPLED AND DISABLED
hereby certify:

1) The name of the corporation is INSTITUTE
FOR THE CRIPPLED AND DISABLED. It was formed in January
1920 under the name of THE INSTITUTE FOR THE CRIPPLED
AND DISABLED MEN.

2) The certificate of incorporation of said
corporation was filed by the Department of State on
January 13, 1920, and the law under which it was formed
was the New York Membership Corporations Law. The
certificate of incorporation has been amended on several
occasions, most recently by certificate filed by the
Department of State on July 26, 1971.

3) The corporation is a corporation as de-
fined in subparagraph (a)(5) of Section 102 of the New

York Not-for-Profit Corporation Law.

4) Article SECOND of the Certificate of Incorporation which reads as follows:

"SECOND. The name of the Corporation is 'Institute for the Crippled and Disabled'."

is hereby to be amended to read as follows:

"SECOND. The name of the Corporation is 'ICD Rehabilitation and Research Center'."

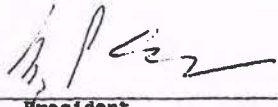
5) This amendment of the Certificate of Incorporation was authorized by majority vote of the corporation's members the affirmative votes cast being at least equal to a quorum pursuant to Section 613(c) of the Not-for-Profit Corporation Law, at the corporation's annual meeting held on October 27, 1971 at 340 East 24th Street, New York, New York, pursuant to Section 603(b) of that law, upon written notice given to all the eligible members of the corporation as required by Section 605(a) of that law.

6) The post office address within or without the state to which the Secretary of State shall mail a copy of any notice required by law is 340 East 24th Street, New York, New York.

7) None of the corporate purposes of the corporation is enlarged, limited or otherwise changed

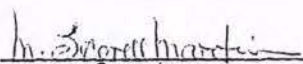
by these amendments and the corporation is and remains
a Type B corporation as described in Section 201 of the
Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, pursuant to the authority
specifically conferred upon us by the members of the
aforesaid corporation at the above-mentioned annual
meeting on October 27, 1971, we have made, subscribed
and verified this certificate in duplicate this 23rd
day of November, 1971.



President

HERMANN G. PLACE



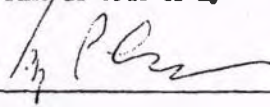
Secretary

M. SCOVELL MARTIN

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

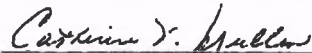
HERMANN G. PLACE, being duly sworn, says:

I am an officer, to wit, President of
INSTITUTE FOR THE CRIPPLED AND DISABLED, a New York
not-for-profit corporation. I have read the fore-
going certificate of amendment of the certificate
of incorporation of the said corporation and know
the contents thereof, and the same is true of my
own knowledge.



Sworn to before me this
24 day of November, 1971.

HERMANN G. PLACE

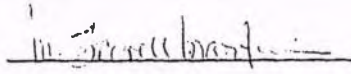


CATHERINE V. MULLEN
Notary Public, State of New York
Qualified in Queens County
Commission Expires March 30, 1972

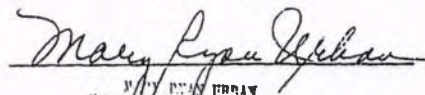
STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

M. SCOVELL MARTIN, being duly sworn, says:

I am an officer, to wit, Secretary of
INSTITUTE FOR THE CRIPPLED AND DISABLED, a New York not-
for-profit corporation. I have read the foregoing
certificate of amendment of the certificate of incor-
poration of the said corporation and know the contents
thereof, and the same is true of my own knowledge.



Sworn to before me this
23rd day of November, 1971.



MARY LYNN MURRAY
Notary Public, State of New York
Qualified in Queens County
Term Expires March 30, 1972.

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CT
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NFP type B
orig: The Institute for Crippled
& Disabled Men
1/13/20 1789-125

assd 2/9/28 ny co
CERTIFICATE OF AMENDMENT

OF
THE

Not add
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ave

CERTIFICATE OF INCORPORATION

OF

INSTITUTE FOR THE CRIPPLED AND DISABLED

ny 2

UNDER

SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

new name
ok 12/7

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 8 - 1972

TAX \$ none
FILING FEE \$ 30

mb B

John P. Tomany
Secretary of State
By mqh
31 N.Y.

MILBANK, TWEED, HADLEY & McCLOY
1 Chase Manhattan Plaza
New York, New York 10005
(212) HA 2-2660

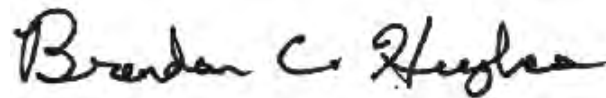
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy for ICD INTERNATIONAL CENTER FOR THE DISABLED, File Number A253838-8 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 20, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF MERGER

OF

**ICD REHABILITATION AND RESEARCH CENTER
AND
SPEECH AND HEARING INSTITUTE, INC.
INTO
ICD REHABILITATION AND RESEARCH CENTER**

**(UNDER SECTION 904 OF THE
NOT-FOR-PROFIT CORPORATION LAW)**

We, the undersigned, Jeremiah Milbank, Jr., and Daniel G. Tenney, Jr., being respectively the President and Secretary of ICD Rehabilitation and Research Center, a corporation incorporated under the Not-for-Profit Corporation Law of New York, and Arthur Gray, Jr. and Paul B. Carroll, being respectively the President and Secretary of Speech and Hearing Institute, Inc., hereby certify:

1. That the constituent corporations to the proposed Merger, ICD Rehabilitation and Research Center ("ICD") and Speech and Hearing Institute, Inc. ("Speech") are Not-for-Profit Corporations organized and existing under the New York Not-for-Profit Corporation Law,

2. That the Institute for Crippled and Disabled Men, a predecessor corporation to ICD, was incorporated on January 13, 1930 by Certificate of Incorporation filed in the Office of the Secretary of State of the State of New York, its name being changed to The Institute for the Crippled and Disabled by Certificate of Amendment filed in the Office of the Secretary of State on February 9, 1948, and to ICD Rehabilitation and Research Center by Certificate of Amendment filed in the Office of the Secretary of State on February 8, 1972. That the New York Clinic for Speech Defects, Inc., a predecessor corporation to Speech and Hearing Institute, Inc. was incorporated on July 5, 1917, by Certificate of Incorporation filed with the Secretary of State of the State of New York, its name was changed to The National Hospital for Speech Disorders by Certificate of Amendment filed in the Office of the Secretary of State on May 27, 1921, and to Speech Rehabilitation Institute by Certificate of Amendment filed in the Office of

the Secretary of State on May 11, 1964, prior to its being renamed Speech and Hearing Institute, Inc. by Certificate of Amendment filed in the Office of the Secretary of State on April 11, 1973.

3. That the surviving corporation of the Merger will be ICD Rehabilitation and Research Center.

4. That Speech has 30 regular members. The By-laws of Speech provide for life members but Speech presently has no life members. ICD presently has 21 active members who are the only members of the Corporation by law and the By-laws of the corporation. ICD also has contributing members, annual members, associate members, sustaining members, donors, patrons and benefactors, such memberships being determined by contributions to ICD. Neither Speech nor ICD has issued any certificates evidencing capital contributions or subventions.

5. That the Certificate of Incorporation of ICD will continue unamended as the Certificate of Incorporation of the surviving corporation.

6. That the Board of Directors of Speech at a meeting held on October 29, 1974, and the Board of Directors (designated as the Board of Trustees by the By-laws and Certificate of Incorporation) of ICD at a meeting held on October 30, 1974, each approved a Plan of Merger (the "Plan") between Speech and ICD.

7. That the Plan has been approved by at least two-thirds vote (as defined in paragraph (c) of Section 613 of the New York Not-for-Profit Corporation Law) of the members of ICD cast in person at a meeting held on October 30, 1974, upon notice properly given as provided in the Not-for-Profit Corporation Law of the State of New York and the By-laws of ICD, at which meeting a quorum of the members entitled to vote with respect to the Merger was present. The Plan has been approved by at least two-thirds vote (as defined in paragraph (c) of Section 613 of the New York Not-for-Profit Corporation Law) of the members of Speech entitled to vote thereon cast in person at a meeting held on October 29, 1974, upon notice properly given as prescribed in the Not-for-Profit Corporation Law of the State of New York and the By-laws of Speech, at which meeting a quorum of the members entitled to vote with respect to the Merger was present.

IN WITNESS WHEREOF, the undersigned have executed,
signed and verified this Certificate this 30th day of July,
1975.

ICD REHABILITATION AND RESEARCH
CENTER

By Jeremiah Milbank, Jr.
Jeremiah Milbank, Jr.
President

By Daniel G. Tenney, Jr.
Daniel G. Tenney, Jr.
Secretary

SPEECH AND HEARING INSTITUTE, INC.

By Arthur Gray, Jr.
Arthur Gray, Jr.
President

By Paul B. Carroll
Paul B. Carroll
Secretary

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

Jeremiah Milbank, Jr., being first duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate and is the President of ICD Rehabilitation and Research Center, that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.

Jeremiah Milbank, Jr.
Jeremiah Milbank, Jr.

Sworn to before me this

30th day of July, 1975

Daniel Steiner
Notary Public

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

Arthur Gray, Jr., being first duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate and is the President of Speech and Hearing Institute, Inc., that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.

Arthur Gray, Jr.
Arthur Gray, Jr.

Sworn to before me this

30th day of July, 1975

Phelps E. Pritchard
Notary Public
NOTARY PUBLIC, State of New York
Qualified in Kings County
No. 24-3164673
Commission Expires March 30, 1977

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At a Special Term, Part ² of
the Supreme Court of the State
of New York, County of New
York, 60 Centre Street, New
York, N.Y., on the 23rd day
of MAY, 1975

PRESENT

HON.

SIDNEY A. FINE

Justice

195

----- x
In the Matter :

of the :

Application of ICD Rehabilitation and
Research Center and Speech and Hearing
Institute, Inc. for an Order Approving
Their Plan of Merger and Authorizing
the Filing of a Certificate of Merger,
the Surviving Corporation to be ICD
Rehabilitation and Research Center,
pursuant to Section 906 of the Not-
for-Profit Corporation Law :

ORDER

Index No.

9140/75

----- x
Upon reading and filing the petition of Jeremiah
Milbank, Jr. and Arthur Gray, Jr. verified the 6th day of
May, 1975, the Plan of Merger, with the exhibits annexed, and
it appearing that the Attorney General has no objection to
said plan, and that the Public Health Council has waived notice
of the application for judicial approval of said Plan and any
hearing therein, it is

ORDERED, that the Plan of Merger of ICD Rehabilitation
and Research Center and Speech and Hearing Institute, Inc. to-
gether with the filing of the Certificate of Merger be and

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the same is hereby approved, that all the assets of each of the constituent corporations be the property of ICD Rehabilitation and Research Center, and that the merger of the constituent corporations have the effect provided by Section 905 of the Not-for-Profit Corporation Law of the State of New York.

ENTER

N
J.S.C.

May 13, 1975 - The Attorney General of the State of New York has no objection to judicial approval of the above captioned merger and waives statutory notice thereof

LOUIS J. LEFKOWITZ
ATTORNEY GENERAL
STATE OF NEW YORK

FILED
MAY 23 1975
NEW YORK
CO. CLERK'S OFFICE

by Bernard Toomin
BERNARD TOOMIN
Assistant Attorney General

STATE OF NEW YORK, COUNTY OF NEW YORK) ss.
I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court, New York County,
DO HEREBY CERTIFY THAT I HAVE COMPARED THIS COPY WITH THE ORIGINAL
FILED IN MY OFFICE ON *May 23 1975* AND THAT THE SAME IS A
CORRECT TRANSCRIPT THEREOF AND OF THE WHOLE OF SUCH DOCUMENT.
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.
AUG 13 1975
COUNTY CLERK AND CLERK OF THE SUPREME COURT, NEW YORK COUNTY
NEW YORK

031102



STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

July 28, 1975

KNOW ALL MEN BY THESE PRESENTS:

In accordance with action taken after inquiry and investigation at a meeting of the Public Health Council held on the 25th day of July, 1975, I hereby certify that the Certificate of Merger of ICD Rehabilitation and Research 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: Stanley I. Garnett, II, Esq.
Milbank, Tweed, Hadley,
and McCloy
One Chase Manhattan Plaza
New York, New York 10005

Mr. Jeremiah Milbank, Jr.
President
ICD Rehabilitation and Research Center
340 East 24th Street
New York, New York 10010

COUNCIL

NORMAN S. MOORE, M.D.
CHAIRMAN
ROBERT F. ARMAO
BLONEVA P. BOND
DETLEV BRONK, PH. D.
GORDON E. BROWN
VERNAL G. CAVE

MORTON P. HYMAN
GERALD B. MANLEY, M.D.
GEORGE METCALF
JAMES F.X. O'ROURKE, M.D.
W. KENNETH RILAND, D.O.
JOHN F. ROACH, M.D.

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

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

A 253838-8	<p align="center"> CERTIFICATE OF MERGER OF ICD REHABILITATION AND RE-SEARCH CENTER AND SPEECH AND HEARING INSTITUTE, INC. INTO ICD REHABILITATION AND RE-SEARCH CENTER (UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW) </p>	<p align="center"> MILBARK, TWEED, HADLEY & MCCLOY 1 GRASS MOUNTAIN PLAZA NEW YORK, N. Y. 10005 212-453-8000 ATTORNEYS FOR ICD REHABILITATION AND RE-SEARCH CENTER </p>
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NFD
 ① add 2/18/72 - up to 13
 NY 2
 original certificate for Copyrighted and
 uncopyrighted Mem
 11/3/20
 1/18/75 - 125
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 TAX & 1630
 FILING FEE & 130
 FILED AUG 1 1975
Ward Bond
 Secretary of State
 31 my 1 up to 13
 NY
 ② add 4/11/73 - up to 13
 NY 2
 New York: Cling for
 Speech subject
 7/5/17
 1609-2
 8/11/75

BY-LAWS
OF
ICD INTERNATIONAL CENTER FOR THE DISABLED

As amended through June 20, 2012. These By-Laws will be reviewed and amended during 2015 due to recent changes in New York regulating not-for-profit corporations.

ARTICLE 1

GOVERNING BOARD

Section 1. GOVERNANCE. The Corporation shall be managed by a governing board, which is herein referred to as the “Board of Trustees” or “Board.” The use of the phrase “entire board” herein refers to the total number of Trustees which the Corporation would have if there were no vacancies. The Corporation shall have no members (pursuant to Section 601 of the Not-for-Profit Law of the State of New York).

Section 2. QUALIFICATIONS AND NUMBER.

A. General.

(1) The Board of Trustees shall consist of not less than ten (10) persons nor more than twenty (20). The number of Trustees may be increased or decreased by action of the Board of Trustees provided that any action by the Board to effect such increase or decrease shall require the vote of a majority of the Board then in office. No decrease shall shorten the term of any Trustee then in office.

B. Composition of Board of Trustees.

(1) The Board of Trustees shall include among its members persons whose background and experience indicate that they are qualified to act in the broad public interest.

(2) ELECTION AND TERM. Trustees shall serve for a term of one (1) year, or until their successors are duly elected and shall have qualified.

Trustees shall be elected at the Annual Meeting by a vote of majority of the Board then in office. A Trustee elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 3. MEETINGS.

A. SPECIAL MEETINGS. Special meetings may be called by the Chairperson, or by the President; or by the Secretary at the request of the Chairperson, or President or of three (3) or more Trustees.

B. ANNUAL AND REGULAR MEETINGS. There shall be at least three regular meetings of the Board of Trustees each calendar year, the second one of which shall be designated the Annual Meeting. The Executive Committee of the Board of Trustees shall meet at least four times each calendar year.

C. PLACE. Meetings shall be held at such place within or without the State of New York as shall be fixed by the Board.

D. NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. At least five (5) days written or electronic notice of the Annual Meeting shall be given to each Trustee. Three (3) days written, electronic, oral, or any other mode of notice of the time and place shall be given to each Trustee for special meetings. The notice of any meeting need not specify the purpose of the meeting, unless the purpose of such meeting is to consider the election or removal of any Trustee or amendment of these By-Laws. Any requirement of furnishing a notice shall be waived by any Trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

E. QUORUM AND ACTION.

(1) Except as hereinafter provided, one-third (1/3) of the entire Board shall constitute a quorum. At any meeting held to remove one or more Trustees, a quorum shall consist of a majority of the Trustees present at such meeting. Whenever a vacancy on the Board of Trustees shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board excluding the vacancy.

(2) A majority of the Trustees present whether or not a quorum is present, may adjourn a meeting to another time and place.

(3) Except to the extent provided by law and these By-Laws, the act of the Board of Trustees shall be by a majority of the Trustees present at the time of vote, a quorum being present as such time. Any action authorized by resolution, in writing, by all of the Trustees entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Trustees with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

F. CHAIRPERSON OF THE MEETING. The Chairperson of the Board, if present and acting, shall preside at all meetings. Otherwise, the President, or if he or she is not present and acting, any other Trustee chosen by the Board shall preside.

G. COMMUNICATIONS EQUIPMENT. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the 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.

Section 4. WRITTEN CONSENT. Notwithstanding any other provision contained herein, any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing such action.

Section 5. REMOVAL / RESIGNATION OF TRUSTEES.

(A) Any Trustee may be removed for cause by the Board of Trustees provided there is a quorum of not less than a majority present at the meeting of Trustees at which such action is taken.

(B) A Trustee may resign at any time by giving written notice to the Board of Trustees or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Trustees or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Section 6. COMMITTEES.

A. STANDING COMMITTEES. At the annual meeting the Board of Trustees shall appoint from among its members the members of the standing committees of the Board of Trustees. A majority of the members of any committee of the Board shall constitute a quorum of that committee.

(1) EXECUTIVE COMMITTEE: The Committee shall act on behalf of the Board regarding those matters requiring action of the Board in advance of its next meeting. It shall perform such other and further functions as the Board of Trustees may designate.

(2) FINANCE COMMITTEE: The Finance Committee shall supervise the finances of the corporation, approve the annual budget, and direct the investments of the corporation. It shall perform such other and further functions as the Board of Trustees may designate.

(3) AUDIT COMMITTEE: The Audit Committee shall audit the finances and operations of the Corporation, shall select the external auditors of the Corporation, and shall oversee and approve corporate compliance program . It shall perform such other and further functions as the Board of Trustees may designate. All members of the Committee shall be disinterested Trustees.

(4) COMPENSATION COMMITTEE: The Compensation Committee shall set the compensation for the officers of the Corporation. It shall perform such other and further functions as the Board of Trustees may designate. All members of the Committee shall be disinterested Trustees.

(5) PERSONNEL COMMITTEE: The Personnel Committee shall establish appropriate personnel policies for the employees of the Corporation. It shall perform such other and further functions as the Board of Trustees may designate.

(6) PROGRAMS COMMITTEE: The Programs Committee shall review and approve the operations of the Corporation. It shall perform such other and further functions as the Board of Trustees may designate.

(7) EXTERNAL AFFAIRS/DEVELOPMENT COMMITTEE: The External Affairs/Development Committee shall assist in formulating strategies and activities which are directed toward the generation of revenues from the public and private sectors in support of the Corporation's programs and services, and in the presentation of the Corporation

to the media, to funding sources and to the general public. It shall perform such other and further functions as the Board of Trustees may designate.

B. TEMPORARY COMMITTEES: The Board of Trustees may at any time appoint temporary committees, the members of which need not be members of the Board. The Board shall determine the purpose, function and scope of each such committee.

C. MEMBERSHIP: Membership on each committee shall be for an annual term.

ARTICLE II

OFFICERS

Section 1. NUMBER AND QUALIFICATIONS: The Board of Trustees may elect or appoint a Chairperson of the Board ("Chairperson"), one or more Vice Chairperson, a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The Chairperson and Vice Chairpersons shall be Trustees, and all other officers may but need not be Trustees. Any two or more offices may be held by the same person, except that the offices of Chairperson, President and Secretary shall not be held by the same person.

Section 2. ELECTION AND TERM. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the next annual meeting of the Board of Trustees and until his or her successor shall have been elected and shall have qualified.

Section 3. REMOVAL: Any officer of the Corporation may be removed from office by the Board of Trustees for cause or without cause.

Section 4. FUNCTION, POWERS AND DUTIES OF OFFICERS

A. CHAIRPERSON. The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and Executive Committee. The Chairperson shall, with the President, keep the Board of Trustees fully informed, and shall consult with the Board of Trustees concerning the activities of the corporation. The Chairperson, in the absence of the President and at the direction of the Board of Trustees, may sign, in the name of the corporation, all contracts or other documents authorized either generally or specifically by the Board of Trustees. The Vice Chairperson, if there be one, shall act in the stead of the Chairperson in his or her absence.

B. PRESIDENT. The President shall have such powers and duties as are customarily incident to that position. The President shall with the Chairperson, keep the Board of Trustees fully informed and shall consult with the Board of Trustees concerning the activities of the corporation. The President shall have the power to sign alone all contracts or other documents authorized either generally or specifically by the Board of Trustees.

C. VICE PRESIDENTS. The Vice Presidents shall have such powers and duties as may be assigned to them by the Board of Trustees.

D. SECRETARY. The Secretary shall act as secretary of all meetings of the Board of Trustees and the various committees, and shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall have custody of the seal of the Corporation and shall affix and attest the same documents duly authorized by the Board of Trustees. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall perform all the duties customarily incident to the office of the Secretary, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Trustees.

E. ASSISTANT SECRETARIES. The Assistant Secretaries shall perform the duties of the Secretary in his absence or at his request and shall perform such other duties as shall from time to time be assigned to them by the Board of Trustees.

F. TREASURER. The Treasurer shall have the custody of all funds and securities of the Corporation which may come into his or her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate. The Treasurer may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Trustees and counter-signed by the President.

G. ASSISTANT TREASURERS. The Assistant Treasurers shall perform the duties of the Treasurer in his or her absence or at his or her request, and shall perform such other duties as shall from time to time be assigned to them by the Board of Trustees.

ARTICLE III

BOOKS AND RECORDS

The Corporation shall keep at the office of the Corporation within the State of New York correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees and any committee which the Trustees may appoint.

ARTICLE IV

CONTROL OVER BY-LAWS

The By-Laws may be amended, repealed and new by-laws made, by the affirmative vote of two-thirds (2/3) of the members of the entire Board. If any By-Law regulating an impending election of Trustees is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting for the election of Trustees the By-Law so made, amended or repealed, together with a concise statement of the changes made.

ARTICLE V

INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was an officer, director, Trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in respect of any criminal action or proceeding as to which such person shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that despite adjudication of guilt, in view of all of the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. The termination of any action, suit or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was an officer, director, Trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation and except that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that an officer, director, Trustee, employee or agent of the Corporation, shall be successful on the merits, or otherwise in defense, of any action, suit or proceeding referred to in sections (1) and (2) of this Article, or in defense of any claims, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Any indemnification under section (1) and (2) of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, Trustee, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in such section (1) and (2). Such determination shall be made (i) by the Board of Trustees or (ii) if the Board so permits, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, if directed by the Board, by or on behalf of the officer, director, Trustee, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized by this Article.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By Law, agreement, action of the Board of Trustees or otherwise, both as to an action against such person in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer, director, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Corporation shall have the power to purchase and maintain insurance to identify the Corporation and its Trustees, officers and employees to the fullest extent permitted by applicable law then in effect.

ARTICLE VI

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Certificate of Incorporation may be amended by the affirmative vote of three-fourths (3/4) of the Board.

Exhibit C

Plan of Dissolution and Distribution of Assets

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS
OF
INTERNATIONAL CENTER FOR THE DISABLED,
D/B/A INSTITUTE FOR CAREER DEVELOPMENT

The Board of Trustees (the “Board”) of International Center for the Disabled, d/b/a Institute for Career Development (the “Corporation”), having considered the advisability of voluntarily dissolving the Corporation, and it being the opinion of the Trustees that dissolution is advisable and in the best interests of the Corporation, and the Board having adopted, by unanimous consent, as of January 17, 2025, a plan for a voluntary dissolution of the Corporation (the “Plan”), does hereby resolve that the Corporation be dissolved in accordance with the Plan as follows:

1. The Corporation has no members.
2. The Corporation has assets. Other than the restricted funds listed below, the assets of the Corporation are not legally required to be used for any particular purpose. As of November 30, 2024, the Corporation had cash and cash equivalent assets totaling approximately \$10,902,015.
3. The Corporation has restricted funds (the “Restricted Funds”) as follows:

<u>Fund Name</u>	<u>Amount (as of November 30, 2024)</u> ¹
1. Founder’s Day Memorial	\$294,275
2. Watson Memorial	\$10,000
3. Walter Brooks Memorial	\$386,260
4. R. Caldwell Endowment Fund	\$18,358
5. Investment Returns on 1-4	\$644,127
6. Indigent Care	\$1,076,813
7. Client Activities	\$539,162
8. DLMF for Workforce Development	\$86,912

¹ The funds listed in lines 1-5 are permanently restricted endowment funds, and the funds listed in lines 6-8 are term or purpose restricted endowment funds. The value of the investment returns on the permanently restricted endowment funds in line 5 will be transferred to Goodwill, pursuant to the Grant and Transfer Agreement between the Corporation and Goodwill (Exhibit B). In Exhibit B, the value of the investment returns is \$489,615, which was the value as of December 21, 2023. These investment funds have grown to \$644,127 as of November 30, 2024.

The Corporation will hold the Restricted Funds in accordance with their respective restrictions, which are described in the Affidavit of Joseph T. McDonald, III, Co-President of the Corporation, attached hereto as Exhibit A, prior to the transfer of the Restricted Funds to Goodwill Industries of Greater NY and Northern NJ, Inc. and Limb Kind Foundation, Inc. (each, a “Grantee,” and together, the “Grantees”), as described in paragraphs 6 and 7 below.

4. Pursuant to Section 555(d) of the New York Not-for-Profit Corporation Law (“NPCL”), the Corporation is requesting that the Attorney General approve the partial release of purpose restrictions (to the extent that any such restrictions existed) on two of the Corporation’s restricted funds: (1) the John Jay and Eliza Jane Watson Memorial Fund and (2) the R. Caldwell Endowment Fund. As detailed in Exhibit A, the Corporation’s Board has determined that it is in the best interest of the Corporation to “remove” any purpose restrictions on these two funds under Section 555(d) of the NPCL, to the extent that such restrictions existed, because the Corporation’s officers have not been able to find donor records (following extensive searches) indicating whether there are purposes restrictions on these two funds. Because any purpose based restrictions on these two funds are unknown (to the extent that such restrictions existed), they are impossible to achieve. Because both funds have a value of less than \$100,000, more than twenty years has elapsed since each fund was established, and the Corporation has held the funds as permanently restricted funds, the Corporation is providing notice to the Attorney General, pursuant to NPCL 555(d)(2), to request the removal of any purpose-related restrictions on these two funds, to the extent such restrictions existed. The unanimous written consent of the ICD Board of Trustees, dated January 17, 2025, records the approval of the release of any purpose restrictions on the funds, to the extent that such restrictions existed. If the Attorney General approves the partial release of restrictions on the funds, Goodwill has agreed to hold the funds as permanently restricted funds and to hold these two funds as an endowment to be used for Goodwill’s general operating support.

5. As of November 30, 2024, the Corporation had approximately \$1,294,120 in liabilities, as follows:

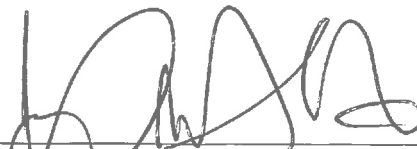
Personnel	
Salary and Wages	\$438,000
Fringe Benefits	\$105,120
Consultants and Contracts	
IT Consultant	\$30,000
Legal Fee	\$102,000
Auditing Fee	\$35,000
Accounting Service Fee	\$36,000
Equipment and Janitorial Supplies	\$6,000
Telephone/ Internet	\$12,000
Rent	\$24,000
Storage	\$30,000
Liability & D&O Insurance	\$60,000
Bank and Payroll Service Fees	\$6,000
Other Expenses	
Document conversion and retention	\$375,000
Pension contribution	\$35,000

6. The Corporation proposes to transfer all of the Restricted Funds, except the Walter Brooks Memorial Fund (which shall be transferred as described in paragraph 7 below), and all of the Corporation's assets, subject to any unpaid liabilities of the Corporation, to Goodwill Industries of Greater NY and Northern NJ, Inc. ("Goodwill"), a New York not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and recognized as a public charity within the meaning of Code Section 509(a)(1), to support Goodwill's general charitable activities, in accordance with the Grant and Transfer Agreement between the Corporation and Goodwill, attached hereto as Exhibit B. Pursuant to the Grant and Transfer Agreement, the assets owned by the Corporation and the Restricted Funds held by the Corporation will be used by Goodwill in accordance with its charitable purposes. Goodwill is engaged in activities substantially similar to the Corporation's activities, and the transfer to Goodwill and the Corporation's dissolution are consistent with the dissolution requirement specified in the Corporation's Certificate of Incorporation.

7. The Corporation proposes to transfer one of the Corporation's Restricted Funds, the Walter Brooks Memorial Fund, subject to any unpaid liabilities of the Corporation, to Limb Kind Foundation, Inc. (the "Foundation"), a New York not-for-profit corporation exempt from

taxation under Section 501(c)(3) of the Code, and recognized as a public charity within the meaning of Code Section 509(a)(1), to support the Foundation's general charitable activities, in accordance with the Transfer Agreement between the Corporation and the Foundation, attached hereto as Exhibit C. The Walter Brooks Memorial Fund held by the Corporation will be used by the Foundation in accordance with its charitable purposes, which are to improve the lives of children with limb loss and to provide prosthetic care to children. The Foundation is 1) engaged in activities substantially similar to the Corporation's activities, with respect to its support of persons with disabilities, 2) the transfer to the Foundation of the funds intended to assist individuals with limb loss is consistent with the Fund's restricted purposes, and 3) the Corporation's dissolution are consistent with the dissolution requirement specified in the Corporation's Certificate of Incorporation.

8. With respect to each of the Grantees, the following documents shall be attached as Exhibit D:
 - (a) Each Grantee's Certificate of Incorporation and all amendments;
 - (b) Each Grantee's most recent financial report; and
 - (c) A sworn affidavit from a director or officer of each Grantee, stating: (i) Grantee's purposes; (ii) Grantee is currently exempt from taxation under Code Section 501(c)(3); (iii) Grantee is up to date in its registration and annual financial filings with the Charities Bureau of the New York Attorney General's Office; and (iv) Grantee will hold the restricted assets being transferred by the Corporation in accordance with such assets' restrictions.
9. In addition to Attorney General approval, the Corporation is concurrently seeking approval of the Plan from the New York Department of Health and the New York State Public Health and Health Planning Council. The Corporation will submit any approvals received under separate cover.
10. Within two hundred and seventy (270) days after the date on which the Attorney General approves the Plan of Dissolution and Distribution of Assets, the Corporation shall carry out the Plan. After the Plan is carried out, a Certificate of Dissolution shall be signed by an authorized director or officer of the Corporation, and all required approvals shall be attached thereto.



Joseph T. McDonald, III
Co-President

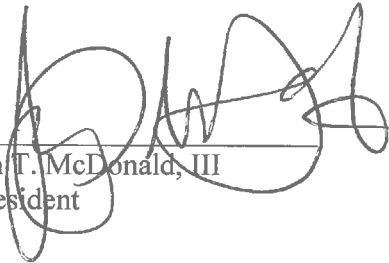
January 21, 2025

CERTIFICATION

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

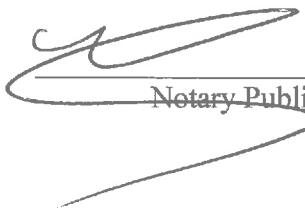
I, Joseph T. McDonald, III, Co-President of International Center for the Disabled, d/b/a Institute for Career Development (the "Corporation"), a New York not-for-profit corporation, hereby certify under penalties of perjury that the Board of Trustees of the Corporation, by unanimous written consent on January 17, 2025, approved resolutions adopting the foregoing Plan of Dissolution and Distribution of Assets and authorized the filing of a Certificate of Dissolution.

IN WITNESS WHEREOF, I have executed this Certification this 21st day of January, 2025.



Joseph T. McDonald, III
Co-President

Sworn to before me this
21 day of January, 2025.



Notary Public

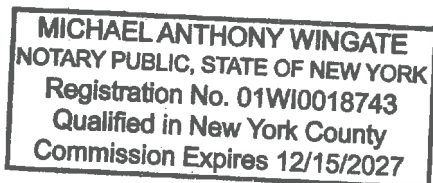


Exhibit A

Affidavit of Joseph T. McDonald, III

**INTERNATIONAL CENTER FOR THE DISABLED,
D/B/A INSTITUTE FOR CAREER DEVELOPMENT**

AFFIDAVIT

The undersigned, the Co-President of International Center for the Disabled, d/b/a Institute for Career Development (the "Corporation"), makes the following statement under oath:

Purpose of this Affidavit

1. I am the Co-President of the Corporation. I have worked at the Corporation since February 2020 and served as the Co-President since December 2021. I submit this affidavit, in support of the Corporation's Verified Petition for Approval of a Plan of Dissolution and Distribution of Assets, in order to explain the Corporation's plans for the transfer of its restricted funds in light of the fact that the Corporation is missing certain donor records associated with some of these restricted funds. In addition, by submission of this Petition and my affidavit, the Corporation is hereby requesting a partial release of the restrictions on two restricted funds to be transferred to Goodwill, as discussed below.

Background on the Corporation's Donor Records, Financial Statements, and Draws

2. In accordance with its legal obligations and internal policies, the Corporation permanently maintains records of its donor agreements and documentation with respect to its restricted funds. The Corporation's records include the names of its restricted funds, the amounts of such funds (updated quarterly), and the restrictions that the donors of such funds imposed at the time of gifting the funds to the Corporation. In addition to its internal records, the Corporation also records on its financial statements which of its assets are held as restricted funds, classifying such funds as either permanently restricted funds or temporarily restricted funds.
3. The Corporation only draws from the restricted funds for their specific purposes and in accordance with their respective restrictions on spending. In the case of endowment funds, the Corporation complies with the requirements of the New York Prudent Management of Institutional Funds Act.

Decisions by the Corporation's Board of Trustees

4. In 2013, the Board of Trustees (the "Board") of the Corporation had considered seeking *cy pres* relief to release or modify some of the restrictions on its restricted funds, which had become impracticable or impossible to achieve. Although the Board ultimately decided not to seek *cy pres* relief with respect to the Corporation's restricted funds, the staff and legal counsel for the Corporation conducted a thorough review of the Corporation's records, as of August 2013, to determine the restrictions applicable to the Corporation's restricted funds (the "2013 Analysis").

5. More recently, after the Board determined that it was in the Corporation's best interest to dissolve and cease its charitable programs as of September 27, 2024, I worked with the Board and the Corporation's legal counsel to develop a plan for dissolution and distribution of the Corporation's assets (the "Plan").
6. As part of the Plan, I personally conducted a diligent search of the Corporation's records and financial statements (i) to confirm which of the Corporation's assets are restricted funds and (ii) to confirm the specific restrictions on these restricted funds with which a grantee would be required to comply, following the transfer of these funds to the grantee.

Overview of the Restricted Funds

7. The Corporation has seven (7) restricted funds. Four (4) of the restricted funds are reported as permanently restricted endowment funds on the Corporation's financial statements, and three (3) of the restricted funds are reported as temporarily restricted endowment funds on the Corporation's financial statements. As detailed further below, I have not been able to find the original donor records for these funds to determine their original purposes and restrictions. I closely reviewed the 2013 Analysis, which also noted that the Corporation did not have records of the original donor instruments. I also completed my own due diligence and research to confirm the accuracy of the 2013 Analysis. I reached out to the attorney who had assisted with the 2013 Analysis but could not find him or anyone who could identify the missing original donor records.

Restricted Funds with Records of Purpose(s) and/or Restriction(s)

8. For three of the restricted funds, I have been able to find records of the Corporation that indicate the purposes and restrictions of the funds. These funds include (1) the Walter Brooks Memorial Fund, (2) the David L. Mitchell Fund for Workforce Development, and (3) the Founder's Day Memorial Fund.
9. I was able to find records for the Walter Brooks Memorial Fund, which is one of the Corporation's permanently restricted endowment funds. This fund first appeared on the Corporation's financial statements in 1955, and Executive Committee minutes from 1955 indicate that the purpose of this fund is to provide artificial limbs for children. Since 1955, the Corporation has continuously held the Walter Brooks Memorial Fund as a permanently restricted endowment fund. As of November 30, 2024, the Walter Brooks Memorial Fund has a fair market value of \$386,260.
10. I was able to find records for the David L. Mitchell Fund for Workforce Development, which is one of the Corporation's temporarily restricted funds. This fund was established in the early 2000s through contributions from several donors, in memory of the former ICD trustee, David L. Mitchell. The Corporation used these contributions to support a memorial event in 2010 and to

install signage and photos for a memorial wall at the Corporation's former offices in 2011. The contributions, however, exceeded the amounts necessary for the memorial event and memorial wall. Since 2011, no portion of the fund has been expended. Based on the Corporation's records, there are no restrictions on the spending of the balance of this fund. The Corporation has continuously held the David L. Mitchell Fund for Workforce Development as a temporarily restricted endowment fund. As of November 30, 2024, the David L. Mitchell Fund for Workforce Development has a fair market value of \$86,912.

11. I was able to find records for the Founder's Day Memorial Fund, another of the Corporation's permanently restricted funds. The Founder's Day Memorial Fund first appeared in the Corporation's records in 1976. According to the Corporation's records, the Founder's Day Memorial Fund was funded by Jeremiah Milbank, Jr. and Margaret Milbank Bogert, the children of the Corporation's founder, Jeremiah Milbank, Sr. The Corporation's Board resolutions indicate that the funds were to be used "to defray the expenses each year of conducting a program for the benefit of the handicapped on a day to be designated as 'Founder's Day,' that program to be patterned as nearly as practicable after the program currently conducted each year in the Spring ... so long as it shall not be inappropriate as a matter of law or for other reasons impossible for ICD to conduct such a program." The Corporation's Trustees agreed to provide a boat ride for each Founder's Day, but the Board resolutions note that "if it is not practicable to do so in any year the Board shall conduct a Founder's Day program on a modest scale and set the unexpended income from the Fund aside until sufficient funds become available to conduct a program featuring a boat ride." The Board resolutions also provide that if the annual boat ride Founder's Day program were to become impossible, illegal, or inappropriate, the Corporation's Trustees could "in their discretion utilize the net income . . . in any proper way for a specific purpose or purposes . . . for the direct benefit or enjoyment of handicapped persons . . . while at the same time advancing the work and purposes and reputation of the ICD." The last Founder's Day boat ride was held in 1996. Since that time the Funds have not been used. Since the Founder's Day Memorial Fund was first gifted to the Corporation in 1976, the Corporation has continuously held the Founder's Day Memorial Fund as a permanently restricted endowment fund. As of November 30, 2024, the Founder's Day Memorial Fund has a fair market value of \$294,275.

Restricted Funds without Records of Purpose(s) and/or Restriction(s)

12. For the other four restricted funds of the Corporation, I was not able to find any records that indicate the purposes or restrictions on these funds. These restricted funds include (1) the John Jay and Eliza Jane Watson Memorial Fund, (2) the R. Caldwell Endowment Fund, (3) the Indigent Care Fund, and (4) the Client Activities Fund.

13. The John Jay and Eliza Jane Watson Memorial Fund first appeared in the Corporation's records in 1954. The Executive Committee minutes from June 1954 note a bequest of \$10,255 to establish this fund. No records of the Corporation indicate any restrictions with respect to the use of the funds. The Corporation has continuously held the Watson Memorial Fund as a permanently restricted endowment fund. As of November 30, 2024, the Watson Memorial Fund has a fair market value of \$10,000.
14. The Corporation also includes the R. Caldwell Endowment Fund on its financial statements as a permanently restricted endowment fund. There is no evidence in the Corporation's records that the Blanche Caldwell Memorial is the R. Caldwell Endowment Fund. The Corporation has continuously held the R. Caldwell Endowment Fund as a permanently restricted endowment fund. As of November 30, 2024, the R. Caldwell Endowment Fund has a fair market value of \$18,358.
15. The Indigent Care Fund and the Client Activities Fund first appeared in the Corporation's records in 1995; however, these funds were originally part of a "Special Fund" that was given to the Corporation before 1995. According to the Corporation's records, the Corporation received certain gifts from Jeremiah Milbank, Sr., Jeremiah Milbank, Jr., and Margaret Milbank Bogert, the children of the Corporation's founder, over several years, and these gifts were held by the Corporation in a "Special Fund." In 1995, the Special Fund was separated into an Indigent Care Fund and a Client Activities Fund, both of which were designated as temporarily restricted funds. Since 1995, the Indigent Care Fund and the Client Activities Fund have been held as temporarily restricted funds. As of November 30, 2024, the Indigent Care Fund has a fair market value of \$1,076,813, and the Client Activities Fund has a fair market value of \$539,162.
16. In the 2013 Analysis, the Corporation's staff and legal counsel noted that they were unable to find specific documentation regarding the John Jay and Eliza Jane Watson Memorial Fund, the R. Caldwell Endowment Fund, the Indigent Care Fund, and the Client Activities Fund. At the time of the 2013 Analysis, the Corporation's staff and legal counsel had reviewed the Corporation's records from 1953 to 2013. I extensively reviewed the Corporation's records, including all Board minutes and Board resolutions since 2000, and I reviewed the Corporation's records for the years cited in the 2013 Analysis to confirm the accuracy of the 2013 Analysis. I was not able to find the original donor records or Board records related to these four funds. I made additional efforts to determine the specific purposes and restrictions of these funds. In particular, I contacted and spoke with the Corporation's accountants, who were unable to provide additional details about the purposes and restrictions of these funds. I also contacted, but was unable to speak with, the Corporation's legal counsel from 2013 who had helped to prepare the 2013 Analysis; that legal counsel has since retired, and the firm at which he worked has dissolved, such that I cannot obtain his contact information.

17. Based on the Corporation's available records and the treatment of these four funds on its financial statements, it is my conclusion that the John Jay and Eliza Jane Watson Memorial Fund and the R. Caldwell Endowment Fund are permanently restricted funds, and the Indigent Care Fund and the Client Activities Fund are temporarily restricted funds.

Grantees' Commitment to Honor the Restrictions


18. The Corporation's Board has determined that it is in the Corporation's best interest to transfer its assets and all of its restricted funds, except the Walter Brooks Memorial Fund, to Goodwill Industries of Greater NY and Northern NJ, Inc. ("Goodwill"). The Corporation and Goodwill have entered into a Grant and Transfer Agreement, dated December 11, 2024 (the "Agreement"). Under the Agreement, the Corporation has agreed to transfer, and Goodwill has agreed to accept, (1) the Founder's Day Memorial Fund, (2) the Indigent Care Fund, and (3) the Client Activities Fund, in each case subject to their respective restrictions. The Corporation has also agreed to transfer, and Goodwill has agreed to accept, the David L. Mitchell Fund for Workforce Development; Goodwill will use this fund to support Goodwill's workforce development programs.
19. The Corporation's Board has determined that it is in the Corporation's best interest to transfer the Walter Brooks Memorial Fund to Limb Kind Foundation, Inc. (the "Foundation") whose purpose is to improve the lives of children with limb loss and to provide prosthetic care to children. The Corporation and Foundation have entered into an agreement, dated January 16, 2025, under which the Corporation has agreed to transfer, and the Foundation has agreed to accept, the Walter Brooks Memorial Fund subject to its restriction to use the funds for artificial limbs for children. The Foundation has committed to use this fund for the purpose for which the fund was established, and, as stated in the Affidavit of Robert Schulman, Executive Director/Founder of the Foundation, the Foundation agrees that it will hold the Walter Brooks Memorial Fund in accordance with its restrictions.

Request and Notice under Section 555(d)

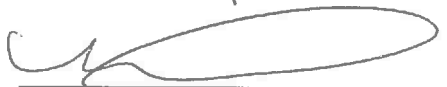
20. By notice of the petition, the Corporation's Board is hereby requesting *cy pres* relief, pursuant to Section 555(d) of the New York Not-for-Profit Corporation Law, to release purpose related restrictions (to the extent such restrictions existed) on the John Jay and Eliza Jay Watson Memorial Fund and the R. Caldwell Endowment Fund. This request for *cy pres* relief is based on the Board's determination that it is in the best interest of the Corporation to "remove" any purpose restrictions on these funds, to the extent such restrictions existed, due to impossibility, because the Corporation's officers have not been able to find donor records (following extensive searches) indicating whether there are any purpose restrictions on these funds. Because any purpose based restrictions on these two funds are unknown (to the extent that such restrictions existed), they impossible to

achieve, and both funds are less than \$100,000 in value and were established more than twenty years ago. If the Attorney General approves the Corporation's request for *cy pres* relief and releases the restrictions on the John Jay and Eliza Jay Watson Memorial Fund and the R. Caldwell Endowment Fund, the Corporation will transfer, and Goodwill has agreed to accept, these two funds to be held as an endowment to be used for Goodwill's general operating support. Prior to the execution of the Agreement, I shared my due diligence findings regarding the Corporation's restricted funds with Goodwill. Goodwill is fully aware of the purposes and restrictions associated with all six restricted funds, and Goodwill has committed to use these funds for the purposes for which the funds were given. As stated in the Affidavit of Katy Gaul-Stigge, CEO & President of Goodwill, Goodwill agrees that it will hold all six funds in accordance with each fund's respective restrictions.

The undersigned affirms that the foregoing statements are complete and accurate to the best of the undersigned's knowledge and belief.


Name: Joseph T. McDonald, III
Title: Co-President

Sworn to before me this 21 day
of January, 2025.



Notary Public

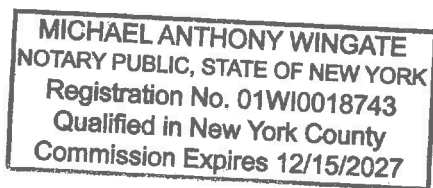


Exhibit B

Grant and Transfer Agreement by and between the Corporation and Goodwill,
dated December 11, 2024

EXECUTION VERSION**GRANT AND TRANSFER AGREEMENT**

This Grant and Transfer Agreement (the “**Agreement**”), effective as of December 11, 2024 (the “**Effective Date**”), is made and entered into by and between International Center for the Disabled, d/b/a Institute for Career Development, a New York not-for-profit corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and recognized as a public charity within the meaning of Code Section 509(a)(1) (“**ICD**”), and Goodwill Industries of Greater NY and Northern NJ, Inc., a New York not-for-profit corporation exempt from tax under Code Section 501(c)(3) and recognized as a public charity within the meaning of Code Section 509(a)(1) (“**Goodwill**”) (collectively with ICD, the “**parties**” and each a “**party**”).

WHEREAS, ICD’s mission is to help people transform their lives through career development and employment, and ICD furthers this mission by providing vocational evaluation, career planning services, job skills training, and job placement to help individuals with a wide range of disabilities achieve competitive employment and to advance on their career paths;

WHEREAS, ICD furthers its charitable mission and purposes through several charitable programs, including: (1) the Certificate Based Career Training program (“**BPSS Program**”), which includes training programs for individuals with disabilities in various employment disciplines, including building repair technicians, custodial services, COMPTIA A+ services, direct support professionals/human services assistants, and green HVAC services; (2) the Core Rehabilitation Services program, also known as the Career Readiness Services program (“**CRS Program**”), which offers one-on-one and group workshops led by a certified vocational rehabilitation counselor that empower individuals with disabilities in the areas of self-advocacy and self-confidence and promote workplace skills; (3) the School to Success Program (“**Navigator Program**”), which brings pre-employment specialists to New York City public high schools to support students who have individualized education programs through evaluations and career exploration activities, from real world work experiences to in-depth evaluations and advanced post-secondary training; and (4) the GED Testing Center (“**GED Program**”), which is a Pearson VUE Authorized Test Center operated by ICD that offers specialized accommodations tailored for people with disabilities, tutoring in all subjects, and advisory sessions so that students understand and can apply for testing accommodations (together, the “**ICD Programs**”);

WHEREAS, after several years of concerted efforts to improve ICD’s financial condition and thoughtful exploration of ways for ICD to remain operational, the Board of Trustees of ICD, after careful consideration, has determined that it is in the best interests of ICD to dissolve;

WHEREAS, Goodwill's mission is to empower individuals with disabilities and other barriers to gain independence through the power of work, and Goodwill furthers this mission by providing pre-vocational services, behavioral health services and counseling on pathways to employment, and employment services, including vocational evaluation and assessment and job placement;

WHEREAS, in recognition of ICD's and Goodwill's common charitable mission and commitment to provide employment-related support and opportunities to individuals with disabilities, ICD's Board of Trustees has determined it is in ICD's best interests to make a grant, in one or more installments, to Goodwill of its unrestricted cash assets, which, as of the Effective Date, total approximately Eleven Million Four Hundred Thousand Dollars (U.S.D. \$11,400,000), less any amounts necessary to file and carry out ICD's Plan of Dissolution, including but not limited to the payment of any remaining salaries or other ICD liabilities (the "**Grant**"), and to transfer to Goodwill certain of ICD's other assets, including certain tangible and intangible property as well as financial assets with donor-imposed restrictions (the "**Additional Assets**");

WHEREAS, ICD believes that Goodwill is well positioned to receive and use both the Grant and the Additional Assets to supplement Goodwill's currently offered charitable programming and to develop additional charitable programming;

WHEREAS, ICD and Goodwill recognize that the payment of the Grant and the transfer of the Additional Assets to Goodwill are contingent on (i) ICD's filing a Verified Petition for Attorney General Approval of the Plan of Dissolution and Distribution of Assets to the Charities Bureau of the New York Attorney General's Office ("**NYAG**") and the NYAG's approval of these filings, along with any other required governmental and third party approvals and (ii) the parties' compliance with the terms and conditions of this Agreement as described herein;

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to the terms and conditions of this Agreement.

1. Dissolution; Dissolution Process.

- a. **Timing of Dissolution**: ICD intends to dissolve as soon as is possible and practicable. ICD shall use its best and reasonable efforts to wind down its corporate affairs, as set forth below, and to undertake the corporate dissolution process, in accordance with applicable New York State and federal tax law, including obtaining all required regulatory approvals and consents (the "**Dissolution**," and such process, the "**Dissolution Process**").
- b. **Plan of Dissolution**: In a timely manner, ICD will submit to the NYAG ICD's Verified Petition for Attorney General Approval of the Plan of Dissolution and Distribution of Assets (the "**Plan of Dissolution**"), which shall contain provisions consistent with this Agreement. Goodwill may offer comments on the Plan of

Dissolution, which ICD agrees to consider before submitting the final Plan of Dissolution to the NYAG for approval.

- c. Updates: During the Dissolution Process, ICD agrees to provide updates to Goodwill regarding the Dissolution Process, upon Goodwill's reasonable request for such updates.

2. Winding Down of ICD Affairs.

- a. On or around September 27, 2024, ICD ceased to operate the ICD Programs and its other charitable programming and operations, except those necessary to wind down its corporate affairs.
- b. ICD has arranged for and completed the orderly separation and termination of all ICD employees, except for ICD's two Co-Presidents, Diosdado G. Gica and Joseph T. McDonald, who will be retained for the purpose of winding down ICD's corporate affairs and completing all other required tasks with respect to the Dissolution. In addition, after the Effective Date and until the earlier of (i) ICD's Dissolution or (ii) Mr. Gica's or Mr. McDonald's last day of employment at ICD, ICD will make Mr. Gica and Mr. McDonald available at no cost to advise Goodwill on the implementation of the Specifically-Funded Programs, as defined in Section 7 hereof, including, but not limited to, assisting with the preparation of applications for the BPSS school license, the ACCESS-VR's BPSS and CRS contracts, NYSED's and Pearson's GED contracts, and related fundraising and advocacy. For the avoidance of doubt, Goodwill shall have no liability with respect to any or all terminated employees with respect to their employment at ICD and is not under any obligation to hire any of ICD's employees.
- c. As of the Effective Date, ICD has ended its current agreements and contracts with vendors, consultants, grantors, and contractors to provide programs and services to clients, except for certain contracts and services that will be retained solely for the purpose of winding down ICD's corporate and administrative affairs and completing all other required tasks with respect to the Dissolution.

3. Grant to Goodwill. Within ninety (90) days after the NYAG approves of ICD's Plan of Dissolution ("**NYAG Approval Date**"), ICD agrees to make an initial installment of the Grant to Goodwill, in an amount no less than Five Million Dollars (U.S.D. \$5,000,000) and to make any remaining installments within two hundred seventy (270) days after the NYAG Approval Date.

4. Transfer of Additional Assets to Goodwill. Within one hundred eighty (180) days after the NYAG Approval Date (such date, the "**Transfer Date**"), ICD will transfer to Goodwill the Additional Assets set forth below, and all of ICD's right, title, and interest in and to such assets and any books and records and information relating thereto, in each case free and clear of any and all liens, security interests, or any other claims (except for

(i) any claims as may be set forth on any Schedule attached hereto or (ii) any encumbrances that arise in the ordinary course of business and do not materially impair Goodwill's ownership or use of the assets):

- a. Certain tangible property owned by ICD, including such property as set forth in **Schedule 1** attached hereto;
- b. Certain intangible property related to the ICD Programs, which was, prior to the Transfer Date, owned by ICD, including that which was created or developed by ICD's employees, independent contractors or volunteers, and all licenses, sublicenses and other agreements essential to the use of the foregoing, to the extent transferrable, as set forth in **Schedule 2** attached hereto (together, the **"Intellectual Property Assets"**);
- c. The balance of those certain of ICD's permanently restricted endowment funds, valued as of the Transfer Date, as set forth on **Schedule 3** attached hereto (the **"Endowment Assets"**);
- d. The balance of those certain of ICD's funds that are restricted to use for a particular purpose, as set forth on **Schedule 4** attached hereto (the **"Assets Restricted for a Particular Purpose"**); and
- e. All of the goodwill associated with the Additional Assets.

5. Use of Grant and Additional Assets. Goodwill agrees to use the Grant and Additional Assets to carry out and further Goodwill's charitable purposes in a manner consistent with its status as an organization described in Code Section 501(c)(3) that is classified as a public charity. Furthermore, Goodwill agrees:

- a. To use the Grant to support Goodwill's currently offered charitable programming or to create new charitable programming consistent with this Agreement, provided that, in each case, the programs must advance the charitable purpose of empowering and equipping individuals with disabilities to enter the workforce, through career and vocational exploration, education, certification, training, placement and work readiness programming. Goodwill agrees to use its good faith efforts to use at least 70% (seventy percent) of the Grant for direct services, meaning that Goodwill will use such portion of the Grant to provide services directly to individuals with disabilities in furtherance of ICD's and Goodwill's shared mission and commitment to provide employment-related support and opportunities to individuals with disabilities. For the avoidance of doubt, Goodwill may not use any portion of the Grant for capital expenditures.
- b. That its exempt purposes are consistent with the purposes of the Endowment Assets and to use the Endowment Assets exclusively for such specific purposes

and to hold the Endowment Assets as endowment funds, as defined under the New York Prudent Management of Institutional Funds Act.

- c. That its exempt purposes are consistent with the purposes of the Assets Restricted for a Particular Purpose and that (i) it will use any of such assets exclusively for the specific purposes for which they were given and (ii) it will use its good faith efforts to use at least 70% (seventy percent) of such assets for direct services, as described above in Section 5(a).
- 6. Assumption of Liabilities.** Goodwill will not assume any liabilities or obligations of ICD, including, without limitation, taxes, indebtedness, or operations losses. For the avoidance of doubt, Goodwill will not assume any liabilities or obligations of ICD with respect to the operations of the ICD Programs or with respect to ICD's former employees.

7. Additional Commitments by Goodwill.

- a. Specifically-Funded Programs. Goodwill agrees to launch and sustain the following programs (the "**Specifically-Funded Programs**") for a minimum of three (3) years beginning on the date that Goodwill launches each program and to use its good faith efforts to obtain additional funding and resources to sustain the Specifically-Funded Programs:
 - i. Goodwill currently operates the School to Work program, a charitable program substantially similar to ICD's Navigator Program in New Jersey. Within six to twelve (6-12) months following Goodwill's receipt of the Grant or last installment of the Grant, as applicable, and subject to receiving approval from schools and their principals, Goodwill agrees to expand the School to Work programming to be offered in New York. Goodwill agrees to use good faith efforts to obtain and receive such approval from schools in New York.
 - ii. Goodwill currently provides charitable programming focused on workforce development for individuals with disabilities, including its job placement programs. Within six to twelve (6-12) months following Goodwill's receipt of the Grant or last installment of the Grant, as applicable, and subject to receiving all the necessary and required approvals from the New York State Education Department's Adult Career and Continuing Education Services-Vocational Rehabilitation (ACCES-VR) and Bureau of Proprietary School Supervision (BPSS) and being listed on the Eligible Training Provider List and NYC Training Guide, Goodwill agrees to develop a new charitable program that is substantially similar to ICD's BPSS Program.

- iii. Goodwill currently has the required licenses and approvals to operate and does operate charitable programs substantially similar to ICD's CRS Program. Within six to twelve (6-12) months following Goodwill's receipt of the Grant or last installment of the Grant, as applicable, Goodwill agrees to use the Grant to support Goodwill's programs for persons with disabilities in employment.
- iv. Within twelve to twenty-four (12-24) months following Goodwill's receipt of the Grant or last installment of the Grant, as applicable, and subject to receiving all the necessary and required approvals from (i) the NYS Education Department – Career Schools and the Bureau of Proprietary School Supervision, (ii) the NYS Education Department – High School Equivalency, and (iii) Pearson VUE, Goodwill agrees to develop a new charitable program that is substantially similar to ICD's GED Program.

Notwithstanding the foregoing, in the event that Goodwill's Board of Directors determines that one of the Specifically-Funded Programs (1) is not fulfilling a program need and/or (2) is not financially viable, then Goodwill's Board of Directors, following its review of program data and/or financial data of the Specifically-Funded Program, must consult with the ICD Trustees (as defined below). Following such consultation with the ICD Trustees, Goodwill's Board of Directors may vote to modify such Specifically-Funded Program or divert the funding to another program that serves individuals with disabilities and enables them to enter the workforce; provided, however, that both ICD Trustees must unanimously vote in favor of such modification or diversion of funding to another program in order for the modification or diversion of funding to become effective.

- b. Within a reasonable period of time following ICD's filing of Plan of Dissolution to the NYAG, Goodwill agrees to nominate for election two (2) trustees from ICD's Board of Trustees (the "**ICD Trustees**") – to serve as directors on Goodwill's Board of Directors for at least one (1) three (3)-year term, subject to the standard process for nominating, electing and removing directors, in accordance with Goodwill's bylaws and Board procedures as they are in effect from time to time; provided, however, that, during the first term of service, the ICD Trustees shall not be obligated to comply with the annual giving requirement otherwise applicable to members of Goodwill's Board of Directors. ICD agrees to provide Goodwill with the resumes of the ICD Trustees and any other information that Goodwill may reasonably request as part of its due diligence process. In the event that one or both of the ICD Trustees become unavailable or unable to serve on Goodwill's Board of Directors prior to their election, Goodwill and ICD will identify one or two, as the case may be, alternative members of ICD's Board of Trustees to serve in their place. For the avoidance of doubt, Goodwill must elect 2 ICD Trustees prior to ICD's payment of the Grant (or in the case in which the Grant is paid in multiple installments, Goodwill's receipt of the first installment of the Grant) to Goodwill, provided that such election may

take effect only after the payment of the Grant (or the first installment of the Grant, as the case may be) has been made. Additionally, in the event that the ICD Trustees are elected to a second term on Goodwill's Board of Directors, the annual giving requirement for Goodwill directors will apply to the ICD Trustees after their first term of service has ended.

- c. Following receipt of the Grant, Goodwill also agrees to recognize ICD's name, legacy, and history in a manner acceptable to both parties, including, but not limited to, publicly recognizing ICD's Grant in a press statement and public announcement. Goodwill and ICD shall collaborate on an appropriate permanent honor as well as on the development of such press release and public announcement.
- d. Following receipt of the Grant, Goodwill agrees to maintain ICD's web domain, <https://www.icdnyc.org/>, for the purpose of informing the general public of ICD's Dissolution. Goodwill agrees to use a portion of the Grant to pay Squarespace and Rochen Limited for the hosting and maintenance of the ICD's web domain for three (3) years, beginning on the date that Goodwill receives the Grant from ICD. Goodwill and ICD shall collaborate on an appropriate Notice of Dissolution that will appear on ICD's web domain.

8. Conditions Precedent to Goodwill's Obligations. Notwithstanding anything else in this Agreement to the contrary, if the aggregate amount of unrestricted cash assets conveyed by the Grant is less than Eight Million Dollars (U.S.D. \$8,000,000), Goodwill's Additional Commitments under Section 7 of this Agreement shall not apply, and the parties agree to renegotiate such commitments in good faith.

9. Cooperation. The parties agree to cooperate and use best efforts in all respects to implement the terms and intent of this Agreement, including, but not limited to, the following:

- a. After the Effective Date, ICD will continue to share its knowledge regarding the ICD Programs with Goodwill to facilitate Goodwill's use of the Grant and the Additional Assets for the Specifically-Funded Programs. The parties agree to cooperate with one another and respond to one another in a timely fashion to any and all reasonable requests regarding the ICD Programs.
- b. After the Effective Date, ICD agrees to work in good faith to introduce Goodwill to ICD's donors and grantors with the goal that Goodwill will develop relationships with these donors and grantees following ICD's Dissolution.
- c. After the Effective Date, ICD agrees to share records with Goodwill regarding ICD's donors, to the extent ICD is legally permitted to do so. Goodwill agrees to comply with all applicable privacy laws in connection with the transfer of ICD's donor records and to provide any and all required notices to ICD's donors.

- d. After the Effective Date and prior to ICD's Dissolution, ICD agrees to use reasonable efforts to assist Goodwill in obtaining governmentally licenses necessary to operate the Specifically-Funded Programs.

10. Representations and Warranties.

- a. Except as may be set forth on any Schedule, ICD represents and warrants to Goodwill that to the best of its knowledge the Intellectual Property Assets do not infringe upon the intellectual property rights of any other party.
- b. The parties agree that all rights and privileges pertaining to the Grant and Additional Assets, including, without limitation, the right to sue for and receive all damages from past, current and future infringements of the Intellectual Property Assets, will be held and enjoyed by Goodwill, its successors, and/or permitted assigns.
- c. ICD agrees to execute any and all documents and to take any and all further actions as may be reasonably requested by Goodwill to effect, confirm, and/or record Goodwill's exclusive rights in and title to the Grant and Additional Assets. Upon Goodwill's reasonable request, ICD will provide Goodwill with reasonable assistance and cooperation in any action to enforce or defend Goodwill's rights in the Grant and Additional Assets, and will take no action with respect thereto without the express written authorization of Goodwill.

11. Confidentiality. Each party agrees to hold the terms of this Agreement (and related information and documentation) in strictest confidence and not to disclose such information to any third party (other than to such party's legal and professional advisors) without the prior written consent of the other party. This paragraph shall not apply to any specific disclosures that may be required by law, or in order to obtain required legal and regulatory approval and third-party consents.

12. Communications. The parties will cooperate in preparing official communications announcing the Transfer and the Dissolution, if any, and neither party will make or permit or arrange to be made any announcement or press release or disclosure of any matter relating to the Transfer and the Dissolution unless agreed in writing in advance by both parties.

13. Termination. This Agreement may be terminated by the mutual written consent of both parties. Notwithstanding the foregoing, either party may terminate the Agreement on five (5) days' written notice to the other party, in the event such other party breaches a material term of the Agreement. In the event of termination, Goodwill will immediately return to ICD any amount of the Grant and any other funds transmitted to it by ICD not used in accordance with this Agreement, and each party will return to the other all confidential information and materials and other assets provided to it by such other party in connection with the Transfer and Dissolution.

14. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of New York, without regard for its conflict of laws principles.

15. Assignment. This Agreement shall not be assignable, in whole or in part, by either party without the prior consent of the other party.

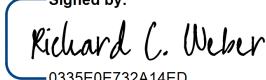
16. Entire Agreement. This Agreement supersedes any and all oral or written agreements or understandings heretofore made and contains the entire agreement of the parties with respect to the subject matter hereof. This Agreement may be modified only by an instrument in writing signed by all parties; for the avoidance of doubt, no term or provision of this Agreement may be amended, waived, discharged or terminated orally.

17. Counterparts. The parties may execute this Agreement in counterparts, each of which is an original, but all of which together constitute one and the same instrument.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

**INTERNATIONAL CENTER FOR THE DISABLED,
D/B/A INSTITUTE FOR CAREER DEVELOPMENT**

Signed by:

By: 0335E0E732A14ED...
Name: Richard C. Weber
Title: Chair of the Board of Trustees

**GOODWILL INDUSTRIES
OF GREATER NY AND NORTHERN NJ, INC.**

DocuSigned by:

By: BE65A5891E424D1...
Name: Katy Gaul-Stigge
Title: CEO & President

SCHEDULE 1

ICD'S TANGIBLE PROPERTY TO BE TRANSFERRED TO GOODWILL

The following Tangible Property is provided on a quitclaim, "as-is" basis, without warranties of any kind:

BPSS

- Historical Disability Photographs (copyright ownership unknown)
- Facilities Tools and Equipment
- CCNA Equipment

CRS

- Diagnostic Vocational Evaluation Tools

GED

- Computers, monitors, monitor stands, keyboards, cameras, printers, separate server (required), fingerprint scanner

Accessibility Equipment

- 6-8 wheelchair-accessible, adjustable desks
- 2 smaller portable adjustable desks
- 1-2 computer monitor stands
- A variety of ergonomic keyboards, computer mice, touchpads, joysticks, and wrist supports
- State-of-the-art eye tracking devices
- 3-5 high quality laptops with touchscreens
- Different types of headphones with in-line microphones (noise cancelling)
- Computers/Laptops with advance screen reading software from JAWS
- Computers/Laptops with dictation software from Dragon installed

- Researched Presentation on What is and How to Use Assistive Technology for PWD's in Assessment and Training
- Adapted intake process/form to incorporate an in-depth assessment for assistive technology needs, help develop adapted processes/forms
- All books, records, and other materials and information relating to the ICD Programs

SCHEDULE 2

ICD'S INTELLECTUAL PROPERTY AND INTELLECTUAL PROPERTY AGREEMENTS TO BE TRANSFERRED TO GOODWILL

Common Law and Registered Trademarks

Domain Name Registration – Maintained by Roehen Limited

Registered and Unregistered Copyrights listed below (ICD makes no representation and warranty with respect to any third-party materials contained therein):

1. Technology Training Program

- BPSS approved and adapted curriculum for the Cisco CCNA coursework
- BPSS approved and adapted curriculum for the CompTIA A+ coursework
- BPSS approved Office Technology curriculum and all corresponding lesson plans

2. Facilities Management Training Program

- BPSS approved Building Repair Technician curriculum and all corresponding lesson plans
- BPSS approved Custodial and Building Cleaner curriculum and all corresponding lesson plans
- NYS Division of Criminal Justice Services approved Security Guard curriculum

3. Human Services Training Program

- BPSS approved Child Care I and II curriculum and all corresponding lesson plans
- BPSS approved Pet Care curriculum and all corresponding lesson plans
- BPSS approved Human Services Assistant curriculum and all corresponding lesson plans
- BPSS (and National Association for DSP) approved Direct Services Professional curriculum and all corresponding lesson plans

4. Bridgespan Package

- Final Business Plan, Dated 4/2/2022
- Final Business Plan/Presentation Slides and Program Summary
- Financial Model for Above Business Plan
- Program Model & Population Research
- Adapted Youth Intake Form

5. Assessment Package

ICD is a premier provider of Diagnostic Vocational Evaluations (DVEs) and helped to establish nationally recognized standards in this area. Our assessment protocol and workflow forms focus on these areas:

- Academic Achievement (such as TABE or ABLE);
- Aptitude (such as CUE, PTO, etc.);
- Clerical Work Samples (such as Business Math, Payroll, etc.);
- Manual Work Samples (such as various JEVS assemblies, Bennett hand dexterity test); and
- Interest Inventories and Learning Styles (such as COPS, BESI, etc.).

The goal of DVEs utilizes the results of the above assessments to better understand the students' strengths, skills, and aptitudes, as well as their interests, capacities, behaviors, work readiness and functional limitations, and to provide suggested vocational options.

- Included is an appraisal of the patterns of work behavior and services needed to develop work attitudes, habits, and tolerance necessary for successful job performance.

6. Internship Placement Package

- All standardized procedures and forms related to how to vet internship sites and how to place PWDs in sites

- Internship Site Assessment Checklist for All Classes (Pre-Placement)
- Skills Development Assessment Checklist for all classes (During Placement)
- Internship Task Description for all classes
- Incident Reporting Guidelines and Procedures
- Procedures for Internship Weekly Timesheets and Monthly Supervisor Feedback Forms
- Internship Closing Report Template

7. Soft Skills Library Package

- Curriculum for all Soft Skills Topics from Empowerment & Self Improvement to Getting and Keeping a Job
- Adapted Soft Skills Training & Resources for Youth in Transition, Utilized in our School-Based Navigator Program
- Asset Library and Resources for Instructors and Students to be Used Before and After Each Soft Skills Workshops
- Corresponding Library of Soft Skills Videos to be Used in Workshops
- Resources & Referrals with Procedures on how to Refer Clients to Other Partner Orgs

8. NYCEDC Report Package

- NYCEDC funded Final Report Entitled “Creating a Pipeline of Individuals with Disabilities for Employment in the Technology Sector”
- Submission Packet for NYCEDC grant proposal/budget and corresponding back-up documents
- Research Articles and Bibliography on Disabilities and Technology field
- Research/Interview Data of Corporate/Middle Size and Small Business Employers as well as Training Providers

9. Salesforce Program Database Package

- Architecture for ICD's Customized Program Database Using Salesforce's both Case Management and Program Management Platforms
- Added Nintek Software to Create Automated Reports within Salesforce Program Database like Monthly Progress Reports, ACCES-VR Final Reports, etc.
- Portal that Links to Salesforce Program Database for Other Providers to Make and Receive Referrals to/from ICD
- Portal that Links to Salesforce Program Database to Post Jobs and Receive Job Posting Referrals for Participating Employers
- Portal that Links to Salesforce Program Database for Students to take Online Courses Based on Blended Learning Model

SCHEDULE 3
ICD’S ENDOWMENT FUNDS
TO BE TRANSFERRED TO GOODWILL

(Values as of 12/21/2023 for illustrative purposes only)

<u>Permanently Restricted Funds:</u>		
○ Founder's Day Memorial:	(Founders Day Celebration)	\$294,275
<u>Permanently Restricted Funds Investment Returns:</u>		<u>\$489,615</u>

SCHEDULE 4
ICD’S ASSETS RESTRICTED FOR A PARTICULAR PURPOSE
TO BE TRANSFERRED TO GOODWILL

(Value as of 12/21/2023 for illustrative purposes only)

Term/Purpose Restricted ¹ :	<u>\$1,615,975</u>
○ Indigent Care:	\$1,076,813
○ Client activities:	\$539,162

¹ ICD has conducted a diligent search of its records but has been unable to find the original donor agreements for these funds. However, based on ICD’s correspondence and its years-long treatment of these funds on ICD’s financial statements as term or purpose restricted funds, ICD has concluded that the funds are restricted to the purposes above.

Exhibit C

Transfer Agreement by and between the Corporation and the Foundation,
dated January 16, 2025

EXECUTION VERSION**TRANSFER AGREEMENT**

This Transfer Agreement (the “**Agreement**”), effective as of January 16, 2025 (the “**Effective Date**”), is made and entered into by and between International Center for the Disabled, d/b/a Institute for Career Development, a New York not-for-profit corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and recognized as a public charity within the meaning of Code Section 509(a)(1) (“**ICD**”), and Limb Kind Foundation, Inc., a New York not-for-profit corporation exempt from tax under Code Section 501(c)(3) and recognized as a public charity within the meaning of Code Section 509(a)(1) (the “**Foundation**”) (collectively with ICD, the “**parties**” and each a “**party**”).

WHEREAS, ICD’s mission is to help people transform their lives through career development and employment, and ICD furthers this mission by providing vocational evaluation, career planning services, job skills training, and job placement to help individuals with a wide range of disabilities achieve competitive employment and to advance on their career paths;

WHEREAS, from its founding in 1920 until 2014, ICD provided health services to children with limb loss;

WHEREAS, in 1955, ICD received a gift to establish the Walter Brooks Memorial Fund (the “**Fund**”) as a permanently restricted fund for the purpose of providing artificial limbs for children, and ICD has held the Fund as a permanently restricted fund;

WHEREAS, after several years of concerted efforts to improve ICD’s financial condition and thoughtful exploration of ways for ICD to remain operational, the Board of Trustees of ICD, after careful consideration, has determined that it is in the best interests of ICD to dissolve;

WHEREAS, the Foundation’s mission is to improve the lives of children with limb loss both domestic and international, by strengthening the amputee community and providing prosthetic care to all;

WHEREAS, in recognition of ICD’s and the Foundation’s common charitable mission and commitment to provide services to persons with disabilities, including children with limb loss, ICD’s Board of Trustees has determined it is in ICD’s best interests to transfer the Fund to the Foundation;

WHEREAS, ICD and the Foundation recognize that the transfer of the Fund to the Foundation is contingent on (i) ICD’s filing a Verified Petition for Attorney General Approval of the Plan of Dissolution and Distribution of Assets to the Charities Bureau of the New York Attorney General’s Office (“**NYAG**”) and the NYAG’s approval of these filings, along with any other required governmental and third party approvals, and (ii) the parties’ compliance with the terms and conditions of this Agreement as described herein;

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to the terms and conditions of this Agreement.

1. Dissolution; Dissolution Process.

- a. Timing of Dissolution: ICD intends to dissolve as soon as is possible and practicable. ICD shall use its best and reasonable efforts to wind down its corporate affairs, as set forth below, and to undertake the corporate dissolution process, in accordance with applicable New York State and federal tax law, including obtaining all required regulatory approvals and consents (the “**Dissolution**,” and such process, the “**Dissolution Process**”).
- b. Plan of Dissolution: In a timely manner, ICD will submit to the New York Attorney General (“**NYAG**”) ICD’s Verified Petition for Attorney General Approval of the Plan of Dissolution and Distribution of Assets (the “**Plan of Dissolution**”), which shall contain provisions consistent with this Agreement.

2. Transfer of the Fund. Within one hundred eighty (180) days after the NYAG Approval Date (such date, the “**Transfer Date**”), ICD will transfer to the Foundation the Fund, and all of ICD’s right, title, and interest in and to the Fund, and any books and records and information relating thereto, in each case free and clear of any and all liens, security interests, or any other claims; provided, however, that the Foundation must be a public charity in good standing as of the Transfer Date. In the event that there is any change in the Foundation’s tax-exempt status or good standing between the Effective Date and the Transfer Date, the Foundation will promptly notify ICD, which may, in its sole discretion, determine that the Foundation is not an appropriate recipient of the Fund.

3. Use of the Fund. The Foundation agrees to use the Fund to carry out and further the Foundation’s charitable purposes in a manner consistent with its status as an organization described in Code Section 501(c)(3) that is classified as a public charity. Furthermore, the Foundation agrees to use the Fund for the purpose of providing artificial limbs to children and to hold the Fund as an endowment fund in accordance with these restrictions. The Foundation shall name and refer to it in all its public facing materials as the ICD Fund.

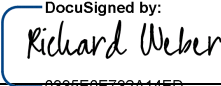
4. Confidentiality. Each party agrees to hold the terms of this Agreement (and related information and documentation) in strictest confidence and not to disclose such information to any third party (other than to such party’s legal and professional advisors) without the prior written consent of the other party. This paragraph shall not apply to any specific disclosures that may be required by law, or in order to obtain required legal and regulatory approval and third-party consents.

5. **Communications.** The parties will cooperate in preparing official communications announcing the Transfer, if any, and neither party will make or permit or arrange to be made any announcement or press release or disclosure of any matter relating to the Transfer and the Dissolution unless agreed in writing in advance by both parties.
6. **Termination.** This Agreement may be terminated by the mutual written consent of both parties. Notwithstanding the foregoing, either party may terminate the Agreement on five (5) days' written notice to the other party, in the event such other party breaches a material term of the Agreement. In the event of termination, the Foundation will immediately return the Fund to ICD, and each party will return to the other all confidential information and materials and other assets provided to it by such other party in connection with the Transfer and Dissolution.
7. **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the State of New York, without regard for its conflict of laws principles.
8. **Assignment.** This Agreement shall not be assignable, in whole or in part, by either party without the prior consent of the other party.
9. **Entire Agreement.** This Agreement supersedes any and all oral or written agreements or understandings heretofore made and contains the entire agreement of the parties with respect to the subject matter hereof. This Agreement may be modified only by an instrument in writing signed by all parties; for the avoidance of doubt, no term or provision of this Agreement may be amended, waived, discharged or terminated orally.
10. **Counterparts.** The parties may execute this Agreement in counterparts, each of which is an original, but all of which together constitute one and the same instrument.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

**INTERNATIONAL CENTER FOR THE DISABLED,
D/B/A INSTITUTE FOR CAREER DEVELOPMENT**

By:  _____
Name: Richard C. Weber
Title: Chair of the Board of Trustees

LIMB KIND FOUNDATION, INC.

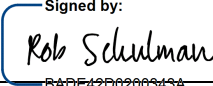
By:  _____
Name: Robert Schulman
Title: Executive Director/Founder

Exhibit D

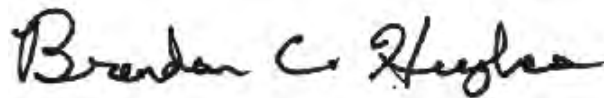
Grantees' Documents

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY, INC., File Number 317992 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 05, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



At a Special Term, Part II of
the Supreme Court of the
State of New York, held in
and for the County of Kings,
at the Civic Center, Montague
Street, Borough of Kings,
City and State of New York,
on the 6th day of February,
1962. *March*

Hon. Charles J. Beckinella

PRESENT: Honorable

Justice.

-----X
In the Matter of the Application of :

GOODWILL INDUSTRIES OF BROOKLYN AND
LONG ISLAND, INC., :

and :

ORDER

GOODWILL INDUSTRIES OF NEW YORK, INC. :

for an Order approving their Agreement :
for Consolidation and authorizing the
filing of a Certificate of Consolidation :
to form :

File # 3113-1962

GOODWILL INDUSTRIES OF GREATER NEW
YORK, INC. :

Pursuant to Article 7 of the Membership :
Corporations Law.

-----X

317992

Upon reading the petition of Goodwill Industries of
Brooklyn and Long Island, Inc. and Goodwill Industries of
New York, Inc. dated the 31st day of January, 1962, and duly
verified by each of the petitioners on the 31st day of
January, 1962, and the 6th day of February, 1962, respectively,
and the exhibits attached thereto, including the agreement
for consolidation of said corporations dated as of the first
day of January, 1962, the proposed certificate of consoli-
dation of the corporations executed and acknowledged the
31st day of January, 1962, and the financial statements with
respect to each corporation, and no votes having been cast
by members of either corporation against the adoption of the
resolutions approving the agreement for consolidation, and
the Attorney General having waived notice and a hearing and
certified no objection to the entry of this order, and the

1

CLERK OF THE COUNTY OF KINGS
OF THE STATE OF NEW YORK
AND FOR THE COUNTY OF KINGS
CITY OF NEW YORK
ONE HUNDRED AND SEVENTY-THREE
ST. J. STREET, NEW YORK, N.Y.

Certification No 41055

STATE OF NEW YORK } ss.:
COUNTY OF KINGS,

I, JOSEPH B. WHITTY, Clerk of the County of Kings and Clerk of the Supreme Court of the State of New York in and for said County (said Court being a Court of Record) DO HEREBY CERTIFY that I have compared the annexed with the original

filed in my office and that the same is a true transcript thereof and of the whole of such original. In Testimony Whereof, I have hereunder set my hand and affixed the seal of said County and Court, this 1 day of MAR 7 1962

Pay CASHIER \$ _____

Received \$ _____

CLERK OF THE COURT
OF THE STATE OF NEW YORK
IN SENATE CHAMBER
NEW YORK, N.Y.
JAN 11 1962

court having given due consideration hereto, and it appearing to the satisfaction of the court that the provisions of Section 52 of the Membership Corporations Law have been complied with, and that the interests of the constituent corporations and the public interests would not be adversely affected by the consolidation of the petitioning corporations.

Now, on motion of Dimmock, Snyder & Van Patten, attorney for the petitioners, it is hereby

ORDERED, that the agreement dated as of January 1, 1962, for the consolidation of Goodwill Industries of Brooklyn and Long Island, Inc., and Goodwill Industries of New York, Inc., into a new corporation under the name of Goodwill Industries of Greater New York, Inc., in the form annexed to the petition to be and it hereby is approved, and it is further

ORDERED, that the said corporations be and they are hereby authorized to file with the Secretary of State the certificate of consolidation executed and acknowledged by them on the 31st day of January, 1962, in the form annexed to the petition, and it is further

ORDERED, that upon the filing of the said certificate of consolidation together with a certified copy of this order as required, all of the assets of Goodwill Industries of Brooklyn and Long Island, Inc., and Goodwill Industries of New York, Inc., held for charitable, religious, eleemosynary, cultural or similar use, purpose or trust shall thereby be transferred and conveyed to Goodwill Industries of Greater New York, Inc., subject to such use, purpose or trust, and it is further

ORDERED, that the consolidation of the corporations shall have the effect provided by Section 53 of the Membership Corporations Law of the State of New York.

Granted
Mar 6 1962
Joseph B. Whitty
Clerk.

Enter,
Charles J. Beckinella
J.S.C.

Re: *Handmill Industries of New York Inc.*
Consolidation

The Attorney General of the State of New York hereby
certifies that he has no objection to the entry of the fore-
going order and hereby waives notice of the application there-
of, and notice of settlement thereof, ~~and any hearing herein.~~

Louis J. Lefkowitz
Attorney General
State of New York

Attorney General

Dated, February 23, 1962

/s/ P. Hodges Cornblith
P. Hodges Cornblith
Assistant Attorney General

CERTIFICATE OF CONSOLIDATION OF
GOODWILL INDUSTRIES OF BROOKLYN AND
LONG ISLAND, INC., INTO
GOODWILL INDUSTRIES OF NEW YORK, INC.
PURSUANT TO SECTION FIFTY OF THE
MEMBERSHIP CORPORATIONS LAW

We, Helen H. Hills and William Milligan Park, being respectively the president and the secretary of GOODWILL INDUSTRIES OF BROOKLYN AND LONG ISLAND, INC.; and Robert H. Snyder and Moorhead C. Kennedy, being respectively the president and the secretary of GOODWILL INDUSTRIES OF NEW YORK, INC., do certify:

317992
1. GOODWILL INDUSTRIES OF BROOKLYN AND LONG ISLAND, INC., whose Certificate of Incorporation was filed in the office of the Secretary of State of New York on the sixth day of February, 1920, and GOODWILL INDUSTRIES OF NEW YORK, INC., whose Certificate of Incorporation was filed in the office of the Secretary of State of New York on the eighteenth day of September, 1941, are the corporations to be included in this consolidation.

2. The name of the consolidated corporation is GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

3. The territory in which its operations are to be principally conducted is the City of New York and the counties contiguous and adjacent thereto comprising the New York metropolitan area.

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

5. The number of its directors shall be not less than three nor more than sixty.

6. The consolidated corporation is to be a new corporation, and the names and residences of the persons who are to be the directors of the corporation until the first annual meeting, with the street and number of residence of

5

each director residing in the City, are as follows:

<u>Name</u>	<u>Address</u>
Miss Juliet M. Bartlett	400 East 52nd Street New York 22, New York
Mr. Myron I. Borg, Jr.	39 Montrose Road Scarsdale, New York
Mrs. C. Sterling Bunnell	One East End Avenue New York 21, New York
Mrs. H. S. Mackenzie Burns	1060 Fifth Avenue New York 28, New York
Mrs. John Cashmore	90 Eighth Avenue Brooklyn 15, New York
Robert W. Cauldwell, Esq.	383 Feather Lane West Williston, L.I., New York
Rev. Allen E. Claxton, Ph.D.	636 West 174th Street New York 33, New York
Mrs. John C. Condliffe	4726 Independence Avenue Bronx 71, New York
Mr. Chandler Cudlipp	Hurlbutt Street Wilton, Connecticut
Mr. Norris Darrell	1107 Fifth Avenue New York 28, New York
Mrs. Walter I. Delph	21 Hamilton Terrace New York 31, New York
Mrs. Samuel S. Duryee	333 East 68th Street New York 21, New York
Mr. John B. Gambling	Box 706, Shorewood Setauket, L.I., New York
Rev. Robert I. Gannon, S.J.	Jesuit Mission 45 East 78th Street New York 21, New York
Mr. Samuel E. Gates	970 Park Avenue New York 28, New York
Rev. Floyd E. George	144 St. Felix Street Brooklyn 17, New York
Mrs. Blanche Green	245 North Maple Avenue Greenwich, Connecticut
Mrs. Edward H. Green	The Carlyle 35 East 76th Street New York 21, New York
Mrs. James M. Hills	876 Carroll Street Brooklyn 15, New York

Mrs. Anthony D. Hoagland	145 East 54th Street New York 22, New York
Albert Hutton, Jr., Esq.	4970 Martense Avenue Teaneck, New Jersey
Mrs. Mabel S. Ingalls	860 Fifth Avenue New York 21, New York
Mr. James M. Kennedy	Byram Shore Road Byram, Connecticut
Mr. Moorhead C. Kennedy	62 East 91st Street New York 28, New York
Dr. Harry D. Kruse	62 Tanglewylde Avenue Bronxville, New York
Mr. Victor A. Lambert	710 Park Avenue New York 21, New York
Mr. John C. Leslie	Eight Murray Hill Road Scarsdale, New York
Mr. David J. Mahoney	1000 Park Avenue New York 28, New York
Mr. William A. McManus	7810 Ridge Boulevard Brooklyn 9, New York
Dr. Mary E. Meade	29 Occident Avenue Staten Island 4, New York
Mr. Paul D. Miller	830 Park Avenue New York 21, New York
Mr. Alan H. Mitchell	1892 New York Avenue Brooklyn 10, New York
Mr. William H. Moorhead	878 Carroll Street Brooklyn 15, New York
The Hon. Edgar J. Nathan, Jr.	271 Central Park West New York 24, New York
Mr. William Milligan Park	1334 121st Street Ozone Park 20, New York
Mrs. Clinton W. Parker	400 East 52nd Street New York 22, New York
Mrs. William B. Parker	876 Park Avenue New York 21, New York
Mr. Donald C. Platten	Nine Pasture Lane Darien, Connecticut
Mr. Frederic H. Rahr	One East End Avenue New York 21, New York
Mr. Victor F. Ridder	120 East End Avenue New York 28, New York

Mrs. Theodore Riegel	25 Helena Avenue Larchmont, New York
Mr. George H. Simpson	33 Irvine Road Old Greenwich, Connecticut
Mrs. Gordon K. Smith	495 Eighth Avenue Brooklyn 15, New York
Robert H. Snyder, Esq.	200 East 71st Street New York 21, New York
Mr. Philip Sokol	160-63 25th Drive Flushing 58, New York
Mrs. Victor G. Specht	74 Spruce Avenue Floral Park, New York
Mr. R. Peter Straus	101 Central Park West New York 23, New York
Mr. David H. Sulzberger	1111 Park Avenue New York 28, New York
Mrs. Z. W. Thomas	380 East 18th Street Brooklyn 26, New York
Mrs. J. MacNaughton Thompson	930 Park Avenue New York 28, New York
Mr. Stanley van den Heuvel	5440 Netherland Avenue Bronx 71, New York
Mrs. Peter V. D. Voorhees	One Pierrepont Street Brooklyn 1, New York
Mr. Newell W. Wells	34-41 78th Street Jackson Heights 72, New York
Paul W. Williams, Esq.	14 Sutton Place South New York 22, New York
Mr. George S. Zauderer	911 Park Avenue New York 21, New York

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

a. Upon the filing of this Certificate of Consolidation in the office of the Secretary of State of New York, the separate existence of each constituent corporation shall cease and determine, and thereupon the constituent corporations shall constitute a new membership corporation to be known as GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

b. The consolidated corporation shall be vested with all of the rights, privileges, and interests of each constituent corporation, together with all property, real, personal, and mixed, of each constituent corporation and of all debts due on accounts of each constituent corporation and any choses in action belonging to either or both constituent corporations, all without further act or deed.

c. Except as the Court may otherwise direct, any devise, bequest, gift, or grant contained in the will of a person dying domiciled in the State of New York or elsewhere, or in any other instrument executed under the laws of this state or a foreign state, taking effect after such consolidation, to or for the benefit of either constituent corporation, so far as is necessary for that purpose or for the purpose of a like result with respect to a devise, bequest, gift, or grant, governed by the laws of any other jurisdiction, the existence of each constituent corporation shall be deemed to continue in and through the consolidated corporation, GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

d. The consolidated corporation shall continue with the purposes and objects of each constituent corporation as set forth in their respective Certificates of Incorporation filed with the Secretary of State of New York as hereinabove referred to.

IN WITNESS WHEREOF, we have made and subscribed this Certificate this 31st day of January, 1962.

John H. Hall
President

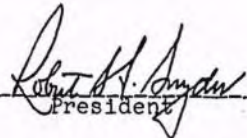
William Milligan Park
Secretary of Goodwill Industries of
Brooklyn and Long Island, Inc.

Robert M. Ryan
President

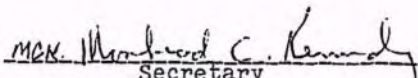
Wm. C. Kennedy
Secretary of Goodwill Industries of N.Y., Inc.

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

ROBERT H. SNYDER and MOORHEAD C. KENNEDY, each being duly sworn, depose and say, and each for himself deposes and says, that he, ROBERT H. SNYDER, is the president and he, MOORHEAD C. KENNEDY, is the secretary of GOODWILL INDUSTRIES OF NEW YORK, INC.; that he was duly authorized to execute and file the foregoing Certificate of Consolidation by the votes cast in person or by proxy of two thirds of the members of said corporation entitled to vote on such consolidation at a meeting of such members held at 123 East 124th Street, New York, New York, on the 18th day of January, 1962, upon notice, prescribed by Section 43 of the Membership Corporations Law, served upon each member of the corporation entitled to vote at such meeting.

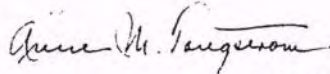


President



Secretary

Sworn to before me this
31st day of January, 1962.



ANNE M. TANGSTROM
Notary Public, State of New York
No. 24-9279300
Qualified in Kings County
Certificate filed in New York Co.
Commission Expires March 30, 1962

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

HELEN H. HILLS and WILLIAM MILLIGAN PARK, each being duly sworn, depose and say, and each for himself deposes and says that she, HELEN H. HILLS is the president, and he, WILLIAM MILLIGAN PARK, is the secretary of GOODWILL INDUSTRIES OF BROOKLYN AND LONG ISLAND, INC.; that they were duly authorized to execute and file the foregoing Certificate of Consolidation by the votes cast in person or by proxy of two thirds of the members of said corporation entitled to vote on such consolidation at a meeting of such members held at 32 Court Street, Brooklyn, New York. on the 28th day of December, 1961, upon notice prescribed by Section 43 of the Membership Corporations Law served upon each member of the corporation entitled to vote at such meeting.

Helen H. Hills

President

William Milligan Park

Secretary

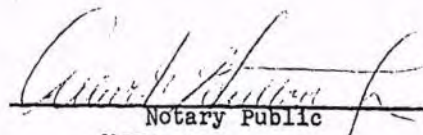
Sworn to before me this
31st day of January, 1962.

Albert Hutton Jr.

ALBERT HUTTON JR.
Notary Public, State of New York
No. 24-7022350
Qualified in Kings County
Certificate filed in Nassau County
Commission Expires March 30, 1962

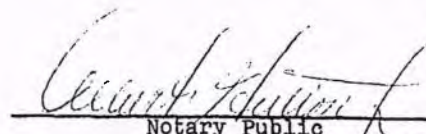
STATE OF NEW YORK)
COUNTY OF KINGS) ss.:

On this 31st day of ~~March~~ ^{January}, 1962, before me personally appeared HELEN H. HILLS, to me known and known to me to be the person described in and who executed the foregoing instrument, and she duly acknowledged to me that she executed the same.


Notary Public
ALBERT HUTTON JR.
Notary Public, State of New York
No. 24-7022350
Qualified in Kings County
Certificate filed in Nassau County
Commission Expires March 30, 1962

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

On this 31st day of ~~March~~ ^{January}, 1962, before me personally appeared WILLIAM MILLIGAN PARK, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.


Notary Public
ALBERT HUTTON JR.
Notary Public, State of New York
No. 24-7022350
Qualified in Kings County
Certificate filed in Nassau County
Commission Expires March 30, 1962

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

On this 31st day of January, 1962, before me personally appeared ROBERT H. SNYDER, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Anne M. Tangstrom
Notary Public

ANNE M. TANGSTROM
Notary Public, State of New York
No. 24-9279300
Qualified in Kings County
Certificate filed in New York Co.
Commission Expires March 30, 1962

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

On this 31st day of January, 1962, before me personally appeared MOORHEAD C. KENNEDY, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Anne M. Tangstrom
Notary Public

ANNE M. TANGSTROM
Notary Public, State of New York
No. 24-9279300
Qualified in Kings County
Certificate filed in New York Co.
Commission Expires March 30, 1962

STATE OF NEW YORK,
CITY OF NEW YORK,
COUNTY OF

ss.:

AFFIDAVIT OF SERVICE BY MAIL

, being duly sworn deposes and says, that he is the attorney for the within named herein. That on the day of 19 he served the within

upon the attorney for the within named by depositing a true copy of the same securely enclosed in a post-paid wrapper in the Post-Office—Branch Post-Office—Station—Sub-Station—Finance Station—Letter Box—Mail Chute—Official Depository maintained and exclusively controlled by the United States at

in the City of New York, directed to said attorney for the at No. state designated by h for that purpose upon the preceding papers in this action, or the place where h then kept an office, between which places there then was and now is a regular communication by mail.

Deponent is over the age of years.
Sworn to before me this day of

CONSOLIDATION OF GOODWILL
INDUSTRIES OF BROOKLYN AND
LONG ISLAND, INC. and
GOODWILL INDUSTRIES OF NEW
YORK, INC., PURSUANT TO SECTION
50 OF MEMBERSHIP CORPORATIONS
LAW.

Index No. 377992
SUPREME COURT
KINGS COUNTY
Year 1962

CERTIFICATE OF CONSOLIDATION
AND CERTIFIED COPY OF ORDER
APPROVING SAME.

DIMMOCK, SNYDER & VAN PATTEN

Attorneys for Petitioners
Office and Post Office Address
27 William Street
Borough of Manhattan New York 5, N. Y.

To
Borough of Manhattan
WH 3-2380
To

Attorney for

Due and proper service of a copy of the within is hereby admitted.

Dated, New York, 19

Attorney for

14

Sir: Please take notice that the within is a true

copy of a

has duly entered herein in the office of

the Court of

Dated, New York, 19

Yours, etc.,

DIMMOCK, SNYDER & VAN PATTEN

Attorneys for

Office and Post Office Address
27 William Street
Borough of Manhattan New York 5, N. Y.

To

Esq.,

Sir: Please take notice that an order of

which the within is a true copy will be pre-

sented for settlement and entry herein to Mr.

Justice

at

this Court at

Borough of

City of New York, 19

at

o'clock in the forenoon, or as soon

hereafter as Counsel can be heard.

Dated, New York, 19

Yours, etc.,

DIMMOCK, SNYDER & VAN PATTEN

Attorneys for

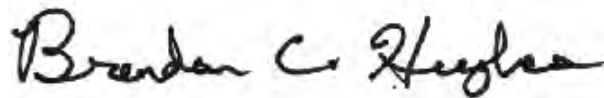
Office and Post Office Address
27 William Street
Borough of Manhattan New York 5, N. Y.

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY, INC., File Number A151647-2 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 05, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION

OF

GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

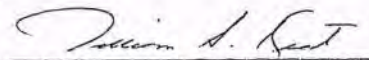
UNDER SECTION 113 OF THE NOT-FOR-PROFIT
CORPORATION LAW

1. The name of the corporation is Goodwill Industries of Greater New York, Inc. and was formed by the consolidation of Goodwill Industries of New York, Inc. and Goodwill Industries of Brooklyn And Long Island, Inc.
2. The certificate of consolidation was filed with the Department of State, State of New York on March 23, 1962.
3. The corporation was formed by the aforesaid Certificate of Consolidation pursuant to Section 50 of the Membership Corporation Law of the State of New York.
4. The post office address to which the Secretary of State shall mail a copy of any notice required by law is Goodwill Industries of Greater New York, Inc., 4-21 27th Avenue, Astoria, New York 11102.
5. That under Section 201 of the Not-For-Profit Corporation Law, it is a Type "B" Not-For-Profit Corporation as defined in the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed this 16th day of April, 1974, at the County of New York by the undersigned who affirm that the statements made herein are true under the penalties of perjury.



Alton E. Peters, President



William S. Keating, Secretary

151647

A

CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION
OF
GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

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

Formed by Goodwill
3/23/62 King 6
not add some

Goodwill Sheltered

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 26 1974
TAX 10
FILING FEE 10
John J. [Signature]
Acting Secretary of State
By [Signature]

Workshops, Inc.
4/18/74

D 4219-1
54/23

29 King
T. J. [Signature]

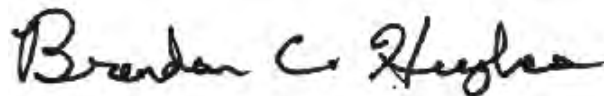
William S. Keating, Esq.
1271 Avenue of the Americas
New York, New York 10020

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY, INC., File Number 940322000397 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 05, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF CONSOLIDATION
OF

PH

PH

F940322000397

GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the Chairman of the Board and the Secretary of Goodwill Industries of Greater New York, Inc., do hereby certify:

(1) The name of the corporation is Goodwill Industries of Greater New York, Inc. and was formed by the consolidation of Goodwill Industries of New York, Inc. and Goodwill Industries of Brooklyn and Long Island, Inc.

(2) The certificate of consolidation of Goodwill Industries of Greater New York, Inc. was filed by the Department of State on the 23rd day of March, 1962. The said corporation was formed by the aforesaid certificate of consolidation pursuant to section 50 of the Membership Corporations Law of the State of New York.

(3) Goodwill Industries of Greater New York, Inc. 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. The corporation shall hereafter continue to be a Type B corporation under section 201 of the Not-For-Profit Corporation Law.

(4) Paragraph 7.d. of the certificate of consolidation of Goodwill Industries of Greater New York, Inc., which sets forth the purposes of the corporation, is hereby amended by adding thereto the following provision:

"The corporation shall also have the power and authority to operate an outpatient mental health program."

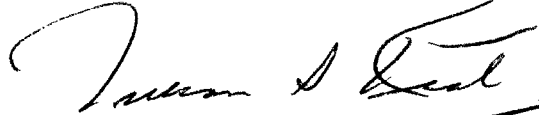
(5) This amendment to the certificate of consolidation of Goodwill Industries of Greater New York, Inc. was authorized by the consent of a majority of the members of the entire Board of Directors of the corporation voting in person at a meeting duly called and held for that purpose on the 14th day of October, 1993, there being no members entitled to vote thereon.

(6) The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is 4-21 27th Avenue, Astoria, New York 11102.

IN WITNESS WHEREOF, the undersigned have signed this certificate and caused it to be verified this 31st day of January, 1994.



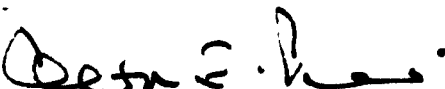
Name: Alton E. Peters
Capacity: Chairman of the Board



Name: William S. Keating
Capacity: Secretary

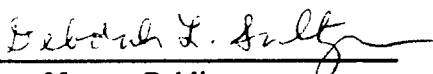
STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that, on January 28, 1994, before me, a Notary Public duly authorized by law to take acknowledgment of deeds, personally came Alton E. Peters, Chairman of the Board of Goodwill Industries of Greater New York, Inc., who duly signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.



Name: Alton E. Peters
Capacity: Chairman of the Board

GIVEN under my hand on January 28, 1994.



Notary Public

DEBORAH L. SALTZMAN
Notary Public, State of New York
No. 21777
Qualified in Westchester County
Commission Expires Aug. 20, 1994

3

WAIVER OF NOTICE

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

Dated: _____

• _____
Attorney General
State of New York

By: _____
Assistant Attorney General

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

OLIVER KOPPEL
ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Laura Werner
February 25, 1994
ASSISTANT ATTORNEY GENERAL

APPROVAL OF SUPREME COURT JUSTICE

I, A. FREDERICK MEYERSON a Justice of the Supreme Court of the State of New York, of the SECOND Judicial District, in which the office of the corporation is located, approve of the foregoing Certificate of Amendment of the Certificate of ~~Incorporation~~ consolidation of Goodwill Industries of Greater New York, Inc. and consent to its filing.

Dated: MARCH 4, 1994

A. Frederick Meyerson
Justice of the Supreme Court
of the State of New York, SECOND
Judicial District

At 72

4

STATE OF NEW YORK
OFFICE OF MENTAL HEALTH
ALBANY, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

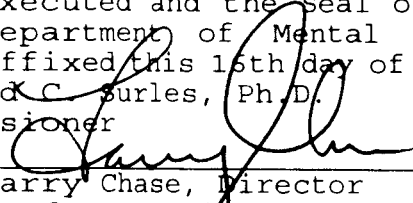
Pursuant to the provisions of Section 31.22 of the Mental Hygiene Law and subdivision (q) of Section 404 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed Certificate of Amendment of the Certificate of Consolidation of

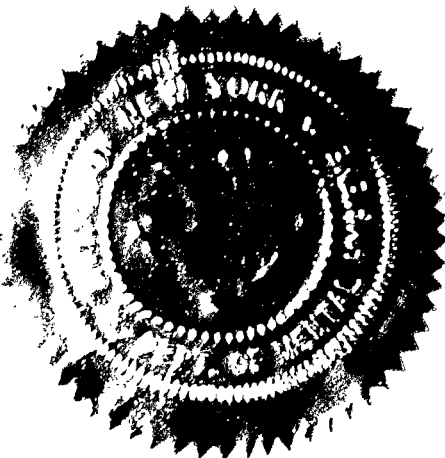
GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

This approval shall not be construed as an authorization for the corporation to engage in any activity for which the provisions of Article 31 of the Mental Hygiene Law requires an Operating Certificate issued by the Office of Mental Health unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 31 of such law and the regulations promulgated thereunder for the issuance of said Operating Certificate

IN WITNESS THEREOF this instrument is
executed and the Seal of the State
Department of Mental Hygiene is
affixed this 15th day of March 1994.

Richard C. Surles, Ph.D.
Commissioner

By: 
Larry Chase, Director
Bureau of Inspection and Certification



BILLED

F940322000397

P H

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MAR 16 12 PM

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

KELLEY DRYE & WARREN
101 PARK AVENUE, NEW YORK 10178
808-7800

U

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF CONSOLIDATION
OF
GOODWILL INDUSTRIES OF
GREATER NEW YORK, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 22 1994

TAX \$
BY: JAN

Kings

P H

RECEIVED
FEB 28 1994
PART 72

MAR 11 22 PM

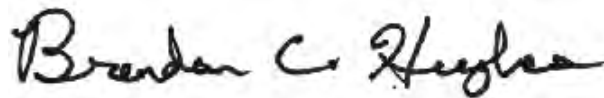
940322000431

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY, INC., File Number 990629000724 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 05, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



990629000724

[NY]

CERTIFICATE OF MERGER

OF

CT-07

CT-07

GOODWILL INDUSTRIES OF NEW JERSEY, INC.

INTO

GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

**UNDER SECTION 904 OF THE
NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, Alton E. Peters, being the Chairman of Goodwill Industries of Greater New York, Inc. ("Goodwill New York"), said corporation being a domestic corporation organized and existing under and by virtue of the laws of the State of New York, Paul M. Pantozzi, being the Chairman of Goodwill Industries of New Jersey, Inc. ("Goodwill New Jersey"), said corporation being a foreign corporation organized and existing under and by virtue of the laws of the State of New Jersey, hereby certify:

1. The names of the constituent corporations are Goodwill Industries of Greater New York, Inc. and Goodwill Industries of New Jersey, Inc. Goodwill Industries of Greater New York, Inc. was formed by the consolidation of Goodwill Industries of New York, Inc. and Goodwill Industries of Brooklyn and Long Island, Inc. on March 23, 1962.
2. The surviving corporation is Goodwill New York, which shall change its name to Goodwill Industries of Greater New York and Northern New Jersey, Inc.
3. As to each constituent corporation, the Members are as follows:

Goodwill New York has 13 individual Members, who are entitled to elect directors of Goodwill New York and to take such other actions with respect to the management of Goodwill New York as may be specified from time to time in the Bylaws of Goodwill New York and as authorized by law or statute.

Goodwill New Jersey has no Members.

There are no holders of any certificates evidencing capital contributions or subventions in any of the constituent corporations.

4. The amendments or changes to be made in the Certificate of Consolidation of the surviving corporation, Goodwill New York, are:

(a) Paragraph 2 of the Certificate of Consolidation, which sets forth the name of the Corporation shall be amended as follows: "The name of the corporation is Goodwill Industries of Greater New York and Northern New Jersey, Inc."

(b) Paragraph 3 of the Certificate of Consolidation, which sets forth the territory in which the Corporation has its operations shall be amended as follows: "The territory in which its operations are to be principally conducted consists of the counties of the State of New York, known as Albany, Bronx, Columbia, Dutchess, Fulton, Greene, Kings, Montgomery, Nassau, New York, Orange, Putnam, Queens, Rensselaer, Richmond, Rockland, Saratoga, Schenectady, Schoharie, Suffolk, Sullivan, Ulster, Washington, Westchester and the counties of the State of New Jersey known as Bergen, Essex, Hudson, Middlesex, Morris, Passaic, Somerset, Sussex, Union and Warren."

5. The effective date of the merger is to be July 1, 1999.

6. The date when the Certificate of Consolidation of Goodwill New York was filed by the Department of State was March 23, 1962.

7. The jurisdiction of incorporation of Goodwill New Jersey is New Jersey.

8. The date of incorporation of Goodwill New Jersey is February 18, 1921.

9. No application of Goodwill New Jersey for authority to conduct activities in the State of New York has been filed by the Department of State.

2

10. (a) The merger of Goodwill New Jersey into Goodwill New York was authorized with respect to Goodwill New York by the unanimous adoption by its Board of Directors of a resolution approving and adopting a Plan of Merger at a meeting held on the 19th day of February, 1999. In furtherance thereof, the Board of Directors authorized the submission of the Plan of Merger for approval by the members of Goodwill New York entitled to vote thereon, which approval was obtained by unanimous vote of the members of Goodwill New York at a meeting held on February 19, 1999.

(b) The merger of Goodwill New Jersey into Goodwill New York was authorized with respect to Goodwill New Jersey in compliance with the laws of the State of New Jersey by the adoption by its Board of Trustees of a resolution approving and adopting a Plan of Merger at a meeting held on the 26th day of January, 1999. The merger is permitted by the laws of the State of New Jersey and is in compliance therewith.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury as of the 3rd day of

May, 1999:

GOODWILL INDUSTRIES OF GREATER
NEW YORK, INC.


Alton E. Peters, Chairman

GOODWILL INDUSTRIES OF NEW
JERSEY, INC.


Paul M. Pantozzi, Chairman

3



STATE OF NEW YORK
OFFICE OF MENTAL HEALTH
ALBANY, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provision of Section 31.22 of the Mental Hygiene Law and Section 909 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed Certificate of Merger of:

GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

And

GOODWILL INDUSTRIES OF NEW JERSEY, INC

With Surviving Corporation Name Changed To:

GOODWILL INDUSTRIES OF GREATER NEW YORK
AND NORTHERN NEW JERSEY, INC.

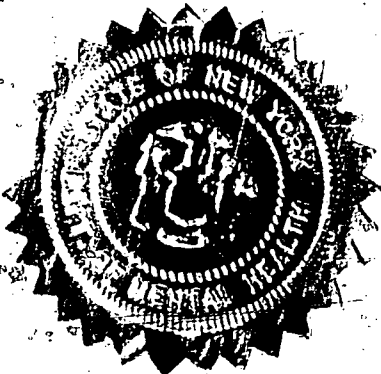
This approval shall not be construed as an authorization for the corporation to engage in any activity for which the provisions of Article 31 of the Mental Hygiene Law requires an Operating Certificate issued by the Office of Mental Health unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 31 of such law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

IN WITNESS THEREOF this instrument is executed and the Seal of the State Department of Mental Hygiene is affixed this 1st day of April 1999.

James L. Stone, Commissioner

By:

Larry Chase, Director
Bureau of Inspection and Certification



4

At a Special Term, Part 6, of the
Supreme Court of the State of New
York, held in and for the County of
Queens at 115th Street on the
day of June, 1999.

Present: Hon. Arnold N. Price, Justice

In the Matter of the Application of Goodwill
Industries of Greater New York, Inc. and
Goodwill Industries of New Jersey, Inc., for an
order approving their plan of merger under Section
907 of the Not-for-Profit Corporation Law into
Goodwill Industries of Greater New York, Inc.,
and authorizing the filing of the Certificate of
Merger under Section 904 of said Law.

Order Index No. 11254/1999

Goodwill Industries of Greater New York, Inc. and Goodwill Industries of New
Jersey, Inc., having duly made joint application for an order, pursuant to Section 907 of the
Not-for-Profit Corporation Law, approving the plan of merger of said corporations and
authorizing the filing of a certificate of merger in accordance with Section 904 of the
Not-for-Profit Corporation Law, and said application having regularly come on to be heard,

Now upon reading the joint petition of Goodwill Industries of Greater New
York, Inc. and Goodwill Industries of New Jersey, Inc., dated the 3rd day of May, 1999 and
duly verified by each of the petitioners on the 3rd day of May, 1999, and the plan of merger
designated Exhibit A therein, all in support of the application, and only one vote having been
cast by a member of Goodwill Industries of New Jersey, Inc. against adoption of the
resolutions approving the plan of merger, and the Department of Mental Hygiene having

Hygiene having approved the merger, and the Attorney General having certified no objection to this order, and the court having given due consideration hereto, and it appearing to the satisfaction of the court that the provisions of Section 907 of the Not-for-Profit Corporation Law have been complied with, and that the interests of the constituent corporations and the public interest would not be adversely affected by the merger of the petitioning corporations.

Now, on motion of Kelley Drye & Warren LLP, attorney for the petitioners, it is hereby

ORDERED, that the plan of merger between Goodwill Industries of Greater New York, Inc. and Goodwill Industries of New Jersey, Inc. designated Exhibit A herein, be and the same is hereby approved, and it is further

ORDERED, that the aforesaid corporations be and they hereby are authorized to file a certificate of merger with the Department of State in accordance with Section 904 of the Not-for-Profit Corporation Law, to which certificate a certified copy of this order shall be annexed.

ENTER,

4-15-99

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
ELLIOT SPITZER, ATTORNEY GENERAL
OF THE STATE OF NEW YORK

Paul J. ...
ASSISTANT ATTORNEY GENERAL
STATE OF NEW YORK

[Signature]
J.S.C.

JUN 22 1999

Gloria D. Amato
Clerk

6

F 990629000 724

CT-07

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 29 1999

CERTIFICATE OF MERGER

FILED

TAX \$

BY:

MMK
King

OF

GOODWILL INDUSTRIES OF NEW JERSEY, INC.

INTO

GOODWILL INDUSTRIES OF GREATER NEW YORK, INC.

UNDER SECTION 904 OF THE
NOT-FOR-PROFIT CORPORATION LAW

KELLEY DRYE & WARREN LLP
101 PARK AVENUE
NEW YORK, NY 10178

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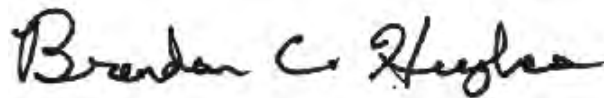
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**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY, INC., File Number 080905000274 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 05, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF CONSOLIDATION
OF
GOODWILL INDUSTRIES OF GREATER NEW YORK
AND NORTHERN NEW JERSEY, INC.

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

1) The name of the corporation is Goodwill Industries of Greater New York and Northern New Jersey, Inc., ("Goodwill" or "the corporation") which was formed by the consolidation of Goodwill Industries of New York, Inc. and Goodwill Industries of Brooklyn and Long Island, Inc.

2) A Certification of Merger of Goodwill Industries of Greater New York and Northern New Jersey Inc. was filed by the Department of State on June 29, 1999. A Certificate of Consolidation was previously filed by the Department of State on March 23, 1962. The corporation was formed by the aforesaid Certificate of Consolidation pursuant to Section 904 of the Not-for-Profit Corporation Law of the State of New York.

3) Goodwill Industries of Greater New York and Northern New Jersey, Inc. is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type B corporation.

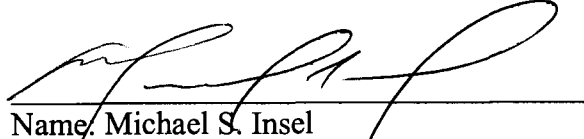
4) The amendment effected by this certificate of amendment is to add the following provision to paragraph 7.d. of the Certificate of Consolidation, which sets forth the purposes of the corporation, to add the following:

"The corporation (Goodwill Industries) shall also have the power and authority to provide services, at the corporation's discretion, to individuals who are legally blind or visually impaired as defined under applicable state or federal law."

5) This amendment to the Certificate of Consolidation of Goodwill Industries of Greater New York and Northern New Jersey, Inc. was authorized by a majority of the members of the Board of Directors of the corporation voting in person at a meeting duly called and held for that purpose on Thursday, May 22, 2008.

6) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is 4-21 27th Avenue, Astoria, New York 11102.

IN WITNESS WHEREOF, the undersigned has signed this certificate and caused it to be verified this 26 day of June, 2008.


Name: Michael S. Insel
Capacity: Chairman, Board of Directors

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

On this 26 day of June 2008, before me personally came Michael S. Insel, Chairman of the Board of Directors of Goodwill Industries of Greater New York and Northern New Jersey, Inc. who duly executed the foregoing Certificate of Amendment and acknowledged that such signing is his act and deed, and that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.

Sworn to before me this
26 day of June, 2008


Notary Public

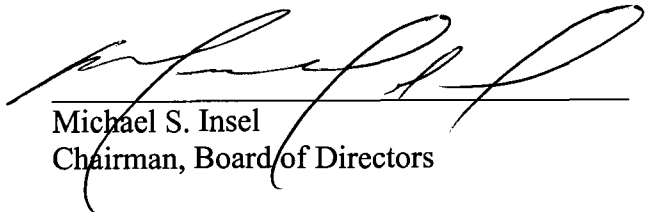
LISA E. DAYAN
Notary Public, State of New York
No. 02DA5071406
Qualified in Westchester County
Commission Expires 01/13/2011

AFFIDAVIT OF CORPORATE OFFICER

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

I, Michael S. Insel, being first duly sworn and competent, depose and say:

1. I am the Chairman of the Board of Directors of Goodwill Industries of Greater New York and Northern New Jersey, Inc. ("Goodwill" or "the corporation").
2. I submit this Affidavit based upon my personal knowledge and in support of Goodwill's Certificate of Amendment of the Certificate of Consolidation, the purpose of which is to add an additional provision to the purposes of the corporation, as set forth in Goodwill's Certificate of Consolidation.
3. Current assets of the corporation will be used for current purposes and powers and future assets will be used for the purposes and powers stated in the Certificate of Amendment.



Michael S. Insel
Chairman, Board of Directors

Sworn to before me
this 26 day of June, 2008.



Notary Public

LISA E. DAYAN
Notary Public, State of New York
No. 02DA5071406
Qualified in Westchester County
Commission Expires 01/13/2011

WAIVER OF NOTICE

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

Dated: _____

Attorney General of the State of New York


By: _____

APPROVAL OF SUPREME COURT JUSTICE

I, **HON. KEVIN J. KERRIGAN**, a Justice of the Supreme Court of the State of New York, of the 11TH Judicial District, in which the office of the corporation is located, approve the foregoing Certificate of Amendment of the Certificate of Consolidation of Goodwill Industries of Greater New York and Northern New Jersey, Inc. and consent to its filing.

Dated: August 6, 2008

ENTERED



Justice of the Supreme Court
Of the State of New York
11TH Judicial District

**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

July 8, 2008

080905000 274

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF QUEENS

-----X

IN RE:

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF
CONSOLIDATION OF GOODWILL
INDUSTRIES OF GREATER NEW YORK
AND NORTHERN NEW JERSEY, INC.

-----X

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 05 2008

TAX S

BY:

King

KAUFF MCCLAIN & MCGUIRE LLP

Attorneys for GOODWILL

**INDUSTRIES OF GREATER NEW YORK
AND NORTHERN NEW JERSEY, INC.**

950 THIRD AVENUE

14TH FLOOR

NEW YORK, NEW YORK 10022

(212) 644-1010

FAX NO. (212) 644-1936

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SUPREME COURT
QUEENS COUNTY, NY
EX PARTE OFFICE

1/11/08

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CHAR500 Online For new annual filings, and amendments	Annual Filing for Charitable Organizations New York State Office of the Attorney General Charities Bureau - Registration Section 28 Liberty Street New York, NY 10005 charitiesnys.com	Open to Public Inspection
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Filing Type:	<input checked="" type="radio"/> New Filing <input type="radio"/> Amendment	Filing Year: <u>2022</u>
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General Information		
Current Organization Name:	<u>Goodwill Industries of Greater New York and Northern New Jersey, Inc.</u>	Updated Name: <u>N/A</u>
NY Registration Number:	<u>02-15-73</u>	Registration Category: <u>DUAL</u>
Organization Type:	<u>Corporation</u>	EIN: <u>131641068</u>
Current Fiscal Year End:	<u>06/30</u>	Updated Fiscal Year End: <u>N/A</u>
Organization Email:	<u>szucker@goodwillny.org</u>	Organization's Phone: <u>718-728-5400</u>
Tax Exempt Status:	<u>501(c)(3)</u>	Website: <u>www.goodwillnynj.org</u>
Organization Address		
Mailing Address	Principal Address	NY State Address
<u>25 ELM PLACE, 3RD FL BROOKLYN NY 11201 UNITED STATES</u>	<u>25 ELM PLACE, 3RD FL BROOKLYN NY 11201 UNITED STATES</u>	<u>NA</u>
Primary Contact Information		
First Name: <u>Scott</u>	Last Name: <u>Zucker</u>	Title: <u>CFO/EVP</u>
Phone: <u>(718) 777-6388</u>	Email: <u>szucker@goodwillny.org</u>	
Organization Type		
Type of IRS document filed with IRS: <u>IRS990</u>	Organization Type: <u>Public</u>	
Third Party Preparer Information		
First Name: <u>Catherine</u>	Last Name: <u>Petercsak</u>	Title: <u>CPA</u>
Firm Name: <u>Baker Tilly US LLP</u>	Phone: <u>631-752-7400</u>	Email: <u>catherine.petercsak@bakertilly.com</u>
Third Party Address		
Street: <u>1500 RXR PLAZA WEST TOWER</u>		
City: <u>UNIONDALE</u>	State: <u>NY</u>	
Zip: <u>11556</u>	Country: <u>United States</u>	

Registration Category

1. Does the organization conduct activity in New York State other than soliciting? This may include, but is **not limited to**, maintaining an office, having employees or staff, or running a program.
☒ Yes ☐ No
2. Does the organization have assets in New York State?
☒ Yes ☐ No
3. Is the organization incorporated or formed in New York State?
☒ Yes ☐ No
4. Has the organization received more than \$25,000 in total contributions from New York State residents, foundations, corporations or government agencies or other entities in the period covered by this filing?
☒ Yes ☐ No
5. Does the organization plan to receive more than \$25,000 annually in total contributions from New York State residents, foundations, corporations, government agencies or other entities?
☒ Yes ☐ No
6. Does the organization use a professional fundraiser or fundraising counsel?
☒ Yes ☐ No

Based on your responses to the above questions, this organization's registration category remains as DUAL

Contribution Information

1. Did the organization solicit or receive contributions during the fiscal year in New York State?
☒ Yes ☐ No
3. Choose the total contributions in New York State this fiscal year: More than \$50,000,000

Annual Exemptions

1. Were the total contributions from New York State, including residents, foundations, government agencies, etc. under \$25,000 during the fiscal year?
☐ Yes ☐ No N/A
2. Did the organization use a professional fundraiser or fundraising counsel during the fiscal year?
☐ Yes ☐ No N/A
3. Were the organization's gross receipts under \$25,000 and the market value of its assets under \$25,000 during the fiscal year?
☐ Yes ☒ No

Based on your responses to annual exemption questions, this organization is required to file under DUAL during this fiscal year.

Financial Information

Type of IRS document filed with IRS IRS990 Organization's total revenue: 106,270,010

Organization's total contributions: 54,915,891 Organization's total assets: N/A

Organization's net assets: 44,515,670 Organization's total revenue and contributions: N/A

Organization's total liabilities: N/A Organization's total assets/worth: N/A

Organization's total income: N/A

For this filing year, does your organization plan to complete any of the following with the New York State Charities Bureau?

☐ Closing ☐ Withdrawing ☐ Dissolving ☒ None

Is this your final filing with New York State? ☐ Yes ☐ No N/A

Filing Information

Did your organization use a professional fundraiser or fundraising counsel for fundraising activity in New York State?

☒ Yes ☐ No

General Information	Description of Services	Description of Compensation
Name of Firm: <u>Robin Rosenbluth</u> Type: <u>Professional Fund Raiser</u> Reg Number: <u>46-89-09</u> Contract Start: <u>07/01/2022</u> Contract End: <u>12/31/2022</u> Amount Paid: <u>\$17,212.00</u> Phone : <u>516-655-7545</u> Mailing Address: <u>721 EAST 10TH STREET null</u> <u>BROOKLYN</u> <u>NY-11230</u> <u>United States</u>	Robin Rosenbluth provided professional fundraising services to Goodwill Industries of Greater New York and Northern New Jersey. These services included collaborating with the CEO and Development Depar	Goodwill Industries of Greater New York and Northern New Jersey compensated Robin Rosenbluth \$17,212 for her fundraising services as detailed above. Robin Rosenbluth invoiced Goodwill Industries of Gr
Name of Firm: <u>National Charity Services Inc</u> Type: <u>Professional Fund Raiser</u> Registration ID: <u>43-56-64</u> Contract Start: <u>09/24/2022</u> Contract End: <u>09/23/2023</u> Amount Paid: <u>\$479,924.00</u> Phone : <u>202-461-2054</u> Mailing Address: <u>1905 BRENTWOOD ROAD NE null</u> <u>WASHINGTON</u> <u>DC-20018</u> <u>United States</u>	National Charity Services Inc operates a turn-key vehicle donation program for Goodwill Industries of Greater New York and Northern New Jersey that creates a branded vehicle donation page allowing our	Goodwill Industries of Greater New York and Northern New Jersey holds a contract with National Charity Services Inc. Per the contract, in exchange for a full-service call center, logistical operations
Name of Firm: <u>N/A</u> Type: <u>N/A</u> Registration ID: <u>N/A</u> Contract Start: <u>N/A</u> Contract End: <u>N/A</u> Amount Paid: <u>N/A</u> Phone : <u>N/A</u> Mailing Address: <u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Did the organization receive government grants during this fiscal year?

☒ Yes ☐ No

Government Grant Agency	Grant Amount
NYC HUMAN RESOURCES ADMINISTRATION	\$8,511,853.00
NYC DEPT OF HEALTH AND MENTAL HYGIENE	\$2,775,347.00
NYS OFFICE OF MENTAL HEALTH	\$670,545.00
US DEPARTMENT OF LABOR	\$428,702.00
	To be continued in Appendix page 2

Documents

Attached organization's required documents:

- ☒ IRS document
- ☒ Certified Public Accountant's Audit Report
- ☐ Certified Public Accountant's Review Report
- ☐ Complete Certificate of Amendment or other document amending the name
- ☐ Other documents

Signatures

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

Role	First Name	Last Name	Email
President	Catharine	Gaul-Stigge	KGaulstigge@goodwillny.org
Chief Financial Officer	Scott	Zucker	SZucker@goodwillny.org

Signature of President

DocuSigned by:

Catharine Gaul-Stigge

DE65A5881E424B1...

Date: 5/10/2024

Signature of Chief Financial Officer

DocuSigned by:

Scott Zucker

9D34C0E725C3439...

Date: 5/8/2024

Filing Information

General Information	Description of Services	Description of Compensation
Name of Firm: <u>N/A</u> Type: <u>N/A</u> Registration ID: <u>N/A</u> Contract Start: <u>N/A</u> Contract End: <u>N/A</u> Amount Paid: <u>N/A</u> Phone : <u>N/A</u> Mailing Address: <u>N/A</u>	N / A	N / A
Name of Firm: <u>N/A</u> Type: <u>N/A</u> Registration ID: <u>N/A</u> Contract Start: <u>N/A</u> Contract End: <u>N/A</u> Amount Paid: <u>N/A</u> Phone : <u>N/A</u> Mailing Address: <u>N/A</u>	N / A	N / A
Name of Firm: <u>N/A</u> Type: <u>N/A</u> Registration ID: <u>N/A</u> Contract Start: <u>N/A</u> Contract End: <u>N/A</u> Amount Paid: <u>N/A</u> Phone : <u>N/A</u> Mailing Address: <u>N/A</u>	N / A	N / A
Name of Firm: <u>N/A</u> Type: <u>N/A</u> Registration ID: <u>N/A</u> Contract Start: <u>N/A</u> Contract End: <u>N/A</u> Amount Paid: <u>N/A</u> Phone : <u>N/A</u> Mailing Address: <u>N/A</u>	N / A	N / A

Government Grant Agency	Grant Amount
US SOCIAL SECURITY ADMINISTRATION	\$383,938.00
NJ DEPT OF LABOR & WORKFORCE DEVELOPMENT	\$484,280.00
NYS OFFICE FOR PEOPLE WITH DEVELOPMENTAL DISABILIT	\$254,483.00
NYS INDUSTRIES FOR THE DISABLED	\$176,665.00
NJ DEPT OF EDUCATION	\$90,637.00
NJ DEPT OF HUMAN SERVICES	\$11,921.00
N/A	N/A
N/A	N/A
N/A	N/A
N/A	N/A

EXTENDED TO MAY 15, 2024

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.**2022**Open to Public
Inspection**A** For the 2022 calendar year, or tax year beginning **JUL 1, 2022** and ending **JUN 30, 2023****B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return/terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization**GOODWILL INDUSTRIES OF GREATER NEW YORK & NORTHERN NEW JERSEY INC**

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

25 ELM PLACE 3RD FLOOR

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BROOKLYN, NY 11201**F** Name and address of principal officer: **CATHARINE L GAUL-STIGGE****SAME AS C ABOVE****D** Employer identification number**13-1641068****E** Telephone number**718-728-5400****G** Gross receipts \$ **172,690,042.****H(a)** Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. See instructions

H(c) Group exemption number**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.GOODWILLNYNJ.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: **1920** **M** State of legal domicile: **NY****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: GOODWILL NYNJ PROVIDES WORKFORCE DEVELOPMENT SERVICES TO PEOPLE FACING BARRIERS TO EMPLOYMENT.
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3	Number of voting members of the governing body (Part VI, line 1a) 24
	4	Number of independent voting members of the governing body (Part VI, line 1b) 24
	5	Total number of individuals employed in calendar year 2022 (Part V, line 2a) 2303
	6	Total number of volunteers (estimate if necessary) 34
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h) 63,714,695.
	9	Program service revenue (Part VIII, line 2g) 37,465,840.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 620,000.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 6,772,367.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 108,572,902.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 106,270,010.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0.
	14	Benefits paid to or for members (Part IX, column (A), line 4) 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 57,648,587.
	16a	Professional fundraising fees (Part IX, column (A), line 11e) 31,520.
	b	Total fundraising expenses (Part IX, column (D), line 25) 1,151,573.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 42,308,493.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 99,988,600.
19	Revenue less expenses. Subtract line 18 from line 12 8,584,302.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16) 69,964,212.
	21	Total liabilities (Part X, line 26) 27,451,888.
	22	Net assets or fund balances. Subtract line 21 from line 20 42,512,324.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date	
	SCOTT ZUCKER, CFO/EVP FINANCE			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed PTIN
	KERRI N. BOGDA, CPA	KERRI N. BOGDA, CPA	05/01/24	P00760402
Preparer Use Only	Firm's name	Firm's EIN		
	BAKER TILLY US, LLP	39-0859910		
Preparer Use Only	Firm's address	Phone no.		
	1570 FRUITVILLE PIKE, SUITE 400 LANCASTER, PA 17601	717.740.4863		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **2****Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

**GOODWILL NYNJ EMPOWERS PEOPLE WITH DISABILITIES AND OTHER BARRIERS TO
EMPLOYMENT TO GAIN INDEPENDENCE THROUGH THE POWER OF WORK. GOODWILL
NYNJ PROVIDED SERVICES TO MORE THAN 9,000 ADULTS IN FISCAL YEAR 2023
THROUGH ALL PROGRAMS.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ **No**

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ **No**

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **61,370,575.** including grants of \$) (Revenue \$ **35,861,672.**)

**INDUSTRIAL OPERATIONS: THROUGH RETAIL OPERATIONS, GOODTEMPS* (GOODWILL
NYNJ'S NON-PROFIT STAFFING AGENCY THAT MATCHES TOP TALENT TO
COMPETITIVE EMPLOYMENT FOR GOVERNMENT AND PRIVATE COMPANIES) AND
SERVICE CONTRACTS, GOODWILL PROVIDES WORK EXPERIENCE, SKILL DEVELOPMENT
AND CAREER PATHWAYS TRAINING TO PERSONS WITH DISABILITIES AND OTHER
BARRIERS TO EMPLOYMENT.**

***GOODTEMPS PARTNERS WITH THE NEW YORK STATE INDUSTRIES FOR THE DISABLED
(NYSID) TO ENSURE PEOPLE WITH DISABILITIES ARE INCLUDED IN THE
WORKFORCE. GOODTEMPS PLACES US VETERANS, PEOPLE WITH DISABILITIES AND
OTHER BARRIERS TO EMPLOYMENT IN LONG- AND SHORT-TERM POSITIONS. PEOPLE
WITH DISABILITIES REPRESENT 75% OF GOODTEMPS EMPLOYMENT PLACEMENTS.**

4b (Code:) (Expenses \$ **27,881,673.** including grants of \$) (Revenue \$ **11,382,513.**)

**WORKFORCE DEVELOPMENT: GOODWILL NYNJ PROVIDES WORK READINESS, JOB
SEARCH, PLACEMENT IN EMPLOYMENT, RETENTION AND WRAP-AROUND SUPPORT
SERVICES FOR INDIVIDUALS WHO ARE UNEMPLOYED OR UNDEREMPLOYED AND ARE
RECEIVING PUBLIC ASSISTANCE BENEFITS.**

**SERVICES FOR INDIVIDUALS WITH DISABILITIES: GOODWILL NYNJ PROVIDES
CUSTOMIZED SERVICES TO INDIVIDUALS WITH DEVELOPMENTAL AND/OR
INTELLECTUAL DISABILITIES, INCLUDING VOCATIONAL ASSESSMENT, TEMPORARY
WORK OPPORTUNITIES, DAY HABILITATION SERVICES, PLACEMENT IN AND JOB
COACHING THROUGHOUT EMPLOYMENT.**

BEHAVIORAL HEALTH SERVICES: GOODWILL NYNJ PROVIDES PERSON-CENTERED**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **89,252,248.**Form **990** (2022)

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **3****Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **4****Part IV Checklist of Required Schedules** (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a	165
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

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Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

	Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2303
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15	X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17	

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **6**

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.	24			
b Enter the number of voting members included on line 1a, above, who are independent		24		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X	
6 Did the organization have members or stockholders?	6			X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O	9			X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed NY, NJ

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records
SCOTT ZUCKER, CFO/EVP FINANCE - 718-728-5400
25 ELM PLACE 3RD FLOOR, BROOKLYN, NY 11201

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page 7

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CATHARINE L GAUL-STIGGE PRESIDENT & CEO	37.50 0.10			X				444,795.	0.	87,978.
(2) SCOTT ZUCKER CFO/EVP OF OPERATIONS	37.50 0.10			X				327,729.	0.	40,290.
(3) SAMANTHA K RICH SVP OF RETAIL STORES	37.50 0.00				X			207,403.	0.	14,197.
(4) ILANA D ZIMMERMAN EVP OF RETAIL & BUSINESS	37.50 0.00				X			202,417.	0.	17,642.
(5) ALICIA MCGRATH EVP OF MISSION	37.50 0.00				X			211,958.	0.	4,762.
(6) RANDY CLEGHORNE BLACKSTONE CIO	37.50 0.00			X				202,076.	0.	5,048.
(7) JEFFREY R. MOTT SVP OF FINANCE	37.50 0.00				X			187,297.	0.	3,728.
(8) WILLIAM J. HESPE SVP RISK MANAGEMENT	37.50 0.00				X			165,754.	0.	15,774.
(9) DONALD HUBER CHAIR	2.30 0.00	X		X				0.	0.	0.
(10) HENRY "HANK" E. GOOSS CHAIR EMERITUS	2.30 0.00	X		X				0.	0.	0.
(11) DOUGLAS A HAND JR VICE CHAIR	2.30 0.00	X		X				0.	0.	0.
(12) DAVID BELKIN TREASURER	2.30 0.10	X		X				0.	0.	0.
(13) DAVID C COQUILLETTE SECRETARY	2.30 0.10	X		X				0.	0.	0.
(14) ANDREW BAEHR DIRECTOR	1.50 0.00	X						0.	0.	0.
(15) DAMODARAM BASHYAM DIRECTOR	1.50 0.00	X						0.	0.	0.
(16) KATHERINE BLACK DIRECTOR	1.50 0.00	X						0.	0.	0.
(17) BRIAN FETHERSTONHAUGH DIRECTOR	1.50 0.00	X						0.	0.	0.

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JEFFERY OKE DIRECTOR	1.50 0.00	X						0.	0.	0.
(19) BETH STANKARD DIRECTOR	1.50 0.00	X						0.	0.	0.
(20) DEBORAH WEINSWIG DIRECTOR	1.50 0.00	X						0.	0.	0.
(21) JONATHAN SHEPPARD DIRECTOR	1.50 0.00	X						0.	0.	0.
(22) KAMRAN ANSARI DIRECTOR	1.50 0.00	X						0.	0.	0.
(23) ERIK ULIN DIRECTOR	1.50 0.00	X						0.	0.	0.
(24) CARLEY GRAHAM GARCIA DIRECTOR	1.50 0.00	X						0.	0.	0.
(25) SHARON O'SULLIVAN DIRECTOR	1.50 0.00	X						0.	0.	0.
(26) FEMI ODUNUGA DIRECTOR	1.50 0.00	X						0.	0.	0.
1b Subtotal								1,949,429.	0.	189,419.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,949,429.	0.	189,419.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

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- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
RYDER INTEGRATED LOGISTICS INC. 11690 NW 105 STREET, MIAMI, FL 33178	TRANSPORTATION SERVICES	2,340,897.
SYNOPTEK LLC, 412 E PARKCENTER BLVD SUITE 300, BOISE, ID 83706	PROFESSIONAL SERVICES	2,074,924.
NISA ENTERPRISES, LLC 80 GREENVILLE RD UNIT B, KATONAH, NY 10536	PROPERTY MAINTENANCE SERVICES	1,107,874.
GARRISON PROTECTIVE SERVICES INC. 120 LAKE AVE S, STE 24, NESCONSET, NY 11767	PROFESSIONAL SERVICES	1,086,058.
WINDSTREAM HOLDINGS II, LLC,, 4001 N. RODNEY PARHAM RD, LITTLE ROCK, AR 72212	PROFESSIONAL SERVICES	753,111.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

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SEE PART VII, SECTION A CONTINUATION SHEETS

Form **990** (2022)

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

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13-1641068 Page **9****Part VIII Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	95,245.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	13,788,371.			
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f	41,032,275.			
	g	Noncash contributions included in lines 1a-1f	1g	\$ 40,111,673.			
	h	Total. Add lines 1a-1f		54,915,891.			
	Program Service Revenue	2 a	INDUSTRIAL OPERATIONS	Business Code	541900	30,264,011.	30264011.
b		FEE-FOR-SERVICE BILLINGS		541900	11,382,513.	11382513.	
c							
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f		41,646,524.			
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		827,488.		
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real	174,027.			
	b	Less: rental expenses ...	(ii) Personal	267,263.			
	c	Rental income or (loss)		-93,236.			
	d	Net rental income or (loss)		-93,236.			-93,236.
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	29,481,600.	4,865.		
	b	Less: cost or other basis and sales expenses	(ii) Other	26,334,015.	0.		
	c	Gain or (loss)		3,147,585.	4,865.		
	d	Net gain or (loss)		3,152,450.			3152450.
	8 a	Gross income from fundraising events (not including \$ 95,245. of contributions reported on line 1c). See Part IV, line 18		240,814.			
	b	Less: direct expenses		70,962.			
	c	Net income or (loss) from fundraising events		169,852.			169,852.
9 a	Gross income from gaming activities. See Part IV, line 19						
b	Less: direct expenses						
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances		45,345,453.				
b	Less: cost of goods sold		39,747,792.				
c	Net income or (loss) from sales of inventory		5,597,661.	5,597,661.			
Miscellaneous Revenue	11 a	BAD DEBT	Business Code	900099	50,790.		50,790.
	b	INSURANCE REFUND		900099	2,590.		2,590.
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d		53,380.			
	12	Total revenue. See instructions		106270010.	47244185.	0.	4109934.

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **10****Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,082,299.		1,082,299.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	52,167,193.	47,557,144.	4,281,467.	328,582.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	671,147.	666,672.		4,475.
9 Other employee benefits	2,326,535.	2,072,755.	239,865.	13,915.
10 Payroll taxes	5,073,926.	4,426,104.	618,109.	29,713.
11 Fees for services (nonemployees):				
a Management				
b Legal	838,977.		838,977.	
c Accounting	139,400.		139,400.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	497,136.			497,136.
f Investment management fees	98,369.		98,369.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	6,487,585.	2,638,502.	3,727,987.	121,096.
12 Advertising and promotion	1,248,139.	1,100,552.	2,284.	145,303.
13 Office expenses	1,801,177.	1,752,415.	47,959.	803.
14 Information technology				
15 Royalties				
16 Occupancy	20,050,821.	19,560,163.	490,658.	
17 Travel	614,044.	477,536.	136,428.	80.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings				
20 Interest	205,844.		205,844.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,782,747.	1,043,527.	738,920.	300.
23 Insurance	1,304,614.	1,212,335.	92,279.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a TRUCKING SERVICES	2,278,760.	2,263,515.	15,245.	
b CLIENT ACTIVITIES	1,391,467.	1,391,467.		
c COMMUNICATION	1,312,344.	1,199,428.	109,703.	3,213.
d CREDIT CARD PROCESSING	749,757.	748,447.		1,310.
e All other expenses	2,116,248.	1,141,686.	968,915.	5,647.
25 Total functional expenses. Add lines 1 through 24e	104,238,529.	89,252,248.	13,834,708.	1,151,573.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **11****Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	4,106,610.	1	1,634,690.
	2 Savings and temporary cash investments	2,916,463.	2	8,545,729.
	3 Pledges and grants receivable, net		3	209,999.
	4 Accounts receivable, net	17,049,265.	4	17,791,909.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net	500,000.	7	500,000.
	8 Inventories for sale or use	3,233,558.	8	3,269,931.
	9 Prepaid expenses and deferred charges	1,684,852.	9	837,754.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	51,859,637.		
	b Less: accumulated depreciation	43,484,947.		
		7,614,203.	10c	8,374,690.
	11 Investments - publicly traded securities	27,251,851.	11	25,316,279.
	12 Investments - other securities. See Part IV, line 11	4,472,456.	12	1,805,211.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	1,134,954.	15	57,029,851.	
16 Total assets. Add lines 1 through 15 (must equal line 33)	69,964,212.	16	125,316,043.	
Liabilities	17 Accounts payable and accrued expenses	15,464,129.	17	12,555,350.
	18 Grants payable		18	
	19 Deferred revenue	3,976,840.	19	3,597,111.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties	3,200,000.	23	3,000,000.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	4,810,919.	25	61,647,912.
	26 Total liabilities. Add lines 17 through 25	27,451,888.	26	80,800,373.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	41,199,320.	27	42,949,051.
	28 Net assets with donor restrictions	1,313,004.	28	1,566,619.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	42,512,324.	32	44,515,670.
	33 Total liabilities and net assets/fund balances	69,964,212.	33	125,316,043.

Form **990** (2022)

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Form 990 (2022)

13-1641068 Page **12****Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	106,270,010.
2	Total expenses (must equal Part IX, column (A), line 25)	2	104,238,529.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,031,481.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	42,512,324.
5	Net unrealized gains (losses) on investments	5	-638,135.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	610,000.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	44,515,670.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	3b	X

Form **990** (2022)

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Schedule A (Form 990) 2022

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	60417859.	53403645.	47627483.	63714695.	54915891.	280079573
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	60417859.	53403645.	47627483.	63714695.	54915891.	280079573
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						280079573

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4	60417859.	53403645.	47627483.	63714695.	54915891.	280079573
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	466,507.	576,877.	378,082.	654,930.	1001515.	3077911.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	136,302.	79,535.	663,244.	1078160.	294,194.	2251435.
11 Total support. Add lines 7 through 10						285408919
12 Gross receipts from related activities, etc. (see instructions)					12 403,164,489.	
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f))	14	98.13 %
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	98.49 %
16a 33 1/3% support test - 2022. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2021. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2022. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2021. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990) 2022

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Schedule A (Form 990) 2022

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2022 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2022. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2021. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

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Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

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Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

	Yes	No
1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
2a		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
2b		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No" provide details in Part VI .		
3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
3b		

**GOODWILL INDUSTRIES OF GREATER NEW YORK
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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by 0.035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		

Section C - Distributable Amount		(A) Prior Year	(B) Current Year
1 Adjusted net income for prior year (from Section A, line 8, column A)	1		
2 Enter 0.85 of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).			

Schedule A (Form 990) 2022

**GOODWILL INDUSTRIES OF GREATER NEW YORK
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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	1	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4 Amounts paid to acquire exempt-use assets	4	
5 Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5	
6 Other distributions (<i>describe in Part VI</i>). See instructions.	6	
7 Total annual distributions. Add lines 1 through 6.	7	
8 Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8	
9 Distributable amount for 2022 from Section C, line 6	9	
10 Line 8 amount divided by line 9 amount	10	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1 Distributable amount for 2022 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2022			
a From 2017			
b From 2018			
c From 2019			
d From 2020			
e From 2021			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2022 distributable amount			
i Carryover from 2017 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2022 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2022 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2023. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2018			
b Excess from 2019			
c Excess from 2020			
d Excess from 2021			
e Excess from 2022			

Schedule A (Form 990) 2022

GOODWILL INDUSTRIES OF GREATER NEW YORK
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Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:MISCELLANEOUS2018 AMOUNT: \$ 136,302.2019 AMOUNT: \$ 79,535.2020 AMOUNT: \$ 63,630.2021 AMOUNT: \$ 287,800.ECOM SHIPPING REVENUE2020 AMOUNT: \$ 477,817.2021 AMOUNT: \$ 607,960.ECOM HANDLING REVENUE2020 AMOUNT: \$ 121,797.2021 AMOUNT: \$ 173,950.GROSS FUNDRAISING REVENUE2021 AMOUNT: \$ 8,450.2022 AMOUNT: \$ 240,814.BAD DEBT2022 AMOUNT: \$ 50,790.INSURANCE REFUND2022 AMOUNT: \$ 2,590.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022Open to Public
Inspection**Name of the organization** **GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC****Employer identification number**
13-1641068**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (for example, recreation or education) ☐ Preservation of a historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 \$

(ii) Assets included in Form 990, Part X \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 \$

b Assets included in Form 990, Part X \$

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2022

**GOODWILL INDUSTRIES OF GREATER NEW YORK
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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):

- a** ☐ Public exhibition **d** ☐ Loan or exchange program
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	33,125,414.	27,526,574.	22,191,975.	22,904,826.	22,667,973.
b Contributions			100,000.	279,888.	401,150.
c Net investment earnings, gains, and losses	3,336,938.	-4,683,240.	6,340,284.	123,753.	868,037.
d Grants or scholarships					
e Other expenditures for facilities and programs	1,679,166.	1,189,890.	1,126,384.	1,070,840.	1,010,685.
f Administrative expenses	98,369.	101,307.	69,301.	45,652.	21,649.
g End of year balance	34,684,817.	21,552,137.	27,436,574.	22,191,975.	22,904,826.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment 97.0300 %
b Permanent endowment 2.5700 %
c Term endowment .4000 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i)** Unrelated organizations _____
(ii) Related organizations _____

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? _____

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		23,345,165.	18,099,779.	5,245,386.
d Equipment		28,279,990.	25,385,168.	2,894,822.
e Other		234,482.		234,482.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				8,374,690.

Schedule D (Form 990) 2022

**GOODWILL INDUSTRIES OF GREATER NEW YORK
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Schedule D (Form 990) 2022

13-1641068 Page **3****Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) SECURITY DEPOSITS	670,471.
(2) RIGHT OF USE ASSET	56,359,380.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	57,029,851.

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) EQUIPMENT LOAN PAYABLE	1,684,192.
(3) OPERATING LEASE LIABILITIES	59,963,720.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	61,647,912.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☒

Schedule D (Form 990) 2022

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Schedule D (Form 990) 2022

13-1641068 Page 4

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	106,470,977.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	-638,135.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	571,839.
e	Add lines 2a through 2d	2e	-66,296.
3	Subtract line 2e from line 1	3	106,537,273.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	-267,263.
c	Add lines 4a and 4b	4c	-267,263.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	106,270,010.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	104,467,631.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	327,471.
e	Add lines 2a through 2d	2e	327,471.
3	Subtract line 2e from line 1	3	104,140,160.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	98,369.
c	Add lines 4a and 4b	4c	98,369.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	104,238,529.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4:

TO FURTHER THE ORGANIZATION'S MISSION AND ACTIVITIES.

PART X, LINE 2:

GOODWILL BELIEVES IT HAS NO UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2023

AND 2022, IN ACCORDANCE WITH ACCOUNTING STANDARDS CODIFICATION ("ASC")

TOPIC 740 ("INCOME TAXES"), WHICH PROVIDES STANDARDS FOR ESTABLISHING AND

CLASSIFYING ANY TAX PROVISIONS FOR UNCERTAIN TAX POSITIONS

PART XI, LINE 2D - OTHER ADJUSTMENTS:

INVESTMENT MANAGEMENT FEES -98,369.

RECLASS MISC INCOME TO NET WITH MISC EXPENSES 60,208.

Part XIII Supplemental Information (continued)

RETURN OF ESCROW FOR SALE OF BUILDING610,000.

TOTAL TO SCHEDULE D, PART XI, LINE 2D571,839.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

RENTAL EXPENSES-267,263.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES267,263.

RECLASS MISC INCOME TO NET WITH MISC EXPENSES60,208.

TOTAL TO SCHEDULE D, PART XII, LINE 2D327,471.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT MANAGEMENT FEES98,369.

PART V, LINE 1A

THERE WAS A CHANGE IN THE BEGINNING BALANCE OF THE ENDOWMENT FUNDS BECAUSE
INVESTMENT FUNDS WERE RECLASSIFIED TO THE BOARD DESIGNATED ENDOWMENT TO
BETTER REFLECT THE BOARD OF DIRECTORS' INTENDED USE OF INVESTMENT FUNDS.

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Schedule G (Form 990) 2022

13-1641068 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		EVENING OF TREASURES (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	336,059.			336,059.
	2 Less: Contributions	95,245.			95,245.
	3 Gross income (line 1 minus line 2)	240,814.			240,814.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	123.			123.
	6 Rent/facility costs				
	7 Food and beverages	34,559.			34,559.
	8 Entertainment	21,153.			21,153.
	9 Other direct expenses	15,127.			15,127.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				70,962.
11 Net income summary. Subtract line 10 from line 3, column (d)				169,852.	

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Schedule G (Form 990) 2022

13-1641068 Page 3

- 11** Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____

c If "Yes," enter name and address of the third party:

Name _____

Address _____

- 16** Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

☐ Director/officer ☐ Employee ☐ Independent contractor

- 17** Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: NATIONAL CHARITY SERVICES

(I) ADDRESS OF FUNDRAISER: 1905 BRENTWOOD ROAD NE, WASHINGTON, DC 20018

(I) NAME OF FUNDRAISER: ROBIN ROSENBLUTH

(I) ADDRESS OF FUNDRAISER: 721 EAST 10TH STREET, BROOKLYN, NY 11230

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022Open to Public
Inspection

Name of the organization

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Employer identification number

13-1641068**Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in or receive payment from a supplemental nonqualified retirement plan?

c Participate in or receive payment from an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?

If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

b Any related organization?

If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2022

**GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC**

Schedule J (Form 990) 2022

13-1641068

Page **2**

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CATHARINE L GAUL-STIGGE PRESIDENT & CEO	(i)	443,217.	0.	1,578.	52,552.	35,426.	532,773.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) SCOTT ZUCKER CFO/EVP OF OPERATIONS	(i)	325,641.	0.	2,088.	35,053.	5,237.	368,019.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SAMANTHA K RICH SVP OF RETAIL STORES	(i)	207,051.	0.	352.	2,072.	12,125.	221,600.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) ILANA D ZIMMERMAN EVP OF RETAIL & BUSINESS	(i)	195,147.	0.	7,270.	4,789.	12,853.	220,059.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) ALICIA MCGRATH EVP OF MISSION	(i)	207,754.	0.	4,204.	3,136.	1,626.	216,720.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) RANDY CLEGHORNE BLACKSTONE CIO	(i)	199,981.	0.	2,095.	3,563.	1,485.	207,124.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) JEFFREY R. MOTT SVP OF FINANCE	(i)	187,073.	0.	224.	0.	3,728.	191,025.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) WILLIAM J. HESPE SVP RISK MANAGEMENT	(i)	164,993.	0.	761.	0.	15,774.	181,528.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Schedule J (Form 990) 2022

GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC

13-1641068

Schedule J (Form 990) 2022

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4B:

FOR CY 2022/FY 2023, THE ORGANIZATION ACCRUED \$43,633.64 IN CATHARINE
GAUL-STIGGE'S 457F PLAN AND \$28,017.48 IN SCOTT ZUCKER'S 457F PLAN. IN
ADDITION, A 457B PLAN WAS SET UP IN NOVEMBER 2022 FOR HIGHLY COMPENSATED
EMPLOYEES TO MAKE CONTRIBUTIONS; THE ORGANIZATION DID NOT CONTRIBUTE
ANYTHING ON BEHALF OF PARTICIPATING EMPLOYEES.

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No. 1545-0047

2022

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Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization **GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC** Employer identification number
13-1641068

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		39,784,166.	COMPARABLE SALES
6 Cars and other vehicles	X	167	312,303.	COMPARABLE SALES
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	1	15,204.	NYSE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other ...				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (.....)				
26 Other (.....)				
27 Other (.....)				
28 Other (.....)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part V, Donee Acknowledgement 29 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC

13-1641068

Page 2

Schedule M (Form 990) 2022

Part II**Supplemental Information.**

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

COLUMN B, LINE 6 REPRESENTS THE NUMBER OF CONTRIBUTIONS.

COLUMN B, LINE 9 REPRESENTS THE NUMBER OF CONTRIBUTORS.

SCHEDULE M, LINE 32B:

NATIONAL CHARITY SERVICES INC OPERATED A TURN-KEY VEHICLE DONATION PROGRAM FOR GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY THAT CREATES A BRANDED VEHICLE DONATION PAGE ALLOWING SUPPORTERS TO DONATE VIA AN ONLINE FORM. NATIONAL CHARITY SERVICES INC ALSO CREATES A UNIQUE HYPERLINK WEB BUTTONS FOR GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY TO PUT ON ITS WEBSITE THAT DIRECTS DONORS TO GOODWILL'S CUSTOM VEHICLE DONATION PAGE. NATIONAL CHARITY SERVICES INC SUBMITS AND FILES AN ANNUAL IRS REVIEW ALONG WITH THE FORM 1098-C REGARDING VEHICLE DONATIONS ON THE ORGANIZATION'S BEHALF.

GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY HAS A CONTRACT WITH NATIONAL CHARITY SERVICES INC. THE FEE STRUCTURE IS VIA A DEDUCTION OF A FLAT PROCESSING FEE FROM THE AUCTION NET PROCEEDS AND 100% OF THE REMAINDER OF THE PROCEEDS ARE REMITTED TO GOODWILL INDUSTRIES OF GREATER NEW YORK AND NORTHERN NEW JERSEY.

SCHEDULE O (Form 990) <small>Department of the Treasury Internal Revenue Service</small>	Supplemental Information to Form 990 or 990-EZ <small>Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. Attach to Form 990 or Form 990-EZ. Go to www.irs.gov/Form990 for the latest information.</small>	<small>OMB No. 1545-0047</small> 2022 Open to Public Inspection
Name of the organization	GOODWILL INDUSTRIES OF GREATER NEW YORK & NORTHERN NEW JERSEY INC	Employer identification number 13-1641068

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

SERVICES TO ADULTS LIVING WITH SERIOUS AND PERSISTENT MENTAL ILLNESS TO GAIN THE SKILLS NEEDED TO ACHIEVE GREATER INDEPENDENCE. SERVICES INCLUDE INDIVIDUAL AND GROUP CLINICAL SERVICES, COMMUNITY-BASED TREATMENT, OPPORTUNITIES TO CONNECT WITH PEERS, WRAPAROUND SERVICES, AND JOB SEARCH, PLACEMENT, AND RETENTION SERVICES.

FORM 990, PART VI, SECTION A, LINE 5:

ON THE PRIOR 990 GOODWILL DISCLOSED THAT IN FEBRUARY 2023, A POTENTIAL DIVERSION OF ASSETS WAS DISCOVERED. THE DISCOVERY WAS MADE AFTER THE REPORTING PERIOD, BUT GOODWILL DISCLOSED THE MATTER TO MAXIMIZE TRANSPARENCY. THE CURRENT DISCLOSURE UPDATES INFORMATION PERTAINING TO THE SAME MATTER. GOODWILL CONFIRMED THAT AN EMPLOYEE FABRICATED INVOICES FOR PAYMENT. UPON DISCOVERING THIS SCHEME, GOODWILL'S BOARD OF DIRECTORS IMMEDIATELY RETAINED EXPERT OUTSIDE LEGAL COUNSEL AND A FORENSIC ACCOUNTANT TO CONUDCT AN INDEPENDENT INVESTIGATION AND PROMPTLY TERMINATED THE EMPLOYEE. THE INVESTIGATION DETERMINED THAT THIS SCHEME HAD GONE UNDETECTED FOR NEARLY 17 YEARS AND TOTALED IN EXCESS OF \$2,000,000 IN THE AGGREGATE. IN FY23, THE VALUE OF SUCH PAYMENTS WAS \$46,800. GOODWILL HAS SINCE RECEIVED AN INSURANCE PAYMENT EQUAL TO THE AMOUNT OF THE LOSS LESS A \$25,000 DEDUCTIBLE. ADDITIONALLY, THE MATTER WAS REFERRED TO FEDERAL LAW ENFORCEMENT. IN JANUARY 2024, THE FORMER EMPLOYEE PLED GUILTY TO ONE FEDERAL COUNT OF WIRE FRAUD. GOODWILL HAS MADE SUBSTANTIAL PROGRESS ON A REMEDIATION PLAN INCLUDING HIRING A DIRECTOR OF INTERNAL AUDIT AND A DIRECTOR OF VENDOR RISK MANAGEMENT, ENHANCING INTERNAL CONTROLS, INCREASING STAFF TRAINING AND REVISING AUDIT PROCEDURES TO ENSURE THAT THIS TYPE OF

Name of the organization	GOODWILL INDUSTRIES OF GREATER NEW YORK & NORTHERN NEW JERSEY INC	Employer identification number 13-1641068
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DIVERSION DOES NOT HAPPEN AGAIN.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTANT AND REVIEWED BY
MANAGEMENT AND THEN DISTRIBUTED ELECTRONICALLY TO THE BOARD OF DIRECTORS
FOR A COMMENT PERIOD BEFORE THE RETURN IS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

DIRECTORS AND OFFICERS ARE COVERED UNDER GOODWILL'S CONFLICT OF INTEREST
POLICY AND ANNUALLY SUBMIT DISCLOSURE FORMS THAT WOULD DISCLOSE ANY
POTENTIAL CONFLICTS. THE FORMS ARE MAINTAINED BY THE CHIEF COMPLIANCE
OFFICER AND ANY DISCLOSED CONFLICTS WOULD BE REVIEWED BY THE AUDIT
COMMITTEE PERSONS WITH A CONFLICT WOULD BE RECUSED FROM ANY RELEVANT
DELIBERATIONS OR DECISIONS. THE CONFLICT OF INTEREST POLICY COVERS BOTH
PERSONAL AND BUSINESS RELATIONSHIPS.

FORM 990, PART VI, SECTION B, LINE 15:

IN ESTABLISHING THE COMPENSATION OF THE CEO AND OTHER OFFICERS OF THE
ORGANIZATION, THE ORGANIZATION ENGAGES IN THE FOLLOWING PROCESS: EACH
YEAR THE ORGANIZATION UNDERTAKES A MARKET STUDY OF THE TOTAL DIRECT
COMPENSATION OF THOSE INDIVIDUALS WHO HOLD THE TITLE OF ASSISTANT VICE
PRESIDENT OR HIGHER. THEREFORE, THE CEO AND ALL EXECUTIVE OFFICERS OF THE
ORGANIZATION (AS EACH EXECUTIVE OFFICER HOLDS A TITLE OF ASSISTANT VICE
PRESIDENT OR HIGHER) IS INCLUDED IN THE MARKET STUDY. THE MARKET STUDY IS
CONDUCTED BY AN EXECUTIVE COMPENSATION CONSULTING FIRM, WHO SPECIALIZES IN
SUCH STUDIES AND WHO PROVIDES ADVICE TO A COMMITTEE OF THE BOARD WITH
RESPECT TO SUCH COMPENSATION. THE MARKET STUDY TAKES INTO ACCOUNT THE
COMPENSATION PAID TO OFFICERS AND EXECUTIVES AT OTHER ORGANIZATIONS THROUGH

THE USE OF SURVEY DATA AND 990 DATA OF A PREDETERMINED AND AGREED UPON PEER GROUP OF ORGANIZATIONS. THE INDIVIDUAL COMPENSATION DECISIONS ARE THEN INFORMED BY AMONG OTHER INPUTS, THE INDIVIDUAL'S POSITION TO MARKET, EXPERIENCE, AND PERFORMANCE. THE LAST PROCESS WAS CONDUCTED IN THE SPRING OF 2023, WITH COMPENSATION CHANGES, IF ANY EFFECTIVE IN THE FALL OF 2023.

FORM 990, PART VI, SECTION C, LINE 19:
THE ORGANIZATION MAKES ITS FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ON ITS WEBSITE AND UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
RETURN OF ESCROW FOR SALE OF BUILDING 610,000.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization	GOODWILL INDUSTRIES OF GREATER NEW YORK & NORTHERN NEW JERSEY INC	Employer identification number	13-1641068
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Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GOODWILL ABILITIES INC - 45-3656901 25 ELM PLACE 3RD FLOOR BROOKLYN, NY 11201	TO SUPPORT GOODWILL INDUSTRIES	NEW YORK	501(C)(3)	LINE 12A, I	GOODWILL INDUSTRIES OF GREATER NEW YORK	X	

GOODWILL INDUSTRIES OF GREATER NEW YORK

Schedule R (Form 990) 2022

& NORTHERN NEW JERSEY INC

13-1641068

Page 2

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

[illegible]

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

[illegible]

GOODWILL INDUSTRIES OF GREATER NEW YORK
& NORTHERN NEW JERSEY INC

Schedule R (Form 990) 2022

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

GOODWILL ABILITIES INC

DIRECT CONTROLLING ENTITY: GOODWILL INDUSTRIES OF GREATER NEW YORK &
NORTHERN NEW JERSEY INC



Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Financial Statements

June 30, 2023

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

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June 30, 2023

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Independent Auditors' Report

To the Board of Directors of
Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Opinion

We have audited the financial statements of Goodwill Industries of Greater New York and Northern New Jersey, Inc. (Goodwill), which comprise the statement of financial position as of June 30, 2023, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Goodwill as of June 30, 2023, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Goodwill and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As disclosed in Note 2 to the financial statements, on July 1, 2022, Goodwill adopted new accounting guidance related to the accounting for leases. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Goodwill's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings and certain internal control-related matters that we identified during the audit.

Baker Tilly US, LLP

New York, New York
December 1, 2023

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Statement of Financial Position

June 30, 2023

Assets

Cash and cash equivalents (Notes 2)	\$ 10,180,419
Accounts receivable, net (Notes 2)	17,791,909
Contributions receivable (Note 2)	209,999
Note receivable (Note 4)	500,000
Prepaid expenses and other assets	837,754
Inventory (Note 2)	3,269,931
Investments (Notes 2, 5 and 11)	27,121,490
Security deposits	670,471
Property and equipment, net (Notes 2 and 4)	8,374,690
Right-of-use assets, operating leases (Note 2 and 9)	<u>56,359,380</u>
Total assets	<u><u>\$ 125,316,043</u></u>

Liabilities and Net Assets**Liabilities**

Accounts payable and accrued expenses (Note 15)	\$ 9,150,096
Accrued compensation	3,405,254
Deferred revenue/due to funding sources (Note 6)	3,597,111
Line of credit payable (Note 7)	3,000,000
Equipment loan payable (Note 8)	1,684,192
Operating lease liabilities (Note 2 and 9)	<u>59,963,720</u>
Total liabilities	<u>80,800,373</u>

Commitments and Contingencies (Note 13)**Net Assets (Note 2)**

Without donor restrictions:	
Operating	9,294,994
Board-designated for endowment (Note 11)	<u>33,654,057</u>
Total without donor restrictions	42,949,051
With donor restrictions (Notes 10 and 11)	<u>1,566,619</u>
Total net assets	<u>44,515,670</u>
Total liabilities and net assets	<u><u>\$ 125,316,043</u></u>

See notes to financial statements

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Statement of Activities

Year Ended June 30, 2023

	Without Donor Restrictions	With Donor Restrictions	Total
Operating Revenues			
Public support:			
Contributions (Note 2)	\$ 617,692	\$ 461,761	\$ 1,079,453
Special events (net of direct expenses of \$70,962) (Note 2)	265,097	-	265,097
Contributed nonfinancial assets, donated goods (Notes 2 and 16)	39,784,166	-	39,784,166
Net assets released from restrictions (Note 10)	293,145	(293,145)	-
Total public support	40,960,100	168,616	41,128,716
Governmental support:			
Fees and grants from governmental agencies (Note 2)	25,339,541	-	25,339,541
Total governmental support	25,339,541	-	25,339,541
Other revenue:			
Industrial operations (Note 2)	35,587,354	-	35,587,354
Endowment distribution (Notes 5 and 11)	1,679,166	-	1,679,166
Other	1,176,797	-	1,176,797
Total other revenue	38,443,317	-	38,443,317
Total operating revenues	104,742,958	168,616	104,911,574
Operating Expenses (Note 2)			
Program services:			
Industrial operations	61,841,235	-	61,841,235
Rehabilitation and employment services	27,827,712	-	27,827,712
Supporting services:			
Management and administration	13,772,136	-	13,772,136
Fundraising	654,437	-	654,437
Total operating expenses	104,095,520	-	104,095,520
Operating income	647,438	168,616	816,054
Nonoperating Income (Loss)			
Investment returns, net (Note 5)	1,474,404	84,999	1,559,403
Occupancy expense above lease payments (Note 2)	(372,111)	-	(372,111)
Total nonoperating income	1,102,293	84,999	1,187,292
Changes in net assets	1,749,731	253,615	2,003,346
Net Assets, Beginning	41,199,320	1,313,004	42,512,324
Net Assets, Ending	<u>\$ 42,949,051</u>	<u>\$ 1,566,619</u>	<u>\$ 44,515,670</u>

See notes to financial statements

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Statement of Functional Expenses

Year Ended June 30, 2023

	Program Services			Supporting Services			
	Industrial Operations	Rehabilitation and Employment Services	Total Program Services	Management and Administration	Fundraising	Total Supporting Services	Total
Salaries:							
Program participants	\$ 19,749,973	\$ -	\$ 19,749,973	\$ -	\$ -	\$ -	\$ 19,749,973
Employees	13,416,854	14,390,317	27,807,171	5,221,067	328,582	5,549,649	33,356,820
Payroll taxes and benefits (Note 12)	2,489,951	4,675,580	7,165,531	1,000,673	48,103	1,048,776	8,214,307
Total salaries and related costs	35,656,778	19,065,897	54,722,675	6,221,740	376,685	6,598,425	61,321,100
Occupancy (Notes 2 and 9)	16,448,132	3,170,020	19,618,152	490,658	-	490,658	20,108,810
Purchased goods	16,972	-	16,972	84	-	84	17,056
Trucking services	2,263,515	-	2,263,515	15,245	-	15,245	2,278,760
Professional fees	1,731,279	1,404,359	3,135,638	4,706,364	121,096	4,827,460	7,963,098
Supplies	504,978	579,548	1,084,526	27,451	89	27,540	1,112,066
Communication	472,268	727,160	1,199,428	109,703	3,213	112,916	1,312,344
Postage and shipping	370,372	3,674	374,046	10,095	714	10,809	384,855
Insurance	1,033,971	178,364	1,212,335	92,279	-	92,279	1,304,614
Outside printing	9,206	1,237	10,443	4,700	1,906	6,606	17,049
Transportation	336,844	140,692	477,536	136,428	80	136,508	614,044
Equipment maintenance and rental	217,828	76,015	293,843	10,413	-	10,413	304,256
Membership dues/staff development	37,258	216,003	253,261	281,825	1,743	283,568	536,829
Client activities	-	1,391,467	1,391,467	-	-	-	1,391,467
Expensed equipment (Note 2)	29,519	519,102	548,621	55,694	1,799	57,493	606,114
Bad debt	-	29,693	29,693	321,831	-	321,831	351,524
Interest	-	-	-	205,844	-	205,844	205,844
Depreciation and amortization (Note 2)	1,037,691	215,110	1,252,801	738,920	300	739,220	1,992,021
Events	-	-	-	-	70,962	70,962	70,962
Miscellaneous	1,968,363	163,332	2,131,695	367,273	146,812	514,085	2,645,780
	62,134,974	27,881,673	90,016,647	13,796,547	725,399	14,521,946	104,538,593
Less cost of direct benefit to donors (Note 2)	-	-	-	-	70,962	70,962	70,962
Total expenses	62,134,974	27,881,673	90,016,647	13,796,547	654,437	14,450,984	104,467,631
Less occupancy expense above lease payments (Note 2)	293,739	53,961	347,700	24,411	-	24,411	372,111
Total operating expenses	<u>\$ 61,841,235</u>	<u>\$ 27,827,712</u>	<u>\$ 89,668,947</u>	<u>\$ 13,772,136</u>	<u>\$ 654,437</u>	<u>\$ 14,426,573</u>	<u>\$ 104,095,520</u>

See notes to financial statements

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Statement of Cash Flows

Year Ended June 30, 2023

Cash Flows From Operating Activities

Changes in net assets	\$ 2,003,346
Adjustments to reconcile changes in net assets to net cash flows from operating activities:	
Depreciation and amortization	1,992,021
Realized gains on investments	(3,147,585)
Unrealized losses on investments	638,135
Loss on disposal of property and equipment	19,408
Bad debt	351,524
Net accretion of operating leases	372,191
Changes in operating assets and liabilities:	
(Increase) decrease in assets:	
Accounts receivable	(1,148,368)
Contributions receivable	(209,999)
Prepaid expenses and other assets	1,191,742
Inventory	(36,373)
Security deposits	174,039
Increase (decrease) in liabilities:	
Accounts payable and accrued expenses	(3,076,468)
Accrued compensation	167,689
Deferred revenue/due to funding sources	(379,729)
Net cash flows from operating activities	<u>(1,088,427)</u>

Cash Flows From Investing Activities

Property and equipment acquisitions	(2,771,916)
Purchases of investments	(19,458,690)
Proceeds from sale of investments	<u>29,481,600</u>
Net cash flows from investing activities	<u>7,250,994</u>

Cash Flows From Financing Activities

Proceeds from line of credit	14,100,000
Repayments of line of credit	(14,300,000)
Proceeds from equipment loan payable	1,039,288
Repayments of equipment loan payable	<u>(933,866)</u>
Net cash flows from financing activities	<u>(94,578)</u>

Net increase in cash and cash equivalents 6,067,989

Cash and Cash Equivalents, Beginning 4,112,430

Cash and Cash Equivalents, Ending \$ 10,180,419

Supplementary Disclosure of Cash Flow Information

Cash paid during the year for interest \$ 205,844

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

1. Organization and Nature of Activities

Goodwill Industries of Greater New York and Northern New Jersey, Inc. (Goodwill) is organized under the Not-for-Profit Corporation Law of the State of New York. Goodwill has been granted exemption from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code. Goodwill provides comprehensive rehabilitation services to persons with emotional, developmental and/or physical disabilities and the economically disadvantaged. Goodwill receives its principal governmental support from federal, New York State and New York City sources. Goodwill also operates retail stores and donation centers throughout greater New York and northern New Jersey that generate funds used to support the services it provides.

2. Summary of Significant Accounting Policies

Basis of Presentation

Goodwill's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) using the accrual basis of accounting.

Net Assets

Goodwill maintains its net assets under the following classes:

Net Assets Without Donor Restrictions - Net assets represent resources that are not donor restricted, and are therefore, available for use in carrying out the operations of Goodwill.

Net Assets With Donor Restrictions - Net assets represent assets resulting from contributions and other inflows of assets whose use by Goodwill is restricted by donor-imposed stipulations. Net assets with donor restrictions also includes net assets subject to donor-imposed restrictions that stipulate resources be maintained in perpetuity (donor restricted endowment fund), but generally permit Goodwill to utilize earnings as specified by donors.

When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished, or restricted endowment earnings are appropriated), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions. Contributions received with donor-imposed restrictions that are met in the same reporting period are reported as support without donor restrictions and increase net assets without donor restrictions.

Cash and Cash Equivalents

Goodwill considers all highly liquid instruments with maturities of 90 days or less when originally acquired to be cash and cash equivalents. Tenant security deposits held are maintained in bank cash accounts and are not considered cash and cash equivalents for statement of cash flow purposes.

Investments

Investments are recorded at fair value.

Fair Value Measurements

Fair value measurements are based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy prioritizes observable and unobservable inputs used to measure fair value into three levels, as described in Note 5.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

Contributions Receivable

Contributions receivable that are expected to be collected within one year are recorded at net realizable value. Contributions receivable that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-adjusted discount rates applicable to the years in which the contributions are received. Amortization of the discounts is included in contributions revenue. Conditional contributions are not included as contribution revenue until the conditions are substantially met.

Allowance For Doubtful Accounts

Goodwill determines whether an allowance for doubtful accounts should be provided for accounts, contributions and note receivable. Such estimates are based on management's assessment of the aged basis of its receivables, current economic conditions, creditworthiness of tenants, government, customers, contributors and other sources and historical information.

Inventory and Contributed Nonfinancial Assets

For the year ended June 30, 2023, Goodwill received contributed merchandise (clothing, etc.) with a fair value estimated to be \$39,784,166. Goodwill reflects such contributed merchandise as contributed nonfinancial assets revenue in the accompanying financial statements. Goodwill reflects its industrial operations sales net of the aforementioned estimated amount of contributed goods. This merchandise requires program-related expenses/processes accomplished by people with disabilities and other disadvantaging conditions before it reaches its point of sale. The fair value of the contributed merchandise is estimated at the retail sales value in excess of the processing costs. The contributed merchandise inventory is estimated by utilizing inventory turnover rates. Inventory consisted of contributed merchandise of \$3,269,931 as of June 30, 2023.

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation or amortization. These amounts do not purport to represent replacement or realizable values. Goodwill capitalizes property and equipment with a cost of \$1,500 or more and a useful life of greater than two years. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the useful life of the asset or the remaining term of the lease. Certain purchases of equipment are expensed by Goodwill (rather than capitalized) because the cost of these items was reimbursed by governmental funding sources, where the contractual agreement specifies that title to these assets rests with the governmental funding source rather than Goodwill.

Contributions

Goodwill recognizes contributions when cash, securities or other assets, an unconditional promise to give; or a notification of a beneficial interest is received. Conditional promises to give are those with a measurable performance or other barrier and a right of a return/right of release, and are not recognized until the conditions on which they depend have been met.

Goodwill reports gifts of long-lived assets as net assets without donor restrictions, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as net assets with donor restrictions. Absent explicit donor stipulations about how long those long-lived assets must be maintained, Goodwill reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

Grants From Governmental Agencies

A significant portion of Goodwill's revenue is derived from cost-reimbursable federal, state and city grants, which are conditioned upon certain performance requirements and/or the occurrence of allowable qualifying expenses. Amounts received are recognized as revenue when Goodwill has incurred expenditures in compliance with specific grant provisions. Amounts received prior to incurring qualifying expenditures are reported as deferred revenue in the statement of financial position. These grants require Goodwill to provide certain services during specified grant periods. If such services are not provided during those periods, the governmental entities are not obligated to expend the funds allotted under the grants.

Revenue From Contracts With Customers**Fees From Governmental Agencies**

Goodwill receives revenue for services provided to approved clients from third-party reimbursement agencies. These revenues are based on predetermined rates based on cost reimbursement principles and are subject to audit and retroactive adjustment by the respective third-party fiscal intermediary. In the opinion of management, retroactive adjustments, if any, would not be material to the financial position or results of operations of Goodwill. Such revenues are recognized at the point in time services are rendered or, if related to housing, during the month when housing is provided at contractual rates or, in the case of third-party reimbursements, at the net realizable value. Payments are due upon receipt of related billing. Subsequent adjustments to transaction price are recorded as reductions in revenue in the period made.

Industrial Operations

Goodwill recognizes retail store sales revenue at the point in time when consideration is transferred between Goodwill and the customer. The retail store sales revenue included in industrial operations in the amount of \$7,565,300 for the year ended June 30, 2023 represents the gross retail store sales revenue minus the portion that is reported as contributed nonfinancial assets revenue. In addition, Goodwill derives revenue in the amount of \$23,110,543 for the year ended June 30, 2023 for the staffing of temporary workers under its GoodTemps program, where the transaction price is based on agreed upon rates with various employers. Revenue is recognized in the period that the labor is performed by the temporary workers. Lastly, Goodwill generates janitorial services related revenue of \$4,911,511 for the year ended June 30, 2023 at the point in time when services are performed.

Special Events Revenue

A portion of special events revenue represents a reciprocal transaction equal to the cost of direct benefits to donors with the remainder representing contributions. For example, meals and facilities rental are considered direct costs of special events. Special events revenue is recognized at the time the event takes place. For the year ended June 30, 2023, there was a direct benefit to donors in the amount of approximately \$71,000.

Lease Obligations and Right-of-Use Assets

Goodwill evaluates at contract inception whether a lease exists and recognizes a lease obligation and right-of-use asset for all leases with a term greater than 12 months. Leases are classified as either finance or operating. All lease liabilities are measured at the present value of the future lease payments using a discount rate. The future lease payments used to measure the lease liability include fixed payments, as well as the exercise price of any options to purchase the underlying asset that have been deemed reasonably certain of being exercised, if applicable. Future lease payments for optional renewal periods that are not reasonably certain of being exercised are excluded from the measurement of the lease liability. For all leases, the right-of-use asset is initially derived from the measurement of the lease liability and adjusted for certain items, such as initial direct costs and lease incentives received. right-of-use assets are subject to long-lived impairment testing.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

Operating lease expense is recognized on a straight-line basis over the lease term and is included within occupancy in the statement of functional expenses. For financing leases amortization expense is recorded for the right-of-use assets and interest expense is recorded for the lease liability. The lease term for operating and financing leases is determined based on the date Goodwill acquires control of the leased premises through the end of the lease term. As of June 30, 2023, there were no finance leases.

Functional Allocation of Expenses

The costs of providing the various program and supporting services have been summarized on a functional basis in the statements of activities and functional expenses. Accordingly, certain costs have been allocated among programs and supporting services benefited. The expenses that have been allocated include salaries and payroll taxes and benefits, which have been allocated based on estimates of time and effort. Occupancy, insurance, and depreciation and amortization expenses are allocated based on square footage estimates.

Measure of Operations

Goodwill's measure of operations includes all operating revenues and expenses that are an integral part of the programs and supporting activities and net assets released from donor restrictions to support operating expenditures. The measure of operations excludes investment returns, except as appropriated for operations, and occupancy expense above lease payments.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Adopted Accounting Pronouncement

Effective July 1, 2022, Goodwill adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)*, and all related amendments using the modified retrospective approach.

ASU No. 2016-02 requires lessees to recognize the assets and liabilities that arise from leases on the statement of financial position. At lease inception, leases are classified as either finance leases or operating leases with the associated right-of-use asset and lease liability measured at the net present value of future lease payments. Operating leases are expensed on a straight-line basis as lease expense over the noncancelable lease term. Expenses for finance leases are comprised of the amortization of the right-of-use asset and interest expense recognized based on the effective interest method. At the date of adoption, Goodwill recorded operating lease right-of-use assets and lease liabilities of \$63,247,927 and \$66,480,076, respectively.

The new standard provides for several optional practical expedients. Upon transition to Topic 842, Goodwill elected:

- The package of practical expedients permitted under the transition guidance which does not require Goodwill to reassess prior conclusions regarding whether contracts are or contain a lease, lease classification and initial direct lease costs.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

The new standard also provides for several accounting policy elections, as follows:

- Goodwill has elected the policy not to separate lease and nonlease components for all asset classes.
- When the rate implicit in the lease is not determinable, rather than using Goodwill's incremental borrowing rate, Goodwill elected to use a risk-free discount rate for the initial and subsequent measurement of lease liabilities for all asset classes.
- Goodwill elected not to apply the recognition requirements to all leases with an original term of 12 months or less, for which Goodwill is not likely to exercise a renewal option or purchase the asset at the end of the lease; rather, short-term leases will continue to be recorded on a straight-line basis over the lease term.

Additional required disclosures for Topic 842 are contained in Note 9.

Recent Accounting Pronouncement

In June 2016, the FASB issued ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments*. ASU No. 2016-13 requires financial assets measured at amortized cost to be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions and reasonable and supportable forecasts that affect the collectability of the reported amount. ASU No. 2016-13 is effective for annual periods beginning after December 15, 2022. Management is currently evaluating the impact of ASU No. 2016-13 on Goodwill's financial statements.

3. Liquidity and Availability of Resources to Meet General Expenditures

Goodwill regularly monitors liquidity required to meet its operating needs and other contractual commitments, while also striving to maximize the investment of its available funds. For purposes of analyzing resources available to meet general expenditures over a 12-month period, Goodwill considers all expenditures related to its ongoing programs and supporting services to be general expenditures.

Goodwill's investment funds consist of Board-designated net assets and donor-restricted endowment funds. The endowment is not available for general expenditures, although there is an annual appropriation from the endowment funds for operations, as more fully described in Note 11. Goodwill also has a line of credit of \$5,000,000 available, as more fully described in Note 7.

Financial assets available for general expenditures within one year of the statement of financial position date, without donor or other restrictions limiting their use, were as follows as of June 30, 2023:

Cash and cash equivalents	\$ 10,180,419
Accounts receivable	17,791,909
Contributions receivable	209,999
Note receivable	500,000
Investments	<u>27,121,490</u>
	55,803,817
Less donor-restricted net assets	(1,566,619)
Less Board-designated net assets	<u>(33,654,057)</u>
Financial assets available for general expenditures	<u>\$ 20,583,141</u>

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

4. Property and Equipment

Property and equipment consist of the following as of June 30, 2023:

	Estimated Useful Lives	
Equipment	3 - 10 years	\$ 28,029,902
Leasehold improvements	2 - 12 years	23,345,165
Transportation equipment	5 years	250,088
Construction-in-progress		<u>234,482</u>
Total cost		51,859,637
Less accumulated depreciation and amortization		<u>(43,484,947)</u>
Total		<u>\$ 8,374,690</u>

Depreciation and amortization expense for the year ended June 30, 2023 was approximately \$1,992,000. Goodwill is involved in a variety of construction projects as of June 30, 2023, whereby Goodwill will incur additional costs subsequent to June 30, 2023.

On November 2, 2020, Goodwill completed a sale of one of its building in Astoria, NY for a purchase price of \$14.4 million. As part of consideration for the sale, Goodwill received a \$500,000 note receivable on the date of sale. The note has a maturity date of February 28, 2024 and carries an interest rate of 0% unless payment is not made on the maturity date. If the payment is not made on the maturity date, then the entire principal amount will bear interest at an annual rate of 12%.

5. Investments

Investments consist of the following as of June 30, 2023:

Equity securities	\$ 18,418,356
Fixed income mutual funds	6,354,850
Limited partnerships	1,805,211
Real estate income trust	<u>543,073</u>
Total	<u>\$ 27,121,490</u>

Investments are subject to market volatility that could substantially change their carrying value in the near term.

Investment returns, net (including Board-designated endowment distribution of \$1,679,166) consists of the following for the year ended June 30:

Realized gains on investments	\$ 3,147,585
Unrealized losses on investments	(638,135)
Interest and dividend income	827,488
Less investment fees	<u>(98,369)</u>
Total	<u>\$ 3,238,569</u>

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

The fair value hierarchy defines three levels as follows:

Level 1 - Valuations based on quoted prices (unadjusted) in an active market that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2 - Valuations based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data.

Level 3 - Valuations based on unobservable inputs are used when little or no market data is available. The hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, Goodwill utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible in its assessment of fair value. Following is a description of the valuation methodologies used for assets measured at fair value.

Equity securities are valued at the closing price reported on the active market on which the individual securities are traded.

Fixed income mutual funds are valued at the closing price reported in the active market in which the fund is traded.

Investments in limited partnerships are valued using net asset value (NAV) as a practical expedient.

Investments in real estate income trust are valued using NAV as a practical expedient.

Financial assets carried at fair value as of June 30, 2023, are classified in the table as follows:

	<u>Level 1</u>	<u>Total</u>
Assets carried at fair value:		
Investments:		
Equity securities	\$ 18,418,356	\$ 18,418,356
Fixed income mutual funds	6,354,850	6,354,850
	<u>\$ 24,773,206</u>	<u>24,773,206</u>
Investments measured using net asset value as a practical expedient:		
Limited partnerships		1,805,211
Real estate income trust		543,073
		<u>2,348,284</u>
Total investments at fair value		<u>\$ 27,121,490</u>

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of June 30, 2023:

	<u>Fair Value as of June 30, 2023</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Limited partnerships	\$ 1,805,211	\$ -	Monthly	10 days
Real estate income trust	543,073	-	Monthly	1 day
Total	<u>\$ 2,348,284</u>	<u>\$ -</u>		

The investment objective of the limited partnerships is to seek capital appreciation by investing primarily in equity securities (and securities convertible into equity securities) issued by non-U.S. issuers. The investment objective of the real estate income trust is to generate income by investing in high-quality, stabilized income-generating real estate.

6. Deferred Revenue/Due to Funding Sources

Included in deferred revenue/due to funding sources as of June 30, 2023, was a Community Support Program (CSP) Medicaid liability due to the New York State Office of Mental Health (NYS OMH) amounting to approximately \$1,900,000.

The balance represents advances received from various funding sources under government grants for which Goodwill has not yet met the grant conditions or provided the services. In addition, it includes amounts due to government agencies for advances received during current and prior years. Such amounts will be recouped by the funding sources.

7. Line of Credit

Goodwill has a line of credit with a bank that has a maximum borrowing limit of \$5,000,000 and expires in April 2024. Effective April 25, 2022, interest charged by the bank is based on the Bloomberg Short-Term Bank Yield Index (BSBY) daily floating rate plus 0.7%. Effective April 26, 2023, interest charged by the bank is based on the BSBY daily floating rate plus 0.8%. The interest rate as of June 30, 2023 was 5.17%. As of June 30, 2023, Goodwill has outstanding borrowings of \$3,000,000. The line of credit is secured by Goodwill's investments. The interest expense for the line of credit for the year ended June 30, 2023 was approximately \$156,000.

8. Equipment Loan Payable

Goodwill obtained several loans secured by their equipment. The loans are payable in monthly installments through November 2028 and bear interest at approximately 4%.

Future minimum loan payments for each of the years subsequent to June 30, 2023 were as follows:

Years ending June 30:	
2024	\$ 783,574
2025	282,164
2026	170,479
2027	180,364
2028	186,422
Thereafter	<u>81,189</u>
Total	<u>\$ 1,684,192</u>

Interest expense for the year ended June 30, 2023 was approximately \$50,000.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

9. Right-of-Use Assets and Operating Lease Liabilities

Goodwill is obligated under the terms of several noncancelable operating leases for real and personal property.

Right-of-use assets represent Goodwill's right to use an underlying asset for the lease term, while lease liabilities represent Goodwill's obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the commencement date of a lease based on the net present value of lease payments over the lease term.

Certain of Goodwill's leases include options to renew or terminate the lease. The exercise of lease renewal or early termination options is at Goodwill's sole discretion. Goodwill regularly evaluates the renewal and early termination options and when they are reasonably certain of exercise, Goodwill includes such options in the lease term.

In determining the discount rate used to measure the right-of-use assets and lease liabilities, Goodwill uses the rate implicit in the lease, or if not readily available, Goodwill uses a risk-free rate based on U.S. Treasury notes or bond rates for a similar term.

Right-of-use assets are assessed for impairment in accordance with Goodwill's long-lived asset policy. Goodwill reassesses lease classification and remeasures right-of-use assets and lease liabilities when a lease is modified and that modification is not accounted for as a separate new lease or upon certain other events that require reassessment in accordance with Topic 842.

Goodwill made significant assumptions and judgments in applying the requirements of Topic 842. In particular, Goodwill:

- Evaluated whether a contract contains a lease, by considering factors such as whether Goodwill obtained substantially all rights to control an identifiable underlying asset and whether the lessor has substantive substitution rights.
- Determined whether contracts contain embedded leases.
- Evaluated leases with similar commencement dates, lengths of term, renewal options or other contract terms, which therefore meet the definition of a portfolio of leases, whether to apply the portfolio approach to such leases.
- Determined for leases that contain a residual value guarantee, whether a payment at the end of the lease term was probable and, accordingly, whether to consider the amount of a residual value guarantee in future lease payments.
- Allocated consideration in the contract between lease and nonlease components, as applicable.

Goodwill does not have any material leasing transactions with related parties.

The following table summarizes the operating lease right-of-use assets and operating lease liabilities as of June 30, 2023:

Operating lease right-of-use assets	<u>\$ 56,359,380</u>
Operating lease liabilities:	
Current	\$ 8,277,088
Long-term	<u>51,686,632</u>
Total operating lease liabilities	<u>\$ 59,963,720</u>

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

Below is a summary of expenses incurred pertaining to leases for the year ended June 30, 2023:

Operating lease expense	\$ 11,179,864
Short-term lease expense	680,551
Variable lease expense	50,885
Sublease income	<u>(136,282)</u>
Total lease expense	<u>\$ 11,775,018</u>

The right-of-use assets and operating lease liabilities were calculated using a weighted-average discount rate of 3.16%. As of June 30, 2023, the weighted-average remaining lease term was 10.68 years.

The table below summarizes Goodwill's scheduled future minimum lease payments for years ending after June 30, 2023:

Years ending June 30:	
2024	\$ 10,016,575
2025	7,545,899
2026	6,945,278
2027	6,270,375
2028	5,804,056
Thereafter	<u>35,248,277</u>
Total lease payments	71,830,460
Less present value discount	<u>(11,866,740)</u>
Total operating lease liabilities	59,963,720
Less current portion	<u>(8,277,088)</u>
Long-term operating lease liabilities	<u>\$ 51,686,632</u>

The following table includes supplemental cash flow and noncash information related to the leases for the year ended June 30, 2023:

Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	\$ 11,088,366
Operating lease right-of-use assets obtained in exchange for lease liabilities	2,654,914

10. Net Assets With Donor Restrictions

Net assets with donor restrictions consisted of the following as of June 30, 2023:

Program services	\$ 351,459
Bridge to technology	5,112
Pharmacy technology	179,288
Unappropriated endowment earnings	140,882
Donor-restricted endowment corpus	<u>889,878</u>
Total	<u>\$ 1,566,619</u>

For the year ended June 30, 2023, \$293,145 of net assets with donor restrictions were released and transferred to the net assets without donor restrictions category by incurring costs which satisfied the restricted purposes.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

11. Endowment Net Assets

Endowment net assets consist of donor-restricted and Board-designated endowment funds. As required by U.S. GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. See Note 2 for details on how Goodwill maintains its net assets.

New York State adopted as law the New York Prudent Management of Institutional Funds Act (NYPMIFA) on September 17, 2010. NYPMIFA creates a rebuttable presumption of imprudence if an organization appropriates more than 7% of a donor-restricted permanent endowment fund's fair value (averaged over a period of not less than the preceding five years) in any year. Any unappropriated earnings are reflected as net assets with donor restrictions until appropriated.

Goodwill's Board of Directors has interpreted NYPMIFA as allowing Goodwill to appropriate for expenditure or accumulate so much of an endowment fund as Goodwill determines is prudent for the uses, benefits, purposes and duration for which the endowment fund is established, subject to the intent of the donor as expressed in the gift instrument.

Goodwill has adopted investment and spending policies that attempt to achieve growth of both principal value and income over time sufficient to preserve or increase the spending power of the assets of endowed funds and to provide a predictable stream of funding for programs supported by its endowment and other Board-designated commitments reflected in the annual operating budget. The spending policy adopted by the Board of Directors sets forth a quarterly withdrawal rate of 5% on the average quarterly closing fair value of the previous 20 quarters.

The policy for valuing Goodwill's investments is disclosed in Note 2. In accordance with U.S. GAAP, organizations are required to disclose any deterioration of the fair value of assets associated with donor-restricted endowment funds that fall below the level the donor requires the organization to retain in perpetuity. Goodwill has not incurred such deficiencies in its endowment funds as of June 30, 2023.

Changes in endowment net assets for the year ended June 30, 2023, are as follows:

	Board- Designated	Restricted Endowment Earnings	Endowment Corpus	Total
Investment activity:				
Interest and dividends	\$ 805,770	\$ 21,718	\$ -	\$ 827,488
Realized gains	3,064,973	82,612	-	3,147,585
Unrealized losses	(621,386)	(16,749)	-	(638,135)
Investment fees	(95,787)	(2,582)	-	(98,369)
	<u>3,153,570</u>	<u>84,999</u>	<u>-</u>	<u>3,238,569</u>
Endowment distribution	<u>(1,679,166)</u>	<u>-</u>	<u>-</u>	<u>(1,679,166)</u>
Change in endowment net assets	1,474,404	84,999	-	1,559,403
Endowment net assets, beginning	<u>32,179,653</u>	<u>55,883</u>	<u>889,878</u>	<u>33,125,414</u>
Endowment net assets, ending	<u>\$ 33,654,057</u>	<u>\$ 140,882</u>	<u>\$ 889,878</u>	<u>\$ 34,684,817</u>

Endowment net assets of \$34,684,817 as of June 30, 2023 are included in investments and cash and cash equivalents in the accompanying statement of financial position.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

12. Pension Plans

Goodwill has two pension plans covering all qualifying employees. The first plan is a qualified defined contribution pension plan covering all eligible employees. The second plan is a 403(b) Plan that provides for employee and employer matching contributions covering all eligible employees. Employer contributions amounted to approximately \$832,000 for the year ended June 30, 2023.

13. Commitments and Contingencies**Contingencies**

Pursuant to Goodwill's contractual relationships with certain governmental funding sources, outside governmental agencies have the right to examine the books and records of Goodwill involving transactions relating to these contracts. The accompanying financial statements make no provision for possible disallowances or payback other than discussed in Note 6. In addition, certain agreements provide that some property and equipment, or portions thereof, either owned by or on loan to Goodwill must be utilized by Goodwill to continue owning and/or using these assets.

Litigation

Goodwill is a defendant with respect to various claims involving accidents and other issues arising in the normal conduct of its business. Management and legal counsels believe the ultimate resolution of these claims will not have a material impact on the financial position and changes in net assets of Goodwill.

Uncertain Tax Positions

Goodwill believes it has no uncertain tax positions as of June 30, 2023, in accordance with Accounting Standards Codification (ASC) Topic 740, *Income Taxes*, which provides standards for establishing and classifying any tax provisions for uncertain tax positions.

14. Concentrations of Credit Risk

Financial instruments which potentially subject Goodwill to concentration of credit risk consist primarily of cash and cash equivalents, investments and accounts receivable. At various times, Goodwill has cash deposits at financial institutions which exceed the Federal Deposit Insurance Corporation insurance limits. These financial institutions have strong credit ratings and management believes that credit risk related to these accounts is minimal. Investments are subject to credit risk (i.e. risk investments may be less than AAA rating), interest rate risk (i.e. risk that investments' interest rates are unfavorable to in comparison to market interest rates) and concentration of credit risk (i.e. risk that portfolio of investments may not be diversified due to a limited number of investments). Accounts receivable are predominantly from federal, state and city governmental agencies.

15. Restructuring Costs

During the years ended June 30, 2022 and 2021, Goodwill approved a plan to restructure certain components of its operations, which included consolidating program sites, closing some locations and ending some programs.

Accrued restructuring costs, consist of net lease obligations related to two locations, of approximately \$4,673,000 as of June 30, 2023 are included in accounts payable and accrued expenses on the accompanying statement of financial position. Due to uncertainties in the settlement process, however it is at least reasonably possible that management's estimates may change in the near term.

Goodwill Industries of Greater New York and Northern New Jersey, Inc.

Notes to Financial Statements

June 30, 2023

16. Contributed Nonfinancial Assets

Contributed nonfinancial assets consisted of the following for the year ended June 30, 2023:

Nonfinancial Asset	Amount	Usage in Programs/ Activities	Donor Restrictions	Fair Value Techniques
Donated goods	\$ 39,784,166	Industrial operations	No associated donor restriction	Based on actual retail sales values in excess of the processing costs.

17. Subsequent Events

Management has evaluated events subsequent to the date of the statement of financial position through December 1, 2023, the date the financial statements were available to be issued.

Effective October 25, 2023, the maximum borrowing limit of line of credit increased to \$7,000,000.

**GOODWILL INDUSTRIES
OF GREATER NEW YORK AND NORTHERN NEW JERSEY, INC.**

AFFIDAVIT

The undersigned, the President & CEO of Goodwill Industries of Greater New York and Northern New Jersey, Inc. ("Goodwill"), makes the following statement under oath:

1. Goodwill is a New York not-for-profit corporation. Goodwill Industries of Greater New York, Inc. was formed on March 23, 1962, pursuant to the filing by the New York Department of State of the Certificate of Consolidation of Goodwill Industries of Brooklyn and Long Island, Inc., a New York not-for-profit corporation formed on February 6, 1920, and Goodwill Industries of New York, Inc., a New York not-for-profit corporation formed on September 18, 1941. Effective as of July 1, 1999, Goodwill Industries of Greater New York, Inc. merged with Goodwill Industries of New Jersey, Inc.; the Certificate of Merger was filed by the New York Department of State on June 29, 1999.

2. Goodwill is a human services organization with a long history, whose core charitable purposes are "the alleviation of human suffering and distress, the betterment and improvement of mankind, [and] the establishment of a center or centers for social service." *Certificate of Incorporation of Goodwill Sheltered Workshops, Inc. (1941)*. Goodwill's primary charitable purpose, and the central focus of its current charitable programming, is to empower individuals with disabilities and other barriers to employment gain independence through the power of work.

3. Goodwill is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is a public charity.

4. Goodwill is up to date in its registration and annual financial filings with the Charities Bureau.

5. Goodwill and International Center for the Disabled, d/b/a Institute for Career Development (the "Corporation"), entered into a Grant and Transfer Agreement, dated December 11, 2024 (the "Agreement"). Under the Agreement, in addition to a cash grant and various tangible and intangible property, the Corporation has agreed to transfer, and Goodwill has agreed to accept the following restricted funds:

- a) An Endowment Fund for general operating expenses (the "General Endowment Fund"), in the approximate amount of \$490,000;
- b) The Founder's Day Memorial Fund, an endowment fund to be used for staff and client celebration, in the approximate amount of \$294,000; and

- c) Two non-endowment funds, the Indigent Care Fund, in the approximate amount of \$1,076,000, and the Client Activities Fund, in the approximate amount of \$539,000, in each case subject to their respective restrictions.

Goodwill is fully aware of the purposes and restrictions associated with each of the restricted funds, and Goodwill has committed to use these funds for the purposes for which the funds were given, to hold these three funds in accordance with each fund's respective restrictions, and to manage each in accordance with the New York Prudent Management of Institutional Funds Act.

6. The Corporation has also agreed to transfer, and Goodwill has agreed to accept, the David L. Mitchell Fund for Workforce Development. Goodwill will use this fund to support Goodwill's workforce development programs.

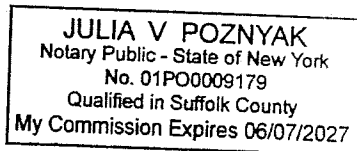
7. If the Attorney General approves the Corporation's request for relief under Section 555(d) of the Not-for-Profit Corporation Law and partially releases the restrictions on the John Jay and Eliza Jay Watson Memorial Fund and the R. Caldwell Endowment Fund, the Corporation will transfer, and Goodwill has agreed to accept, these two funds to be combined with and held in the General Endowment Fund.

The undersigned affirms that the foregoing statements are complete and accurate to the best of the undersigned's knowledge and belief.


Name: Katy Gaul-Stigge
Title: President & CEO

Sworn to before me this 15 day
of January, 2025.


Notary Public



**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for LIMB KIND FOUNDATION, INC., File Number 250121000418 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on January 21, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State





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
<https://dos.ny.gov>

CERTIFICATE OF CHANGE OF

LIMB KIND FOUNDATION, INC.

(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is:
 LIMB KIND FOUNDATION, INC.

If the name of the corporation has been changed, the name under which it was formed is:
 OUT ON A LIMB FOUNDATION, INC.

SECOND: The certificate of incorporation was filed by the Department of State on:
 02/02/2018

THIRD: The change(s) effected hereby are: *(Check appropriate statement(s))*

- ☐ The county location, within this state, in which the office of the corporation is located, is changed to: _____
- ☒ 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 by personal delivery is changed to read in its entirety as follows:
 105-40 ROCKAWAY BLVD., OZONE PARK, NY 11417
- ☐ The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is: _____
- ☐ The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is changed to read as follows: _____
- ☐ The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is deleted. _____

☐ The corporation hereby designates

its registered agent upon whom process against the corporation may be served.
The street address of the registered agent is:

☐ The corporation hereby changes the designation of its registered agent to:

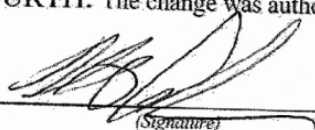
The street address of the registered agent is:

☐ The corporation hereby changes the address of its registered agent to:

☐ The corporation hereby revokes the designation of its registered agent.

FOURTH: The change was authorized by the board of directors.

X


(Signature)

Robert Schulman

(Name of Signer)

Executive Officer

(Title of Signer)

CERTIFICATE OF CHANGE
OF

LIMB KIND FOUNDATION, INC.

(Insert Name of Domestic Corporation)

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

Filer's Name: Robert Schulman

Address: 105-40 Rockaway Blvd.

City, State and Zip Code: Ozone Park, NY 11417

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 <https://dos.ny.gov/>.
2. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
2. The Department of State recommends that all documents be prepared under the guidance of an attorney.
3. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

NOBEL ACCOUNTING GROUP INC.
3250 Westchester Avenue-Suite 209
Bronx, NY 10461
Phone: (347) 997-0631
Fax: (888) 909-0106
adrian@nobelacctg.com

April 29, 2024

Limb Kind Foundation
2948 Trinity Street
Oceanside, NY 11572

Dear Sir,

Enclosed please find two copies of the 2022 Form 990 for Limb Kind Foundation. I have prepared the return based on the information you provided. Please review and then file one copy with the agency listed below and retain the second copy for Limb Kind Foundation's records. An officer or fiduciary must sign and date the filing copy before mailing.

There are no taxes or fees due with the return.

If you have any questions about the return(s) or about Limb Kind Foundation's tax situation during the year, please do not hesitate to call me at (347) 997-0631. I appreciate this opportunity to serve you.

Sincerely,

Adrian N Ollivierre EA
NOBEL ACCOUNTING GROUP INC.

Privacy Notice

As a tax practitioner, I receive and collect nonpublic personal information from various forms and statements that you provide. I do not disclose such information unless you instruct me to do so. I maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

**Federal
Tax Return**

Limb Kind Foundation

2022

**NOBEL ACCOUNTING GROUP INC.
3250 Westchester Avenue-Suite 209
Bronx, NY 10461
Phone: (347) 997-0631
Fax: (888) 909-0106
adrian@nobelacctg.com**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

2022

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2022 calendar year, or tax year beginning , and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Limb Kind Foundation		D Employer identification number
	Doing business as		82-3745633
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite		E Telephone number
	2948 Trinity Street		(516) 359-2091
	City or town State ZIP code		G Gross receipts \$ 678,306
	Oceanside NY 11572		
F Name and address of principal officer: Robert Schulman 105-40 Rockaway Blvd, Ozone Park, NY 11417			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number
J Website: www.limbkind.org			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 2018 M State of legal domicile: NY

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: Improving the lives of children with limb loss, both domestic and international, by strengthening the amputee community and providing pediatric prosthetic care to all		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	3
	5	Total number of individuals employed in calendar year 2022 (Part V, line 2a)	5	4
	6	Total number of volunteers (estimate if necessary)	6	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	7b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	33,367	167,858
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	68,296	495,728
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	99,810	-56,526
			201,473	607,060
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	19,800
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	68,109	326,427
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25)	0	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	125,663	243,902
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	193,772	590,129
	19	Revenue less expenses. Subtract line 18 from line 12	7,701	16,931
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	0	42,236
	22	Net assets or fund balances. Subtract line 21 from line 20	0	1,822
			0	40,414

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer Robert Schulman		Date President	
	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Adrian N Ollivierre EA	Adrian N Ollivierre EA	4/29/2024	P00361994
	Firm's name	NOBEL ACCOUNTING GROUP INC.	Firm's EIN	47-2206557
	Firm's address	3250 Westchester Avenue-Suite 209, Bronx, NY 10461	Phone no.	(347) 997-0631

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Part III**Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III. ☐

- 1** Briefly describe the organization's mission:
Improving the lives of children with limb loss, both domestic and international, by
strengthening the amputee community and providing pediatric prosthetic care to all
-
- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.
- 4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 578,225 including grants of \$) (Revenue \$ 17,012)
Show Your Shine

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 578,225

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? See instructions	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? If "Yes," complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? If "Yes," complete Schedule D, Part V	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	X
b Did the organization report an amount for investments—other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I. See instructions	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V. ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable.		
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable.		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	4
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O.</i>	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O.</i>	14b	
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15	X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X
17	Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? If "Yes," complete Form 6069.	17	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI. ☐

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.	1a	3
b	Enter the number of voting members included on line 1a, above, who are independent.	1b	3
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O.	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13.	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done.	12c	
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official.	15a	X
b	Other officers or key employees of the organization.	15b	X
	If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed NY

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☐ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records
Robert Schulman (347) 644-5121
105-40 Rockaway Blvd, Ozone Park, NY 11417

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII. ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Tony Iovino Director	0.00 0.00	X								
(2) Keith Loop President	5.00 5.00			X						
(3) Anthonicar Exavier Secretary	4.00 4.00			X						
(4) Jimmy Vignola Treasurer	5.00 5.00			X						
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Subtotal								0	0	0
c Total from continuation sheets to Part VII, Section A								0	0	0
d Total (add lines 1b and 1c)								0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 0

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual.</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual.</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person.</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
		0
		0
		0
		0
		0

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII. ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	17,244				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	150,614				
	g	Noncash contributions included in lines 1a-1f	1g	\$ 0				
	h	Total. Add lines 1a-1f		167,858				
	Program Service Revenue			Business Code				
2a		Medical Equipment&Supplies Manufacturing	339110	495,728				
b				0				
c				0				
d				0				
e				0				
f		All other program service revenue		0				
g	Total. Add lines 2a-2f		495,728					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		0				
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a	Gross rents	(i) Real	(ii) Personal				
	6b	Less: rental expenses						
	6c	Rental income or (loss)	0	0				
	d	Net rental income or (loss)		0				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
					0	0		
	7b	Less: cost or other basis and sales expenses	0	0				
	7c	Gain or (loss)	0	0				
	d	Net gain or (loss)		0				
	8a	Gross income from fundraising events (not including \$ 17,244 of contributions reported on line 1c). See Part IV, line 18						
	8b	Less: direct expenses		14,720	71,246			
	c	Net income or (loss) from fundraising events		-56,526				
9a	Gross income from gaming activities. See Part IV, line 19.							
9b	Less: direct expenses		0	0				
c	Net income or (loss) from gaming activities		0					
10a	Gross sales of inventory, less returns and allowances							
10b	Less: cost of goods sold		0	0				
c	Net income or (loss) from sales of inventory		0					
Miscellaneous Revenue			Business Code					
	11a			0				
	b			0				
	c			0				
	d	All other revenue		0				
	e	Total. Add lines 11a-11d		0				
12	Total revenue. See instructions.		607,060	0	0	0		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX. ☒ X

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	0			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	100	100		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	19,700	19,700		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	277,379	277,379	0	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	25,922	25,922		
10 Payroll taxes	23,126	23,126		
11 Fees for services (nonemployees):				
a Management	0			
b Legal	0			
c Accounting	7,170		7,170	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Schedule O.)	0		0	
12 Advertising and promotion	3,934		3,934	
13 Office expenses	5,233	5,233		
14 Information technology	3,940	3,940		
15 Royalties	0			
16 Occupancy	59,452	59,452		
17 Travel	540	540		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0	0	0	0
23 Insurance	12,104	12,104		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a Auto	137	137		
b Bank Charges	38	38		
c Computer & Internet Expense	1,410	1,410		
d Equipment Tools	340	340		
e All other expenses Other Expenses	149,604	148,804	800	
25 Total functional expenses. Add lines 1 through 24e	590,129	578,225	11,904	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

☒

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	0	1	33,296
	2 Savings and temporary cash investments	0	2	
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)	0	6	
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	
	9 Prepaid expenses and deferred charges	0	9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	0		
	b Less: accumulated depreciation	0	10c	0
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	8,940
16 Total assets. Add lines 1 through 15 (must equal line 33)	0	16	42,236	
Liabilities	17 Accounts payable and accrued expenses	0	17	
	18 Grants payable	0	18	
	19 Deferred revenue	0	19	
	20 Tax-exempt bond liabilities	0	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0	22	
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24). Complete Part X of Schedule D	0	25	1,822
	26 Total liabilities. Add lines 17 through 25	0	26	1,822
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	0	27	
	28 Net assets with donor restrictions	0	28	
	Organizations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds	0	29	16,931
	30 Paid-in or capital surplus, or land, building, or equipment fund	0	30	
	31 Retained earnings, endowment, accumulated income, or other funds	0	31	
	32 Total net assets or fund balances	0	32	16,931
33 Total liabilities and net assets/fund balances	0	33	18,753	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	607,060
2	Total expenses (must equal Part IX, column (A), line 25)	2	590,129
3	Revenue less expenses. Subtract line 2 from line 1	3	16,931
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	0
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	16,931

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	2c	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990)

Public Charity Status and Public Support

OMB No. 1545-0047

2022

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization

Limb Kind Foundation

Employer identification number

82-3745633

Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations 0
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total					0	0

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	68,849	65,633	71,639	201,473	663,586	1,071,180
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	68,849	65,633	71,639	201,473	663,586	1,071,180
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						1,071,180

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4	68,849	65,633	71,639	201,473	663,586	1,071,180
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0
11 Total support. Add lines 7 through 10						1,071,180
12 Gross receipts from related activities, etc. (see instructions)					12	663,586
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f))	14	0.00%
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	0.00%
16a 33 1/3% support test—2022. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test—2021. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2022. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2021. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						0

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0
14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2022 (line 8, column (f), divided by line 13, column (f))	15	0.00%
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	0.00%
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	0.00%

- 19a 33 1/3% support tests—2022.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐
- b 33 1/3% support tests—2021.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
b A family member of a person described on line 11a above?		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11a		
11b		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
1		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 Parent of Supported Organizations. Answer lines 3a and 3b below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No," provide details in Part VI .			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			
2a			
2b			
3a			
3b			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in **Part VI**). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4	0	0
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	0	0
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d	0	0
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3	0	0
4 Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	0	0
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5	0	0
6 Multiply line 5 by 0.035.	6	0	0
7 Recoveries of prior-year distributions	7	0	0
8 Minimum Asset Amount (add line 7 to line 6)	8	0	0
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, column A)	1		0
2 Enter 0.85 of line 1.	2		0
3 Minimum asset amount for prior year (from Section B, line 8, column A)	3		0
4 Enter greater of line 2 or line 3.	4		0
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		0
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required—provide details in Part VI)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7 0
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2022 from Section C, line 6	9 0
10	Line 8 amount divided by line 9 amount	10 0.000

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1	Distributable amount for 2022 from Section C, line 6			0
2	Underdistributions, if any, for years prior to 2022 (reasonable cause required—explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2022			
a	From 2017	0		
b	From 2018	0		
c	From 2019	0		
d	From 2020	0		
e	From 2021	0		
f	Total of lines 3a through 3e	0		
g	Applied to underdistributions of prior years		0	
h	Applied to 2022 distributable amount			0
i	Carryover from 2017 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.	0		
4	Distributions for 2022 from Section D, line 7: \$ 0			
a	Applied to underdistributions of prior years		0	
b	Applied to 2022 distributable amount			0
c	Remainder. Subtract lines 4a and 4b from line 4.	0		
5	Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.		0	
6	Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			0
7	Excess distributions carryover to 2023. Add lines 3j and 4c.	0		
8	Breakdown of line 7:			
a	Excess from 2018	0		
b	Excess from 2019	0		
c	Excess from 2020	0		
d	Excess from 2021	0		
e	Excess from 2022	0		

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Electronic Filing Only

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization

Limb Kind Foundation

Employer identification number

82-3745633

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply). <input type="checkbox"/> Preservation of land for public use (for example, recreation or education) <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of open space <input type="checkbox"/> Preservation of a historically important land area <input type="checkbox"/> Preservation of a certified historic structure	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year	
4 Number of states where property subject to conservation easement is located	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenue included on Form 990, Part VIII, line 1	\$
(ii) Assets included in Form 990, Part X	\$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:	
a Revenue included on Form 990, Part VIII, line 1	\$
b Assets included in Form 990, Part X	\$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	0

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☒ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	0	0	0	0	0

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment _____ %

b Permanent endowment _____ %

c Term endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) Unrelated organizations

(ii) Related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment	0	0	0	0
e Other	0	0	0	0

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 0

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives	0	
(2) Closely held equity interests	0	
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	0	

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)	0	

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Security Deposit	8,940
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	8,940

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) Payroll liabilities	1,822
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,822

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII. ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	0
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	0

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	0
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	0

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIII Supplemental Information *(continued)*

Electronic Filing Only

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization

Limb Kind Foundation

Employer identification number

82-3745633

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No**

- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
Middle East and North (1) Africa	1		Fundraising	Prosthetics	90,697
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Subtotal	1	0			90,697
b Total from continuation sheets to Part I . . .	0	0			0
c Totals (add lines 3a and 3b)	1	0			90,697

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2022

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as a tax exempt 501(c)(3) organization by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

0

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* ☐ Yes ☐ No
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990).* ☐ Yes ☐ No
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations. (see Instructions for Form 5471).* ☐ Yes ☐ No
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* ☐ Yes ☐ No
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships. (see Instructions for Form 8865).* ☐ Yes ☐ No
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990).* ☐ Yes ☐ No

Part V**Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

Electronic Filing Only

**SCHEDULE G
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Limb Kind Foundation

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Employer identification number

82-3745633

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1				0	0	0
2				0	0	0
3				0	0	0
4				0	0	0
5				0	0	0
6				0	0	0
7				0	0	0
8				0	0	0
9				0	0	0
10				0	0	0
Total				0	0	0

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		Show Your Shine (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	14,720		0	14,720
	2 Less: Contributions			0	0
	3 Gross income (line 1 minus line 2)	14,720		0	14,720
Direct Expenses	4 Cash prizes			0	0
	5 Noncash prizes			0	0
	6 Rent/facility costs	1,000		0	1,000
	7 Food and beverages	1,679		0	1,679
	8 Entertainment			0	0
	9 Other direct expenses	68,567		0	68,567
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(71,246)
	11 Net income summary. Subtract line 10 from line 3, column (d)				-56,526

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				0
Direct Expenses	2 Cash prizes				0
	3 Noncash prizes				0
	4 Rent/facility costs				0
	5 Other direct expenses				0
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				(0)
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				0

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? . . . ☐ Yes ☐ No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name

Address

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b If "Yes," enter the amount of gaming revenue received by the organization \$ 0 and the amount of gaming revenue retained by the third party \$ 0
- c If "Yes," enter name and address of the third party:

Name

Address

16 Gaming manager information:

Name

Gaming manager compensation \$ 0

Description of services provided

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ 0

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022**Open to Public
Inspection**

Name of the organization

Limb Kind Foundation

Employer identification number

82-3745633

Form 990, Part IX, Line 24e: Employee Health Insurance \$5,407

Form 990, Part IX, Line 24e: Entertainment \$1,500

Form 990, Part IX, Line 24e: Equipment Tools \$2,343

Form 990, Part IX, Line 24e: Event Meals \$284

Form 990, Part IX, Line 24e: Event Supplies \$14,816

Form 990, Part IX, Line 24e: Event Tickets Refund \$630

Form 990, Part IX, Line 24e: Event Tickets \$2,035

Form 990, Part IX, Section Fundraising, Line 24e: Event Venue \$12,928

Form 990, Part IX, Line 24e: License and Permits \$25

Form 990, Part IX, Line 24e: Gifts \$2,700

Form 990, Part IX, Line 24e: Hair & Makeup \$675

Form 990, Part IX, Line 24e: Local Transportation \$18

Form 990, Part IX, Line 24e: Meals & Entertainment \$848

Form 990, Part IX, Section Fundraising, Line 24e: Medical Supplies \$1,199

Form 990, Part IX, Line 24e: Medicare & Medicaid Insurance \$599

Form 990, Part IX, Line 24e: Merchant Fees \$515

Form 990, Part IX, Line 24e: Office Expense \$726

Form 990, Part IX, Line 24e: Office Supplies & Software \$8241

Form 990, Part IX, Line 24e: Payroll Processing \$82

Form 990, Part IX, Line 24e: Postage & Shipping \$281

Form 990, Part IX, Line 24e: Prosthetic Supplies \$3,017

Form 990, Part IX, Line 24e: Prosthetics Distributor \$17,239

Form 990, Part IX, Line 24e: Rent & Lease \$13,974

Form 990, Part IX, Line 24e: Repairs & Maintenance \$5,335

Form 990, Part IX, Line 24e: Scholarships \$1,200

Form 990, Part X, Line 24e: Taxes & Licenses \$480

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

HTA

Schedule O (Form 990) 2022

Name of the organization

Employer identification number

Limb Kind Foundation

82-3745633

Form 990, Part IX, Line 24e: Telephone \$243

Form 990, Part IX, Line 24e: Transportation Logistics Services \$1,439

Form 990, Part IX, Line 24e: Utilities \$1,633

Form 990, Part IX, Line 24e: Web Hosting Fees \$519

Form 990, Part IX, Line 24e: Website \$1,690

Form 990, Part IX,

Electronic Filing Only

Form **8879-TE****IRS e-file Signature Authorization
for a Tax Exempt Entity**

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

For calendar year 2022, or fiscal year beginning _____, 2022, and ending _____, 20 _____

Do not send to the IRS. Keep for your records.**Go to www.irs.gov/Form8879TE for the latest information.****2022**

Name of filer

Limb Kind Foundation

EIN or SSN

82-3745633

Name and title of officer or person subject to tax

Robert Schulman

President

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a Form 990 check here	<input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	607,060
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22).	3b	
4a Form 990-PF check here	<input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b	
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b	
6a Form 990-T check here	<input type="checkbox"/>	b Total tax (Form 990-T, Part III, line 4)	6b	
7a Form 4720 check here	<input type="checkbox"/>	b Total tax (Form 4720, Part III, line 1)	7b	
8a Form 5227 check here	<input type="checkbox"/>	b FMV of assets at end of tax year (Form 5227, Item D)	8b	
9a Form 5330 check here	<input type="checkbox"/>	b Tax due (Form 5330, Part II, line 19)	9b	
10a Form 8038-CP check here	<input type="checkbox"/>	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b	

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) Limb Kind Foundation, (EIN) 82-3745633 and that I have examined a copy of the 2022 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize NOBEL ACCOUNTING GROUP INC. to enter my PIN 45633 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the tax year 2022 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2022 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

Date

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

13058291982

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2022 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature Adrian N Ollivierre EA

Date

4/29/2024

ERO Must Retain This Form—See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

Form **8879-TE** (2022)

HTA

The following questions should be answered in the context of the **FEDERAL** return being electronically filed.

Responses for state efiles are below.

Check ("x") this column to see more information, when available.

☐ Name of signing officer or fiduciary . . . Robert Schulman

☐ Check ("X") if foreign officer and does not have a SSN/TIN

OR

☐ Check ("X") if officer opts not to provide SSN/ITIN

OR

Enter SSN/EIN of signing officer or fiduciary . . . 117-70-2692

Form family applicability

1065	1120/F	1120S	990	1041
Y	Y	Y	Y	Y

☐ Total Income from Prior Year return . . .

☐ If claiming deduction for Salary & Wages on current year return, mark this box ☐
and enter the **COUNT** of original W2's reported to SSA for this tax year . . .

☐ If claiming Compensation of Officers on current year return, mark this box ☐
and enter the number of officers . . .

☐ Parent Company Name . . .
Parent Company EIN . . .

☐ Business's Primary Physical Address:
Street _____
Line 2 _____
City _____ St _____ Zip _____
Country _____ Province _____ Postal Code _____

☐ Grantor Name . . .
Grantor SSN . . .

☐ Indicate which, if any, of the following forms this entity is required to file.

☐ 720 ☐ 990 ☐ 1042

☐ 940 ☐ 941 ☐ 943 ☐ 944 ☐ 945

☐ Were estimated tax payments made for this entity towards the current tax year's liability?

☐ Yes ☐ No

Note: For EFTPS Confirmation Number, if more than 15 digits, enter the first 15 digits.

First Payment, regardless of quarter or date paid.

Method Direct Debit/ACH Cash Check EFTPS
☐ ☐ ☐ ☐ ☐

Amount paid with first quarter . . .

Date payment was requested to be debited . . .

For Cash payments, date cash was deposited. For Check payments, date on check.

Last 4 digits of account number for Direct Debit/ACH or EFTPS payment . . .

EFTPS Confirmation Number . . .

Note: For EFTPS Confirmation Number, if more than 15 digits, enter the first 15 digits.

Last Payment, regardless of quarter or date paid.

Do NOT use if only one estimated payment was made.

Method Direct Debit/ACH Cash Check EFTPS
☐ ☐ ☐ ☐ ☐

Amount of last payment . . .

Date payment was requested to be debited . . .

For Cash payments, date cash was deposited. For Check payments, date on check.

Last 4 digits of account number for Direct Debit/ACH or EFTPS payment . . .

EFTPS Confirmation Number . . .

Y	Y	Y		Y
Y	Y	Y		
	Y	Y		
Y	Y	Y		
Y	Y	Y		
				Y
Y	Y	Y		Y
	Y	Y		Y

Part VIII, Lines 1a-h (990) - Contributions, Gifts, Grants, and Other Amounts

		Cash	Noncash
1	Federated Campaigns		
2	Membership dues		
3	Fundraising events	17,244	
4	Related organizations		
5	Government grants (contributions)		
6	All other contributions, gifts, grants, and similar amounts not included above:		
	Charitable contributions	150,614	
	Other contributions total	150,614	0
7	Total	167,858	0

Part X, Line 15 (990) - Other Assets

		Total:	0	8,940
			Beginning	End
1	Security Deposit			8,940

Part X, Line 25 (990) - Other Liabilities

		Total:	0	1,822
			Beginning	End
1	Federal income taxes		0	0
2	Payroll liabilities			1,822

Grants and other assistance made to foreign organizations

Description	Total
1 Donation-Ethiopia	19,000
2 Donation-Kenya	700
Total	19,700

Other Employee Benefits

Description	Total
1 Employee Health Insurance	25,922
Total	25,922

All Other Expenses-Program Service

Description	Total
1 Equipment Tools	340
2 Filing Fee	1,273
3 Insurance Payment Service	4,890
4 Legal & Professional Services	480
5 Local Transportation	13
6 Meals	400
7 Office Liability & Surety Bond Insurance	292
8 Payroll Processing	1,135
9 Postage & Shipping	479
10 Prosthetics Distributor	127,240
11 Repairs & Maintenance	1,748
12 Taxes & Licenses	6,605
13 Telephone	572
14 Utilities	3,337
15	
16	
Total	148,804

All Other Expenses-Mgmt and General

Description	Total
1 Merchant Fees	482
2 Web Hosting Fees	318
Total	800

Fundraising Events

Description	Total
1 Show your Shine Fundraising	17,012
2 Youth Group Fundraising	232
Total	17,244

Food and Beverages

Description	Total
1 Event Meals	287
2 Meals and Entertainment	1,392
Total	1,679

Other Direct Expenses

Description		Total
1	Advertising & Marketing	2,864
2	Contract Labor-DJ	3,000
3	Event Tickets Refund	60
4	Job Supplies	1,973
5	Local Transportation	231
6	Prosthetics Distributor	33,911
7	Transportation Logistics Services	280
8	Travel	26,248
9		
10		
Total		68,567

LIMB KIND FOUNDATION, INC.

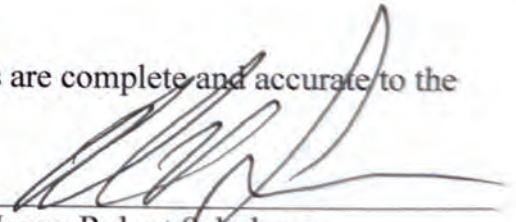
AFFIDAVIT

The undersigned, the Executive Director/Founder of Limb Kind Foundation, Inc. (the "Grantee"), makes the following statement under oath:

1. Grantee is a New York not-for-profit corporation. Grantee was incorporated on February 2, 2018.
2. The purposes of Grantee include the following:

The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
3. Grantee is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is a public charity.
4. Grantee is up to date in its registration and annual financial filings with the Charities Bureau.
5. Grantee and International Center for the Disabled, d/b/a Institute for Career Development (the "Corporation"), entered into a Transfer Agreement, dated January 16, 2025 (the "Agreement"). Under the Agreement, the Corporation has agreed to transfer, and Grantee has agreed to accept, the Walter Brooks Memorial Fund (the "Fund"), subject to its restriction to use the Fund for artificial limbs for children and to hold the Fund as an endowment. Grantee is fully aware of the purpose and restrictions associated with the Fund, and Grantee has committed to use the Fund for the purpose for which the Fund was given and to hold this Fund in accordance with its restrictions.

The undersigned affirms that the foregoing statements are complete and accurate to the best of the undersigned's knowledge and belief.


Name: Robert Schulman
Title: Executive Director/Founder

Sworn to before me this 17 day
of Jan., 2025.

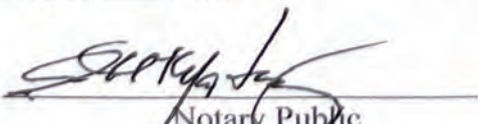

Notary Public



Exhibit D

Unanimous Written Consent of the ICD Board

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF TRUSTEES
OF
INTERNATIONAL CENTER FOR THE DISABLED
D/B/A INSTITUTE FOR CAREER DEVELOPMENT**

THE UNDERSIGNED, being all of the trustees of the Board of Trustees (the “Board”) of International Center for the Disabled, d/b/a Institute for Career Development (the “Corporation”), a New York not-for-profit corporation, hereby adopt the following resolutions by unanimous written consent:

WHEREAS, the Board of the Corporation has considered the advisability of voluntarily dissolving the Corporation and has determined that it is advisable and in the best interests of the Corporation to effect a voluntary dissolution of the Corporation;

WHEREAS, as part of the Corporation’s voluntary dissolution, the Corporation will be transferring all of its restricted funds, except the Walter Brooks Memorial Fund, to Goodwill of Greater New York and New Jersey, Inc. (“Goodwill”), a New York not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and recognized as a public charity;

WHEREAS, as part of the Corporation’s voluntary dissolution, the Corporation will be transferring the Walter Brooks Memorial Fund to Limb Kind Foundation, Inc. (the “Foundation”), a New York not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and recognized as a public charity;

WHEREAS, ICD holds two permanently restricted funds, the John Jay and Eliza Jane Watson Memorial Fund and the R. Caldwell Endowment Fund, which have always been listed on ICD’s financial statements as permanently restricted but for which the officers have not been able to find donor records (following extensive searches) indicating whether there are purpose restrictions on these endowment funds, and therefore the Board has determined that it is in the best interest of the Corporation (1) to “remove” any purpose restrictions on these funds under Section 555(d) of the New York Not-for-Profit Corporation Law, to the extent such restrictions existed, due to impossibility and (2) to transfer them to Goodwill subject to the restriction that Goodwill hold them as endowment funds for general operating purposes;

NOW, THEREFORE, IT IS RESOLVED, that the Board approves the partial removal of purpose restrictions (if any) on the John Jay and Eliza Jane Watson Memorial Fund and the R. Caldwell Endowment Fund and directs the Corporation’s officers and legal counsel to provide notice to the New York Attorney General to release such purpose-related restrictions under Section 555(d) of the New York Not-for-Profit Corporation Law; and it is further

RESOLVED, that the dissolution of the Corporation is hereby approved and the Plan of Dissolution and Distribution of Assets substantially in the form attached hereto as Exhibit A (the “Plan”) is hereby adopted; and it is further

RESOLVED, that the Board authorizes the filing of a Certificate of Dissolution in accordance with Section 1003 of the New York Not-for-Profit Corporation Law; and it is further

RESOLVED, that Joseph T. McDonald, III, Co-President, or his designee, is hereby authorized to execute any documents and take any other actions necessary to effectuate the dissolution of the Corporation.

[Signature page follows.]

IN WITNESS WHEREOF, each of the undersigned has executed this consent, which may be signed in one or more counterparts, this 17th day of January, 2025.

Signed by:

Richard C. Weber

0335E0E732A14ED...

Richard C. Weber

DocuSigned by:

Christopher Wu

1D9F6F5DF511444...

Christopher K. Wu

DocuSigned by:

Robert Bliss

0A5F86D8962B451...

Robert Z. Bliss

Signed by:

Jason Jobe

7E9E50D689334C1...

Jason Jobe

Signed by:

Jeffrey Lamb

347D64EFC978458...

Jeffrey W. Lamb

DocuSigned by:

Beatrice Mitchell

474835AA9FD243C...

Beatrice H. Mitchell

DocuSigned by:

Paxton Quigley

9D44AE1A63E0400...

Paxton Quigley

DocuSigned by:

Justin B. Wender

10A9A1A7E37C42C...

Justin B. Wender

MEMORANDUM

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

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: March 20, 2025

Subject: Proposed Dissolution of Presbyterian Senior Care of Western New York, Inc.

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 a letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of Presbyterian Senior Care of Western New York, Inc. dated January 31, 2021;
- 3) A photocopy of a letter from legal counsel seeking status of same July 8, 2022.
- 4) A photocopy of the Certificate of Incorporation of Presbyterian Homes of Western New York, Inc., dated September 20, 1957 establishing it as a membership corporation;
- 5) A photocopy of the Certificate of Amendment of Presbyterian Homes of Western New York, Inc. dated January 26, 1979 bringing it into compliance with the change in the non-profit corporation laws;
- 6) A photocopy of a Certificate of Amendment changing the name to Presbyterian Senior Care of Western New York, Inc., dated June 21, 2005 and a letter from Public Health Counsel consenting to the same; and
- 7) A Certificate of Dissolution for Presbyterian Senior Care of Western New York, Inc. dated April 10, 2010.

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: March 20, 2025

Subject: Proposed Dissolution of Presbyterian Senior Care of Western New York, Inc.

Presbyterian Senior Care of Western New York, 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.

Presbyterian Senior Care of Western New York, Inc. ("PSC") is a New York not-for-profit corporation formed on September 25, 1957. PSC currently has seventeen board members.

The Plan and Certificate of Dissolution were authorized by vote of the Directors followed by two-thirds vote of the Corporation's members. A copy of such authorizing resolutions is attached.

Pursuant to its Plan of Dissolution, the corporation has no assets to distribute other than a reserve not exceeding \$25,000 for the purpose of paying ordinary and necessary expenses of winding up its affairs including attorney and accountant fees.

Because the Public Health Council previously approved the filing of the Certificate of Incorporation of PSC, 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 Certificate of Dissolution. The required documents are attached.

Attachments.

Paul J. Bartlett
Associate

January 31, 2021

VIA ELECTRONIC MAIL

New York State Department of Health
Public Health and Health Planning Council
Attn: Colleen Leonard

Re: Dissolution of Presbyterian Senior Care of Western New York, Inc.

Dear Colleen:

Enclosed please find copies of the certificate of incorporation, plan of dissolution, and proposed certificate of dissolution for Presbyterian Senior Care of Western New York, Inc. ("PSC"). PSC is applying for Department of Health ("DOH") and PHHPC approval of its certificate of dissolution for filing with the Department of State.

In February 2021, PSC will be completing a transfer of all of its assets to newly-formed affiliates of Beechwood Health Care Center, Inc. ("Beechwood"). DOH previously approved this transaction, and copies of such approvals are enclosed. PSC has obtained all other regulatory approvals, and this transaction is anticipated to close on February 12, 2021.

Following the closing of the transaction with Beechwood, PSC will have no assets other than a small cash reserve to pay its expenses associated with dissolution. PSC is hereby requesting DOH and PHHPC approval (as needed) of its proposed certificate of dissolution.

PSC has applied for consent to dissolve from the New York State Department of Taxation and Finance and the New York State Attorney General simultaneously with this application.

Very truly yours,

Paul Bartlett

Paul J. Bartlett

PJB:

Enclosures

cc: Richard J. Day
Mary Beth Karr
Thomas Grogan

BARCLAY DAMON ^{LLP}

Raymond N. McCabe
Partner

July 8, 2022

Public Health and Health Planning Council
Empire State Plaza
Corning Tower, Room 1805
Albany, NY 12237

Re: Certificate of Dissolution of
Presbyterian Senior Care of Western New York
Our Matter No. 3097614

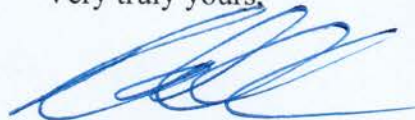
Dear Sir or Madam:

We enclose a copy of your letter dated February 1, 2021 acknowledging receipt of our request for approval of the Certificate of Dissolution of Presbyterian Senior Care of Western New York, Inc. We have received no further correspondence from your office or the Division of Legal Affairs, Bureau of Health Facility Planning and Development.

At your earliest convenience please advise of the status of our request and advise what additional information, if any, is needed by the Division of Legal Affairs to complete its review.

Please note that Paul Bartlett is no longer with this firm. Please direct all future correspondence to the undersigned.

Very truly yours,



Raymond N. McCabe

RNM:vh
Enclosure

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

February 1, 2021

Paul J. Bartlett
Barclay Damon
The Avant Building
200 Delaware Avenue, Suite 1200
Buffalo, New York 14202

Re: Certificate of Dissolution of Presbyterian Senior Care of Western New York, Inc.

Dear Mr. Bartlett:

I have received your letter January 31, 2021, requesting approval of the Certificate of Dissolution of Presbyterian Senior Care of Western New York, Inc. under Section 1003 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
Colleen M. Leonard
Executive Secretary

cc: DLA

/cl

CERTIFICATE OF INCORPORATION

Of

PRESBYTERIAN HOMES OF WESTERN NEW YORK, INC.,

Pursuant to the Membership
Corporation Laws

- - - - -

WE, the undersigned, for the purpose of forming a corporation pursuant to the Membership Corporations Law of the State of New York do make, subscribe and acknowledge this certificate as follows:

FIRST: The name of the proposed corporation shall be PRESBYTERIAN HOMES OF WESTERN NEW YORK, INC.

SECOND: The purposes for which it is to be formed are as follows:

- (a) To establish and maintain homes for aged men and women, provided, however, that each such home shall not be established without the prior written approval of the State Board of Social Welfare therefor;
- (b) To purchase, lease, and otherwise acquire real or personal property necessary or useful in carrying out the foregoing purposes;
- (c) To accept and receive bequests, gifts and other transfers of money or property including the right to accept and receive by devise, gift or otherwise, real property or any interest therein;

and to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, either as principal or agent, either alone or associated with other corporations or organizations, and to do everything necessary, suitable or proper for the accomplishment of any of its purposes of pertaining to or growing out of or connected with its business and powers, or any parts thereof, provided the same be not prohibited by the law under which the corporation is organized.

THIRD: The territory in which its operations are principally to be conducted in the Counties of Erie, Niagara, Chautauqua, Cattaraugus and Allegany, State of New York.

FOURTH: The city and county in which its office is to be located are the City of Buffalo and County of Erie, State of New York.

FIFTH: The number of its directors shall be not less than three (3) nor more than twenty-four (24).

SIXTH: The names and residences of the directors until the first annual meeting are:

<u>NAME</u>	<u>RESIDENCE</u>
Marjorie L. Abbey	39 Parkwood Avenue Kenmore, New York
Albert G. Butzer	724 Delaware Avenue Buffalo, New York
William Cease	104 Central Avenue Dunkirk, New York
Paul Denise	Box 416 Lewiston, New York
David Donald	775 Main Street Buffalo, New York
Frank A. Elliott	218 Olean Street East Aurora, New York
John A. C. Halbin	800 M & T Building Buffalo, New York
Cathryn G. Hoeldtke	188 Smallwood Drive Snyder, New York
John F. Hughes	4305 Union Road Cheektowaga, New York
J. Ernest Jolly	37 South Street Cuba, New York
Frederick T. Keller	943 Rankine Road Niagara Falls, New York

<u>NAME</u>	(continued)	<u>RESIDENCE</u>
Charles R. Loomis		1820 Seneca Street Buffalo, New York
Ralph C. Matter		6 Baxter Avenue Alden, New York
Elizabeth F. McLean		338 Goundry Street North Tonawanda, New York
Andrew Pinkerton Jr.		150 Central Avenue Fredonia, New York
Harold P. Rich		19 South Division Street Buffalo, New York
Charles F. Schultz		19 Eiseman Avenue Kenmore, New York
Harry A. Smith		Gowanda, New York
Ronald R. Smith		Springville, New York
Weldon D. Smith		265 Middlesex Road Buffalo, New York
Marjorie M. Upson		473 Washburn Street Lockport, New York
W. Howard Vanderhoef,		187 Main Street Hamburg, New York
Ruth Wiant Wheeler		175 North Street Buffalo, New York
Martha R. Wood,		134 Ruskin Road Egbertsville, New York

SEVENTH: All of the subscribers to this Certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and of the persons named as directors, at least one is a citizen of the United States and a resident of the State of New York.

EIGHTH: The Corporation is organized and shall be operated exclusively for charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private individual and no substantial part

of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation,

NINTH: None of the directors, officers, members or employees of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services in effecting one or more of its corporate objects.

TENTH: Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of this corporation or of any corporation which he served as such at the request of this corporation, shall be indemnified by this corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive or any other rights to which such director, officer or employee may be entitled apart from the provisions of Section 63 of the General Corporation Law, as amended.

IN WITNESS WHEREOF, we have made subscribed and acknowledged this Certificate in duplicate this 29th day of August, 1957.

JOHN E. DICKINSON,

JOHN A. C. HALBIN,

CATHRYN G. HOELDTKE,

ALLAIRE U. KARZON,

HAROLD P. REID,

STATE OF NEW YORK)
 : S S:
COUNTY OF ERIE)

On this 29th day of August, 1957, before me personally came JOHN E. DICKINSON, JOHN A. C. HALBIN, CATHRYN G. HOELDTKE, ALLAIRE U. KARZON AND HAROLD P. RICH, to me personally known to be the same persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

JOHN L. TRUSCOTT
John L. Truscott
Notary Public State of New York
Qualified in Erie County
My Commission expires Mar. 30, 1958.

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

JOHN E. DICKINSON, JOHN A. C. HALBIN, CATHRYN G. HOELDTKE, ALLAIRE U. KARZON, AND HAROLD P. RICH, each being severally duly sworn, depose and say, and each for himself or herself deposes and says, that he or she is one of the persons described in and who executed the annexed Certificate of Incorporation, and that he or she is of full age, a citizen of the United States and a resident of the State of New York.

JOHN E. DICKINSON

JOHN A. C. HALBIN

CATHRYN G. HOELDTKE

ALLAIRE U. KARZON

HAROLD P. RICH

Subscribed and sworn to before me
this 29th day of August, 1957.

JOHN L. TRUSCOTT
John L. Truscott
Notary Public State of New York,
Qualified in Erie County
My Commission expires May 30, 1958.

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 seventeenth day of September, 1957, due inquiry and investigation having been made, the Board approved the certificate of incorporation of PRESBYTERIAN HOMES OF WESTERN NEW YORK, INC., pursuant to the Membership Corporations Law of the State of New York.

In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the Provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be here-unto affixed, this twentieth day of September, in the year one thousand nine hundred and fifty-seven.

SEAL

Secretary.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PRESBYTERIAN HOMES OF WESTERN NEW YORK, INC.

Pursuant to Section 801 of the
Not-for-Profit Corporation Law

We, the undersigned, the President and Secretary respectively of Presbyterian Homes of Western New York, Inc., hereby certify:

1. The name of the corporation is PRESBYTERIAN HOMES OF WESTERN NEW YORK, INC., which is the name under which the corporation was originally incorporated.

2. The Certificate of Incorporation was filed in the Office of the Secretary of State on September 25, 1957 and the corporation was formed under Section 10 of the former membership corporation law.

3. The corporation is a corporation as defined in sub-paragraph (A)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation within the meaning of Section 201 of the Not-for-Profit Corporation Law. The corporation will remain a Type B corporation after this Certificate of Amendment is filed.

4. Service of any notice as required by law, shall be made by the Secretary of State upon the corporation at 1601 Liberty Bank Building, Buffalo, New York 14202.

5. Paragraph SECOND of the Certificate of Incorporation, as previously amended, states as follows:

"The purpose for which it is to be formed are as follows:

- (a) To establish and maintain homes for aged men and women, provided, however, that each such home shall not be established without the prior written approval of the State Board of Social Welfare therefore;
- (b) To purchase, lease and otherwise acquire real or personal property necessary or useful in carrying out the foregoing purposes;
- (c) To accept and receive bequests, gifts and other transfers of money or property including the right to accept and receive by devise, gift or otherwise, real property or any interest therein;
- (d) To establish, operate and maintain a nursing home.

and to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, either as principal or agent, either alone or associated with other corporations or organizations, and to do everything necessary, suitable or proper for the accomplishment of any of its purposes of pertaining to or growing out of or connected with its business and powers, or any parts thereof, provided the same be not prohibited by the law under which the corporation is organized."

6. Paragraph SECOND of the Certificate of Incorporation is hereby amended to read as follows:

"(a) To establish and operate nursing homes, residential health care facilities, homes for the aging and disabled, housing for the aging and disabled, and other services to the aging and disabled, provided, however, that each such facilities shall not be established without the prior written approval of the appropriate local, state or federal agency, if required;

(b) To purchase, lease and otherwise acquire real or personal property necessary or useful in carrying out the foregoing purposes;

(c) To accept and receive bequests, gifts and other transfers of money or property including the right to accept and receive by devise, gift or otherwise, real property or interest therein;

(d) To operate as a voluntary receiver of a residential health care facility pursuant to Section 2810 of the Public Health Law of the State of New York.

and to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, either as principal or agent, either alone or associated with other corporations or organizations, and to do everything necessary, suitable or proper for the accomplishment of any of its purposes pertaining to or growing out of or connected with his business and powers, or any parts thereof, provided the same be not prohibited by the law under which the corporation is organized."

7. This Amendment to the Certificate of Incorporation was authorized and approved by the Board of Directors. There are no members of this corporation entitled to vote at a meeting as provided in Paragraph (c) of Section 613 of a Not-for-Profit Corporation Law.

8. The approval of the Honorable Carlton A. Fisher, Justice of the Supreme Court, dated August 30, 1957 and the approval of the Secretary of the State Board of Social Welfare, dated September 17, 1957 were annexed to the original Certificate of Incorporation. Prior to delivery of this Certificate of Amendment to the Department of State, the approval of the Public Health Council of the State of New York, a Justice

of the Supreme Court and the Commissioner of Social Services shall be endorsed on or annexed hereto, as required by law.

IN WITNESS WHEREOF, we have signed this Certificate this 26th day of January, 1979.

John L. Schmidt
President
Presbyterian Homes of Western
New York, Inc.

Mary F. Venneman
Secretary
Presbyterian Homes of Western
New York, Inc.

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

John L. Schmidt and Mary F. Venneman,
being duly sworn, depose and say:

That John L. Schmidt is the President of the Board of Trustees of Presbyterian Homes of Western New York, Inc. and Mary F. Venneman is Secretary; that they have each executed and acknowledged the foregoing Certificate of Amendment of the Certificate of Incorporation of Presbyterian Homes of Western New York, Inc.; that they have been authorized to execute and file the Certificate by the concurring vote of the members of the Board of Trustees; that the statements made in said Certificate are true to deponents' own knowledge.

John L. Schmidt
Mary F. Venneman

Subscribed and sworn to before me
this 26th day of January, 1979.

Neil R. Farnelo
Notary Public

NEIL R. FARNELO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1980

JOSEPH D. MINTZ, J.S.C.

The undersigned, a Justice of the Supreme Court of the judicial district in which the office of Presbyterian Homes of Western New York, Inc., is located, does hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of Presbyterian Homes of Western New York, Inc. and does hereby endorse his approval upon such Certificate pursuant to Section 804 of the Not-for-Profit Corporation Law of the State of New York.

S/ JOSEPH D. MINTZ
Justice of the Supreme Court
of the Eighth Judicial District
of the State of New York

Dated: APRIL 18, 1980

CSC 45

F060214000 203

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
of
PRESBYTERIAN HOMES OF WESTERN NEW YORK, INC.**

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

It is hereby certified that:

FIRST: The name of the corporation is Presbyterian Homes of Western New York, Inc.

SECOND: The Certificate of Incorporation of the corporation was filed with the Department of State on September 25, 1957.

THIRD: The corporation was formed under the Not-for-Profit Corporation Law.

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

FIFTH: The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The Certificate of Incorporation of the corporation is hereby amended to: (i) change name of the corporation in Article First, and (ii) amend the address to which the Secretary of State shall mail a copy of process.

SEVENTH: To accomplish the former foregoing amendment, Article First of the Certificate of Incorporation shall be amended to read:

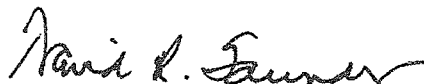
"FIRST: The name of the corporation shall be PRESBYTERIAN SENIOR CARE OF WESTERN NEW YORK, INC."

EIGHTH: To accomplish the latter foregoing amendment, the address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation shall be changed to: "Hiscock & Barclay, LLP, 1100 M&T Center, 3 Fountain Plaza, Buffalo, New York 14203-1414."

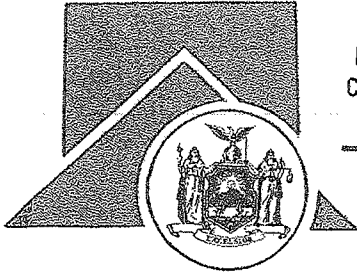
NINTH: The foregoing amendments of the Certificate of Incorporation of the corporation were authorized by a majority of the members of the corporation at a duly called meeting thereof.

TENTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is: Hiscock & Barclay, LLP, 1100 M&T Center, 3 Fountain Plaza, Buffalo, New York 14203-1414.

Date: June 21, 2005



David Saunders, President and Chief Executive Officer



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

PUBLIC HEALTH COUNCIL

January 23, 2006

Mr. Eugene M. Laks
Hiscock & Barclay
50 Beaver Street
Albany, New York 12207-2830

Re: Certificate of Amendment of the Certificate of Incorporation of Presbyterian Homes of Western New York, Inc.

Dear Mr. Laks:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of January, 2006, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Presbyterian Homes of Western New York, Inc., dated June 21, 2005.

Sincerely,

Donna W. Peterson

Donna W. Peterson
Executive Secretary

/md

**CERTIFICATE OF DISSOLUTION
OF
PRESBYTERIAN SENIOR CARE OF WESTERN NEW YORK, INC.**

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

I, Karin A. Ziegler, the President and Chief Executive Officer of Presbyterian Senior Care of Western New York, Inc., hereby certify as follows:

FIRST: The name of the corporation is Presbyterian Senior Care of Western New York, Inc. (the “Corporation”). The Corporation was originally formed under the name Presbyterian Homes of Western New York, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed with the New York State Department of State on the 25th day of September, 1957.

THIRD: 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>Director/Officer Title</u>	<u>Address</u>
Mary Beth Karr	Board Chair	91 Four Seasons Road E. Amherst, NY 14226
Thomas Grogan	Vice Board Chair	170 Curley Drive Orchard Park, NY 14127
Karin Ziegler	President and Chief Executive Officer	437 Hammocks Drive Orchard Park, NY 14217
Lynn M. Osborne	Director of Finance	5542 Coachmans Lane Hamburg, NY 14075
Jenna Bichler-Cross	Vice President of Marketing and Business Development	5560 Big Tree Road Orchard Park, NY 14127
Robert Hoag	Treasurer	4704 Brentwood Drive Williamsville, NY 14221
William Gray	Director	940 Lexington Avenue Buffalo, NY 14222
Elaine Pyne	Director	849 Delaware Avenue Buffalo, NY 14204

Beverly Kubala	Director	2560 Walden Avenue Suite 104 Buffalo, NY 14225
Gayle Murphy	Director	231 Union Street Hamburg, NY 14075
Jeffrey Beich	Director	1879 Whitehaven Road #393 Grand Island, NY 14072
Rev. Leslie Latham	Director	51 Rockne Road Buffalo, NY 14223
Kathleen O'Hara	Director/Secretary	348 Parker Avenue Buffalo, NY 14216
Jeffrey Seekins	Director	27 Harding Avenue Lockport, NY 14094
Eugene Cullen	Director	170 Carnoustie Drive East Amherst, NY 14052
Kara Donovan	Director	4845 Middleton Drive Lockport, NY 14094
Brittany Perez	Director	Hayes Hall 3435 Main Street Buffalo, NY 14214

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

FIFTH: At the time of the authorization of the Corporation's Plan of Dissolution and Distribution of Assets pursuant to Section 1002 of the Not-for-Profit Corporation Law, the Corporation held no assets legally required to be used for a particular purpose.

SIXTH: The Corporation elects to dissolve.

SEVENTH: The dissolution was authorized by a vote of the Board of Directors, followed by the two-thirds vote of the Corporation's members.

EIGHTH: The Corporation is a charitable corporation with no assets to distribute other than a reserve not exceeding \$25,000 for the purpose of paying ordinary and necessary expenses of winding up its affairs including attorney and accountant fees, and the Corporation has liabilities not in excess of \$10,000. Prior to the delivery of this 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.

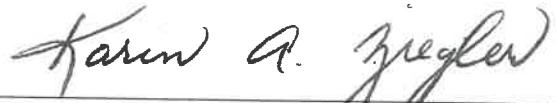
NINTH: The dissolution of the Corporation requires the approval of the Attorney General and the New York State Department of Health, and such approvals are annexed hereto or endorsed hereon. No approval of the dissolution of the Corporation by any other government body or officer is required.

TENTH: The Corporation has carried out the Plan of Dissolution.

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

[signature page follows]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of the Corporation this 10th day of April, 2020.

A handwritten signature in cursive script, reading "Karin A. Ziegler", written in dark ink.

Karin A. Ziegler, President & CEO

MEMORANDUM

To: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Vincent DiCocco, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: March 20, 2025

Subject: Proposed Dissolution of VNS CHOICE Community Care

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 (PHHPC) from Kathy Marks, Department of Health General Counsel;
- 2) A November 26, 2024, electronic letter to the PHHPC requesting dissolution from Tamar R. Rosenberg, representing VNS CHOICE Community Care;
- 3) A draft Verified Petition, signed by Keith Patterson, Treasurer, Administrator and Director of VNS CHOICE Community Care after the Department of Health and PHHPC approval seeking the State Attorney General's approval for the filing of the Applicant's Certificate of Dissolution;
- 4) The Certificate of Incorporation of VNS CHOICE Community Care;
- 5) The Amended and Restated Bylaws of VNS CHOICE Community Care;
- 6) The October 28, 2024, Unanimous Written Consent of the Board of Directors VNS CHOICE Community Care, to approve the dissolution;
- 7) Resolutions of VNS Choice as the sole member to approve the dissolution; and
- 8) A Plan of Dissolution of VNS CHOICE Community Care;

Attachments.

cc: J. Corvino

MEMORANDUM

To: Public Health and Health Planning Council
From: Kathy Marks, General Counsel
Date: March 20, 2025 *KSM*
Subject: Proposed Dissolution of VNS CHOICE Community Care

VNS CHOICE Community Care ('The Corporation') requests Public Health and Health Planning Council ('PHHPC') approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law ('NPCL') § 1002(c) and § 1003, as well as 10 NYCRR Part 650.

The Corporation is a New York not-for-profit corporation incorporated on January 8, 2003, with the stated purpose to operate a licensed home care services agency ("LHCSA") pursuant to Article 36 of the New York State Public Health Law. The Corporation's LHCSA operations and licenses were terminated on January 9, 2015, and its adult day care center operations terminated thereafter. Because the Corporation has concluded operations and gone dormant, the Board of Directors believe it is in the best interests of the Corporation to dissolve.

On October 28, 2024, the board of directors of VNS CHOICE Community Care approved the plan of dissolution and authorized the filing of the Certificate of Dissolution.

The Corporation has no assets or liabilities.

Attached is a request dated November 26, 2024, from Tamar R. Rosenberg on behalf of the Corporation, a proposed Verified Petition to the Attorney General, the Corporation's Certificate of Incorporation, Bylaws, a proposed Certificate of Dissolution and Unanimous Written Consent of the Board of Directors and the Resolution of the Member authorizing the dissolution.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution, and it is in legally acceptable form.

Attachments

November 26, 2024

VIA EMAIL

Bureau of Program Counsel
NYS Department of Health
Corning Tower, Rm 2484
Empire State Plaza
Albany, New York 12237-0026
(518) 473-3303
DLAHouse@health.ny.gov

Re: VNS CHOICE Community Care – Dissolution

Dear Sir or Madam:

I am writing to respectfully request the New York State Department of Health (the “DOH”) provide a letter stating that the consent of DOH and the Public Health and Health Planning Council (the “PHHPC”) is not required to the filing of the enclosed proposed Certificate of Dissolution (the “Certificate of Dissolution”) of VNS CHOICE Community Care, a New York not-for-profit corporation (the “Corporation”) attached as *Exhibit A*.

The Corporation’s Board of Directors and sole member have approved its dissolution. A copy of its Certificate of Incorporation (which has not been amended) is attached as *Exhibit B*.

The Corporation was incorporated in 2003 to operate a licensed home care services agency (“LHCSA”) pursuant to Article 36 of the New York State Public Health Law. The Corporation’s LHCSA operations and licenses were terminated on January 9, 2015 and its adult day care center operations terminated thereafter. The Corporation has since been inactive and has no remaining assets. At the time of its dissolution, the Corporation will have no activities and no assets or liabilities. The approval of the New York State Attorney General’s Office is also being obtained for the filing of the Certificate of Dissolution.

Please contact me with any questions or concerns. Thank you for your assistance.

Very truly yours,



Tamar R. Rosenberg

for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

-----X

In the Matter of the Application
of
VNS CHOICE Community Care

VERIFIED PETITION

:

For Approval of Certificate of Dissolution :
pursuant to Section 1002 of the New York
Not-for-Profit Corporation Law.

-----X

TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL
28 Liberty Street
New York, NY 10005

Petitioner, VNS CHOICE Community Care, (the “**Petitioner**”), by its attorney,
Tamar Rosenberg Esq., for its Verified Petition herein respectfully alleges:

1. The Petitioner, whose principal address is located in the County of New York, was incorporated pursuant to the New York Not-for-Profit Corporation Law (the “**NPCL**”) on January 8, 2003. A copy of the Certificate of Incorporation of the Petitioner, which has not been amended, is attached as ***Exhibit 1***, and a copy of Petitioner’s complete and current Bylaws is attached as ***Exhibit 2***.

2. The names, addresses and titles of the Petitioner’s Directors and officers are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Daniel Savitt	Chair, President and Director	220 East 42 nd Street, New York, NY 10017
Keith Patterson	Treasurer, Administrator and Director	220 East 42 nd Street, New York, NY 10017
Joy Matias	Secretary and Director	220 East 42 nd Street, New York, NY 10017

3. The purposes for which the Petitioner was organized are set forth in paragraph 3 of the Petitioner’s Certificate of Incorporation and are as follows:

“The Corporation is to be formed for the following purposes, which are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “Code”):

(a) To maintain and operate a licensed home care services agency pursuant to Article 36 of the New York State Public Health Law and regulations thereunder.

(b) To engage in any other activity that is incidental to, connected with, or in advancement of the foregoing purposes, that is within the definition of “charitable, scientific and educational” for purposes of Section 501(c)(3) of the Code, and that is consistent with the purposes of Visiting Nurse Service of New York and its affiliated entities.”

4. The Petitioner is a charitable corporation.

5. The Corporation plans to dissolve in accordance with the Plan of Dissolution included within ***Exhibit 3*** hereto.

6. The Petitioner is dissolving because it is inactive. The Petitioner is not aware of any ongoing or completed audits or inquiry by the Internal Revenue Service in the past three years, and has not paid any excise taxes or disclosed an excess benefit transaction or diversion of assets on its information returns filed with the Internal Revenue Service.

7. The Petitioner’s Board of Directors, by unanimous written consent dated October 28, 2024, attached hereto as ***Exhibit 3***, approved resolutions adopting the Plan of Dissolution and authorizing the filing of a Certificate of Dissolution.

8. After the Petitioner’s Board of Directors approved the Plan of Dissolution, the sole member of the Petitioner, VNS CHOICE, a New York not-for-profit corporation, received and reviewed it and adopted resolutions approving the Plan of Dissolution by unanimous vote at a duly convened meeting of its Board of Directors held on November 5, 2024, on proper notice, at which a quorum was present throughout. Such resolutions, certified by a duly authorized officer, are attached hereto as ***Exhibit 4***.

9. The Petitioner has no assets or liabilities as of the date hereof.


10. The Corporation acknowledges its obligation to file a final financial report on Form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and is submitting herewith as ***Exhibit 5*** such draft. The Corporation gives its assurance that (i) the final financial report shall be the same in all material respects to that which is attached hereto and (ii) the Corporation shall duly file its final Form CHAR500 report with all required attachments with the Charities Bureau.

11. Other than the approval of the Attorney General, no approval of the dissolution of the Petitioner is required by any governmental body or officer.

12. With this Petition, the original executed Certificate of Dissolution is being submitted to the Attorney General for approval pursuant to NPCL Section 1003.

WHEREFORE, Petitioner requests that the Attorney General approve the Certificate of Dissolution of VNS CHOICE Community Care, a not-for-profit corporation, pursuant to Not-for-Profit Corporation Law Section 1003.

IN WITNESS WHEREFORE, the Petitioner has caused this Petition to be executed as of the 14th day of November, 2024.

By: 

Tamar Rosenberg, Esq.
Attorney for Petitioner
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza, 39th Floor
New York, NY 10112-0015
(212) 634-3084

F03010800087

CERTIFICATE OF INCORPORATION OF
VNS CHOICE COMMUNITY CARE(Under Section 402 of the
Not-For-Profit Corporation Law)

The undersigned, a natural person eighteen years of age or over, for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certifies:

1. The name of the corporation is VNS CHOICE COMMUNITY CARE (the "Corporation").
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law, and shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.
3. The Corporation is to be formed for the following purposes, which are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"):
 - (a) To maintain and operate a licensed home care services agency pursuant to Article 36 of the Public Health Law and regulations thereunder.
 - (b) To engage in any other activity that is incidental to, connected with, or in advancement of the foregoing purposes, that is within the definition of "charitable, scientific and educational" for purposes of Section 501(c)(3) of the Code, and that is consistent with the purposes of Visiting Nurse Service of New York and its affiliated entities.
4. In furtherance of the foregoing corporate purposes, the Corporation shall have all of the general powers set forth in Section 202 of the Not-For-Profit Corporation Law, including, but without limitation thereon, the power to solicit and receive

gifts, grants, devises, bequests, donations, contributions in any form, and to use, apply, invest, and reinvest the principal therefrom or distribute the same for the above purposes. Nothing herein contained shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, a museum, an historical society, a cable television facility, or educational television station; nor shall the Corporation engage in the practice of law or any of the professions designated in Title VIII of the Education Law.

5. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501 (a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a) of the Code. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Code, and shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
6. The Corporation is not formed for pecuniary profit or for financial gain and no part of the assets, income or profit of the Corporation shall be distributed or inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation) and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

7. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities listed in Section 404(b) through 404(s) or Section 404(u) through 404(v) of the New York Not-For-Profit Corporation Law.
8. 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(c)(3) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
9. In any year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for said period in such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such a manner as to subject the organization to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.
10. The office of the Corporation shall be located in the County of New York, State of New York.
11. The names and residences of the initial directors until the first annual meeting are:

Phyllis Mills
1192 Park Avenue, #15E
New York, New York 10128

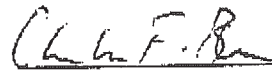
David Wicks
139 East 94th Street
New York, New York 10128

Kuan-Lan Mao
37 Holly Lane
Darien, Connecticut 06820

12. The Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail copy of any process against the Corporation served upon him or her is c/o the Corporation, 107 East 70th Street, New York, New York 10021.
13. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to Visiting Nurse Service of New York. Any of such assets not so distributed shall be distributed by a court of competent jurisdiction, exclusively for the aforesaid purposes of the Corporation to a corporation that is described in Section 501(c)(3) of the Code and that is other than a private foundation as said court shall determine.

IN WITNESS WHEREOF, I hereby affirm, under the penalties of perjury, that the statements made in the foregoing Certificate of Incorporation of VNS CHOICE Community Care are true.

Dated this 1st day
of May, 2002


Charles Blum, Esq., Incorporator
107 East 70th Street
New York, New York 10021

**BY-LAWS OF
VNS CHOICE COMMUNITY CARE**

ARTICLE I

MEMBER

Section 1.01 Member. VNS CHOICE Community Care (the "Corporation") shall have a sole corporate Member, which shall be VNS CHOICE, a New York, not-for-profit corporation (the "Member").

ARTICLE II

MEETING OF THE MEMBER

Section 2.01 Annual Meeting. The annual meeting of the Member of the Corporation for the election of Directors of the Corporation, and for the transaction of such other business as may properly come before the meeting, shall be held on such dates and at such times as may be determined by the Board of Directors of the Member. If not otherwise designated, the Annual Meeting shall be held at 4:00 P.M. on the third Wednesday in June each at the offices of the Visiting Nurse Service of New York at 107 East 70th Street, New York, New York.

Section 2.02 Special Meetings. Special meetings of the Member may be held upon call of the Board of the Corporation, the Chair of the Board of the Corporation, the President of the Corporation, if any, or the Member, at any time upon written notice. Notice of any meeting need not be given if the Member submits a signed waiver of notice, in person or by proxy before or at the meeting.

Section 2.03 Place and Time of Meetings. Regular and Special meetings shall be held at such place, within or without the State of New York, and at such hour as may be fixed by the Board of the Member, or, if not so fixed, at 4:00 P.M. at the office of the Visiting Nurse Service of New York at 107 East 70th Street, New York, New York.

Section 2.04 Quorum, Proxy. The Member's presence in person or by proxy shall constitute a quorum for the transaction of business at any annual or special meeting. The vote of the Member present in person or by proxy shall be the act of the Member.

Section 2.05. Action by Member Without Meeting. Whenever under any provision of law or these By-Laws the Member is required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken by a duly authorized officer of the Member and signed by a duly authorized officer of the Member. Such written consent and a description of the action taken shall be filed with the minutes of the next meeting of the Member.

ARTICLE III

DIRECTORS

Section 3.01 Management. The affairs of the Corporation shall be managed by the Board of Directors (the "Board").

Section 3.02 Number of Directors. The Board shall consist of not less than three (3) Directors, with the exact number to be fixed at any time and from time to time by the vote of a majority of the Board, except that no decrease shall shorten the term of any incumbent Director. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by vote of the majority of Directors then in office or by vote of the Member, although less than a quorum exists. Directors shall hold office until the next succeeding annual meeting of the Member subsequent to their election and until their successors are elected and qualified.

Section 3.03 Resignation, Removal and Vacancies.

(a) Any Director may resign at any time by delivering written notice of such resignation to the Chair of the Board or Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by such officer. The acceptance of a resignation shall not be necessary to make it effective.

(b) Any one or more of all the Directors may be removed with or without cause at any time by action of the Member, provided that written notice of such removal is given to any Director so removed and the Director was offered an opportunity to appear and be heard before the Board of the Member takes final action on any removal with cause.

(c) Five consecutive unexcused absences from meetings of the Board may be considered a resignation by the Chair of the Board.

Section 3.04 Annual Meeting. The annual meeting of the Board for the election of Officers and the transaction of such other business as may properly come before the meeting shall be held each year at such hour, on such day and at such place, within or without the State of New York, as may be fixed by the Board, or, if not so fixed, at 4:00 P.M. on the third Wednesday in June each year at the office of the Visiting Nurse Service of New York at 107 East 70th Street, New York, New York.

Section 3.05 Regular and Special Meetings; Notice. Regular and special meetings of the Board shall be held at such times and places, within or without the State of New York, as shall be determined by the Board and specified in the notice of meetings. Regular meeting shall be held at least four (4) times a year. Special meetings of the Board shall be held at the call of the Chair of the Board, or any three (3) Directors at such times and places as may be designated in the notice of the meeting. At least three (3) days' written notice of a meeting shall be given to each Director, but a Director may

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in writing either before or after the meeting, or by attendance at such meeting, waive such notice. A notice of waiver of notice need not specify the purpose of any meeting of the Board.

Section 3.06 Annual Report of Directors. The Board shall present at the annual meeting of the Member a report, verified by the Administrator and Treasurer or by a majority of Directors of the Corporation, or certified by an independent public or certified accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities including trust funds, during said fiscal year; (3) the revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during said fiscal period; and (4) the expenses and disbursements of the Corporation for both general and restricted purposes, during the fiscal year and (5) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found. The annual report of the Board shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Member.

Section 3.07 Meetings by Conference Telephone. Any one or more Directors may participate in a meeting of the Board or any committee thereof 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.

Section 3.08 Quorum, Action of the Board. One-third of those serving as Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law, or by these By-Laws, the vote of the majority of the Directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board. A majority of the Directors present whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given.

Section 3.09 Action Without a Meeting. 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 such committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Board or such committee shall be affixed to the minutes of the proceedings of the Board or such committee.

Section 3.10 Official Communications: Recognition of Electronic Communications, Records, and Signatures. Unless otherwise required by applicable law, if any provision of these By-Laws requires a notice or communication to any member, Director, or committee member, or any record, to be in writing, an electronic

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record or an electronic communication shall satisfy such requirement. Similarly, unless otherwise required by applicable law, if any provision of these requires the signature of the Member, Director, or committee member, an electronic signature shall satisfy such requirement.

Section 3.11 Compensation of Directors. The Corporation shall not pay compensation to Directors for services rendered in their capacity as Directors, except that Directors may be paid their actual reasonable expenses incurred in attending meetings or otherwise in the execution of their duties as Directors or Officers.

Section 3.12 Purchase, Sale, Mortgage or Lease of Real Property. No purchase of real property shall be made by the Corporation and the Corporation shall not sell, mortgage or lease its real property unless authorized by the vote of a majority of the entire Board.

ARTICLE IV

OFFICERS OF THE BOARD OF DIRECTORS

Section 4.01 Positions; Election; Term of Office. The officers of the Board, who shall be elected from among the Directors of the Corporation at the Annual Meeting, shall be: a Chair, a Secretary and a Treasurer. The Board may elect additional officers as may be deemed desirable, including one or more Vice-Chairs. Such officers shall serve for until the next annual meeting of the Board following their election and until their successors are elected and qualified or until their earlier death, resignation or removal.

Section 4.02 Resignation, Removal and Vacancies.

(a) Any officer may resign at any time by delivering written notice of such resignation to the Chair of the Board, Treasurer, or Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by such officer. The acceptance of a resignation shall not be necessary to make it effective.

(b) Any officer may be removed from office with or without cause at any time by the Board.

(c) A vacancy in any office may be filled by the Board for the unexpired portion of the term of office at any meeting of the Board.

Section 4.03 Chair of the Board. The Chair of the Board shall preside at all of the Board meetings at which he or she may be present. The Chair shall have the power to sign contracts, agreements and instruments on behalf of the Corporation, may consult with the officers of the Corporation in all matters relating to the business of the Corporation, and shall perform such other duties as may be assigned from time to time by the Board. The Chair shall be a member *ex-officio* of each committee of the Corporation.

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Section 4.04 Vice-Chair. The Vice-Chair(s), if any, shall have such other powers and perform such duties as the Board or the Chair of the Board may prescribe from time to time. In the absence of the Chair of the Board or in the event of the Chair's inability or refusal to act, the most senior Vice-Chair, if any, shall perform the powers of the Chair of the Board.

Section 4.05 Secretary. The Secretary shall keep the minutes of the meetings of the Board and its committees, if any; shall give notice of all meetings of the Board required by law and by these By-Laws; shall be the custodian of the minute books of the Board and its committees, if any; and shall perform such duties as are ordinarily within the scope of the office of the Secretary of the Board or such other duties as the Board or the Chair of the Board from time to time may prescribe.

Section 4.06 Treasurer. The Treasurer shall have the care and custody and be responsible for all funds and securities of the Corporation, except as the same may be subject to other custody by action of the Board; shall deposit the same in the name of the Corporation in such banks, trust companies, or safe deposit vaults as the Board may designate; and shall have such other powers and duties as may be delegated from time to time by the Board or by the Chair of the Board.

ARTICLE V

OFFICERS OF THE CORPORATION

Section 5.01 Positions; Election; Term of Office. The officers of the Corporation shall be elected to office by the Board and shall consist of a President, an Administrator and such other officers as the Board and the President may deem appropriate. The Board may elect additional officers as may be deemed desirable, including one or more Vice-Presidents. Such officers shall serve terms as determined by the Board or until their earlier death, retirement, resignation or removal.

Section 5.02 Resignation, Removal and Vacancies.

(a) Any officer may resign at any time by delivering written notice of such resignation to the Chair of the Board or Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by such officer. The acceptance of a resignation shall not be necessary to make it effective.

(b) Any officer of the Corporation may be removed from office with or without cause at any time by the Board or the President, and in each case, without prejudice to such officer's contractual rights, if any.

(c) A vacancy in any office may be filled by the Board or the President, as applicable, for the unexpired portion of the term of office at any meeting of the Board.

Section 5.03 President. The President, if any, shall have general authority to oversee the direction and management of the affairs of the Corporation. He or she shall

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have the power to sign contracts, agreements, and instruments on behalf of the Corporation, the power to appoint assistant officers of the Corporation, and shall have such other powers and perform such other duties as set forth in these By-Laws or as may be delegated or assigned from time to time by the Board.

Section 5.04 Administrator. The Administrator shall be responsible for the day to day management of the corporation, and for the organization and direction of the corporation's ongoing functions including: determination of the number and types of personnel needed; ensuring orientation of new personnel and provision for in-service education; ensuring annual evaluation of personnel performance; maintenance of ongoing liaison among the Board, the Quality Improvement Committee and personnel; and ensuring availability of public information concerning the services which the corporation provides. The Administrator shall assure that the agency is in conformance with all applicable Federal, State and local statutes and regulations; ensure the implementation of policies and procedures regarding all activities and patient care services; develop and propose the annual budget for adoption by the board and manage the financial aspects of the agency; ensure that action is taken to correct problems identified by record reviews, fiscal audits, or patient recommendations. The Administrator shall have such other powers and perform as may be delegated or assigned from time by the Board.

Section 5.05 Signing of Checks. The Board may by resolution authorize the Treasurer or other designated officers and members of the staff to sign checks drawn on any account maintained by the Corporation and to deposit all moneys and other valuable effects in the name of, or to the credit of, the Corporation in depositories designated by the Board.

ARTICLE VI

COMMITTEES

Section 6.01 Committees. The Board may establish such committees of the Board and of the Corporation as it may determine to be advisable, such as an Executive Committee and/or a Finance Committee. The members of each such committee and its Chairs may be appointed by the Chair of the Board. The duties of the various committees shall be such as the Board may prescribe unless otherwise specifically set forth in these By-Laws or as provided for under the law. The Chair of each such committee shall be a Director of the Corporation. Except for the Executive and Finance Committees, or unless otherwise provided in these By-Laws or by resolution of the Board, other members of committees need not be Directors of the Corporation. To the extent that the Board does not establish an Audit Committee, Finance Committee, Quality Committee, Governance Committee, and/or Investment Subcommittee, such Committees of the Visiting Nurse Service of New York shall act on behalf of the Corporation.

Section 6.02. Executive Committee and other Standing Committees. The Board may appoint, by resolution adopted by a majority of the entire Board, from among the Directors an Executive Committee and other standing committees, each consisting of

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three (3) or more Directors. All members of Executive Committee shall be Directors of the Corporation. The Executive Committee shall have all the authority of the Board, and other standing committees shall have such authority as designated by the resolution of the Board which establishes the committee, except that no committee shall have authority as to the following matters:

- (a) Amending or repealing the Certificate of Incorporation;
- (b) filling of vacancies in the Board or in any committee;
- (c) fixing compensation of the Directors for serving on the Board or on any committee;
- (d) amending or repealing the By-Laws or the adoption of new By-Laws;
- (e) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed; and
- (f) removing Directors.

If appointed, an Executive Committee shall be composed of the Chair of the Board, the Treasurer, the Secretary and such other Directors as the Board may appoint. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings of the Executive Committee shall be held at the call of any member of the Committee. The Chair of the Board and the Chair of the Executive Committee, if any, shall be members *ex-officio* of each committee.

Section 6.03 Quality Improvement Committee. The Corporation shall establish a Quality Improvement Committee, which shall establish and oversee standards of care as required by law or regulation. The membership of the Committee shall include a consumer and appropriate health professional persons including a physician. The committee shall meet at least four times each year to review policies and recommend changes to such policies to the Board for adoption; conduct clinical record reviews of the safety, adequacy, type and quality of services provided; prepare and submit a written summary of review finding to the Board for necessary action; and assist the agency in maintaining liaison with other health care providers in the community.

Section 6.05 Special Committees. The Board may create such additional special committees as it deems desirable, the members thereof to be appointed by the Chair of the Board. Such special committees shall have only the powers specifically delegated to them by the Board.

Section 6.06 Committees Other Than Standing or Special. Committees other than standing or special committees of the Board shall be committees of the Corporation. Members may be elected in the same manner as officers of the Corporation, or the Board may, by resolution, authorize officers of the Corporation or members of the staff to

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appoint members of such Committees. Provisions of these By-Laws and the Not-for-Profit Corporation Law applicable to officers generally shall apply to members of such committees.

Section 6.06 Committee Rules. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its own business. In the absence of a contrary provision by the Board or in the rules adopted by such committee, one-third of the number of members of each committee, but no fewer than three (3) Directors, shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article III of these By-Laws. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by such committee may be taken without a meeting if all members of such 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 committee shall be filed with the minutes of proceedings of such committee.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

Section 7.01 Indemnification. Unless clearly prohibited by law or Section 7.03 of these By-Laws, the Corporation shall indemnify any person (each an "Indemnified Person") made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after the adoption of this Section, (a) is or was a Director of the Board, officer of the Board, officer of the Corporation, and/or a Committee member, (b) was employed by the Corporation or who is or was a volunteer of the Corporation, or (c) in addition is serving or served, in any capacity at the request of the Corporation, as a trustee, Director, or officer of any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 7.02 Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction shall be paid. If indemnification has not been ordered by a court, the Board, acting by a quorum consisting of Directors who have no personal interest in the outcome and who are not parties to the action or proceeding concerning which indemnification is sought shall, upon written request by the

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Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws and the applicable law. If a quorum of disinterested Directors is not obtainable, the Board shall make its determination only after receiving the opinion of independent legal counsel that indemnification is proper in the circumstances under applicable law and these By-Laws.

Section 7.03 Prohibited Indemnification. The Corporation shall not indemnify any person under these By-Laws if either the Board in good faith or a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 7.04 Advancement of Expenses. The Corporation shall, on request of an Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 7.03 of these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 7.05 Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7.06 Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation or any person described in this section against any liability asserted against him or her to the full extent such indemnification is permitted by law.

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ARTICLE VIII

AMENDMENTS

Section 8.01 Amendments. These By-Laws may be amended or repealed, and new By-Laws may be adopted, (1) by the vote of the Member, at any annual meeting of the Member or at any special meeting of the Member called for that purpose, or (2) by the Board at any meeting of the Board of which at least three days' notice of the proposed amendment has been given in writing to the Directors. Amendments shall become effective upon approval by a vote of the Member or of a majority of those Directors of the Corporation who are present at such a meeting. Any By-Law adopted by the Board may be amended or repealed by the Member entitled to vote thereon as herein provided, and any By-Law adopted by the Member may be amended or repealed by the Board. Notwithstanding the previous sentence, any By-Law adopted by the Member may provide that such By-Law shall not be subject to amendment or repeal by the Board.

CERTIFICATE OF DISSOLUTION
OF
VNS CHOICE COMMUNITY CARE

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

I, Keith Patterson, being the Treasurer and Administrator of VNS CHOICE Community Care, a New York not-for-profit corporation (the “Corporation”), hereby certify:

1. The name of the Corporation is VNS CHOICE Community Care.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on January 8, 2003 under the New York Not-for-Profit Corporation Law (“NPCL”).

3. The names and addresses of the Corporation’s officers and directors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Daniel Savitt	Chair, President and Director	220 East 42 nd Street, New York, NY 10017
Keith Patterson	Treasurer, Administrator and Director	220 East 42 nd Street, New York, NY 10017
Joy Matias	Secretary and Director	220 East 42 nd Street, New York, NY 10017

4. The Corporation is a charitable corporation under Section 102(a)(3-a) and Section 201(c) of the NPCL.

5. At the time of authorization of the Corporation’s Plan of Dissolution pursuant to Section 1002 of the NPCL, the Corporation did not hold any assets legally required to be used for a particular purpose.

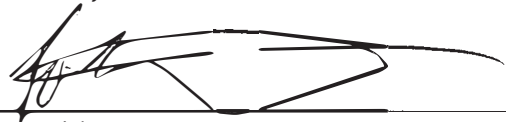
6. The Corporation elects to dissolve.

7. The dissolution of the Corporation was authorized by: (a) the unanimous written consent of the Board of Directors of the Corporation, and (b) the adoption of resolutions by unanimous vote at a duly convened meeting of the Board of Directors of the Corporation’s sole member.

8. The Corporation is a charitable corporation with no assets. Prior to the delivery of this Certificate of Dissolution to the Department of State for filing, a copy of the Corporation's 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.

[Remainder of page intentionally left blank. Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Dissolution of VNS CHOICE Community Care on this 14th day of November, 2024.

A handwritten signature in black ink, appearing to read 'Keith Patterson', is written over a horizontal line.

By: Keith Patterson

Title: Treasurer and Administrator

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
VNS CHOICE COMMUNITY CARE**

THE UNDERSIGNED, constituting all of the members of the Board of Directors (the "Board") of VNS CHOICE Community Care, a New York not-for-profit corporation (the "Corporation"), do hereby adopt and approve the following resolutions by unanimous written consent in lieu of a meeting of the Board pursuant to Section 708(b) of the New York Not-for-Profit Corporation Law ("NPCL"), effective as provided below in the WITNESS clause hereof:

WHEREAS, the Corporation was incorporated on January 8, 2003 for the purpose of maintaining and operating a licensed home care services agency ("LHCSA") pursuant to Article 36 of the Public Health Law;

WHEREAS, the Corporation's LHCSA operations and licenses were terminated on January 9, 2015 and its adult day care center operations terminated thereafter, and the Corporation has since been inactive, has no remaining assets and is no longer likely to be subject to a post-closure audit;

WHEREAS, the Board believes that it is in the best interests of the Corporation for the Corporation to wind down its affairs and dissolve in accordance with the Plan of Dissolution in the form attached hereto as *Exhibit A* (the "Plan"), which requires the Board's approval pursuant to Section 1001(a) of the NPCL;

WHEREAS, after the Plan is approved by the Board, it is required to be approved by the sole member of the Corporation, VNS CHOICE, a New York not-for-profit corporation (the "Sole Member"), in accordance with Section 1002(a) of the NPCL; and

WHEREAS, the terms of office of the Corporation's Officers have expired, and the Board desires to elect Officers in connection with effecting the Corporation's dissolution.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Board hereby authorizes and approves the dissolution of the Corporation and directs that the Corporation be dissolved in accordance with the Plan in the form attached hereto as *Exhibit A*, which Plan is hereby adopted by the Board as the plan of dissolution of the Corporation required pursuant to Section 1001(a) of the NPCL;

RESOLVED, that the Board hereby recommends to the Sole Member that it approve the dissolution of the Corporation and the Plan; and be it further

RESOLVED, that the Certificate of Dissolution of the Corporation is hereby approved substantially in the form attached hereto as *Exhibit B* (the "Certificate of Dissolution"); and be it further

RESOLVED, that the Petition to the New York State Attorney General for approval of the Corporation's Certificate of Dissolution is hereby approved substantially in the form attached hereto as *Exhibit C* (the "Petition"); and be it further

RESOLVED, that the following individuals are hereby elected as Officers of the Corporation, to the positions set forth below, to serve in accordance with the Corporation's Bylaws:

<u>Name</u>	<u>Title</u>
Daniel Savitt	Chair and President
Keith Patterson	Treasurer and Administrator
Joy Matias	Secretary

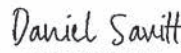
; and be it further

RESOLVED, that the Officers of the Corporation shall be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take all such actions as they reasonably deem necessary or advisable to carry out the intent of the foregoing resolutions and in furtherance of effecting the dissolution of the Corporation in accordance with the Plan, including, but not limited to: (i) making such changes to the Plan, the Certificate of Dissolution and/or the Petition as may be required by any governmental, regulatory or judicial authority or as advised by legal counsel; (ii) obtaining any required governmental, regulatory or judicial approvals, including, but not limited to, the approval of the Attorney General of the State of New York and the New York State Department of Taxation and Finance; (iii) following receipt of all required governmental, regulatory or other others approvals and consents, filing the Certificate of Dissolution with the New York Secretary of State substantially in the form attached hereto as *Exhibit B*; and (vi) executing and delivering all such agreements, documents, certificates and instruments necessary to carry out the Plan and consummate the dissolution of the Corporation, including closing any bank or other financial accounts and making all such tax and other filings as may be required by any governmental or regulatory agency or court, including but not limited to the filing of a final Form CHAR500 with the New York State Charities Bureau and final Form 990 with the Internal Revenue Service, the authority and necessity for the taking of such actions and the execution and delivery of such agreements, documents, certificates, and instruments to be conclusively evidenced thereby; and be it further

RESOLVED, that (a) this Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, (b) this Unanimous Written Consent may be executed and delivered by exchange of facsimile or PDF copies showing the signatures of each of the members of the Board, and those signatures need not be affixed to the same copy, and (c) the facsimile or PDF copies showing the signatures shall constitute originally signed copies of the same Unanimous Written Consent requiring no further execution.

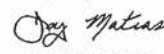
[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of VNS CHOICE Community Care, have executed this Unanimous Written Consent on the date set forth beneath their respective signatures below, to take effect as of the date on which the last Director has executed this Unanimous Written Consent below.

Signed by:

64047443E4684B2...
By: Daniel Savitt
Date: 10/28/2024

Signed by:

95179E4FA52C48D...
By: Keith Patterson
Date: 10/28/2024

Signed by:

9B2AB90864774E2...
By: Joy Matias
Date: 10/28/2024

**RESOLUTIONS
OF
VNS CHOICE
IN ITS CAPACITY AS
THE SOLE MEMBER
OF
VNS CHOICE COMMUNITY CARE**

WHEREAS, VNS CHOICE, a New York not-for-profit corporation ("CHOICE"), is the sole member of VNS CHOICE Community Care, a New York not-for-profit corporation ("CCC"),

WHEREAS, CCC was incorporated on January 8, 2003 for the purpose of maintaining and operating a licensed home care services agency ("LHCSA") pursuant to Article 36 of the Public Health Law, and has become inactive and has no assets;

WHEREAS, CCC's LHCSA operations and licenses were terminated on January 9, 2015 and its adult day care center operations terminated thereafter, and CCC has since been inactive, has no remaining assets and is no longer likely to be subject to a post-closure audit;

WHEREAS, the Board of Directors of CCC believes that it is in the best interests of CCC to wind down its affairs and dissolve, and has approved the dissolution of CCC in accordance with the Plan of Dissolution for CCC attached hereto as *Exhibit A* (the "Plan");

WHEREAS, CCC's Plan is required to be approved by its sole member, in accordance with Section 1002(a) of the New York Not-for-Profit Corporation Law, and the Board of Directors of CCC has recommended that CHOICE approve the dissolution of CCC and CCC's Plan, in CHOICE's capacity as CCC's sole member; and

WHEREAS, the Board of Directors of CHOICE believes that it is in the best interests of the Corporation and CCC for CCC to wind down its affairs and dissolve in accordance with the Plan.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Board hereby authorizes and approves the dissolution of CCC in accordance with the Plan in the form attached hereto as *Exhibit A*; and be it further

RESOLVED, that the Officers of the Corporation are hereby authorized and directed, in the name and on behalf of the Corporation, to take all such actions as they reasonably deem necessary or advisable to carry out the intent of the foregoing resolution and in furtherance of effecting the dissolution of CCC in accordance with the Plan, including, without limitation, to execute and deliver an Officer's Certificate certifying to the due adoption of these resolutions to the New York State Attorney General's Charities Bureau, and the authority and necessity for the taking of any and all such actions shall be conclusively evidenced thereby.

Exhibit A

**PLAN OF DISSOLUTION
OF
VNS CHOICE COMMUNITY CARE**

The Board of Directors of the VNS CHOICE Community Care, a New York not-for-profit corporation (the “Corporation”), has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution is in the best interest of the Corporation, and does hereby adopt the following Plan of Dissolution for the Corporation, and recommends it to the sole member of the Corporation for approval:

1. The Corporation has no assets or liabilities.
2. Other than the approval of the Attorney General, no approval of the dissolution of the Corporation by any governmental body or officer is required.
3. A Certificate of Dissolution of the Corporation shall be signed by an authorized Director or Officer and all required approvals shall be attached thereto.

Officer's Certification

I, Keith Patterson, Chief Financial Officer of VNS CHOICE, a New York not-for-profit corporation (the "Corporation"), hereby certify that the foregoing resolutions were duly adopted by a majority of the Directors of the Corporation's Board of Directors at a duly convened meeting held on the 5th day of November, 2024, at which a quorum was present throughout.



By: Keith Patterson

Officer Title: Chief Financial Officer

Date: November 6, 2024