

**New York State Department Of Health
Division of Legal Affairs
Memorandum**

TO: Lisa Thomson
Division Of Health Facility Planning

Colleen Frost, Executive Secretary
Public Health Council

FROM: Diana Yang, Senior Attorney
Bureau of House Counsel



DATE: November 15, 2011

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of Comprehensive Care Management Diagnostic and Treatment Center, 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 meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health Council from James E. Dering, General Counsel;
2. Photocopy of the proposed Certificate of Amendment of the Certificate of Incorporation;
3. Photocopy original and previous amendments to the Certificate of Incorporation.
4. A letter, dated September 29, 2011, from Stephanie Marcantonio, an attorney representing Comprehensive Care Management Diagnostic and Treatment Center, Inc., that provides additional information about the corporation.

Attachments

cc: C. Jolicoeur
J. Rothman
B. DelCogliano

**New York State Department Of Health
Division of Legal Affairs
Memorandum**

TO: Public Health Council

FROM: James E. Dering, General Counsel *JED*

DATE: November 15, 2011

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of Comprehensive Care Management Diagnostic and Treatment Center, Inc.

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of Comprehensive Care Management Diagnostic and Treatment Center, Inc. This not-for-profit corporation seeks approval to change its name to "CenterLight Healthcare Diagnostic and Treatment Center." The corporation is currently licensed to operate several Article 28 diagnostic and treatment centers located in Queens, Kings, Bronx and Suffolk Counties. Public Health Council approval for a change of corporate name is required by Not-for-Profit Corporation Law § 804 (a) and 10 NYCRR § 600.11 (a) (1).

Also attached is a letter, dated September 29, 2011, from Stephanie Marcantonio, an attorney representing Comprehensive Care Management Diagnostic and Treatment Center, Inc. As explained in that letter, the name change is in connection with a rebranding within the corporate membership structure.

The proposed Certificate of Amendment is in legally acceptable form.

Attachments

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
COMPREHENSIVE CARE MANAGEMENT
DIAGNOSTIC AND TREATMENT CENTER, INC.

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

The undersigned, being the President and Chief Executive Officer of Comprehensive Care Management Diagnostic and Treatment Center, Inc., does hereby certify that:

1. The name of the corporation is Comprehensive Care Management Diagnostic and Treatment Center, Inc. (the "Corporation"). The name under which it was formed was Beth Abraham Diagnostic and Treatment Center, Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 7, 1990. The law under which the Corporation was formed was the New York Not-for-Profit Corporation Law.

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

4. The Certificate of Incorporation is amended to change the corporate name. Article I of the Certificate of Incorporation is amended to read:

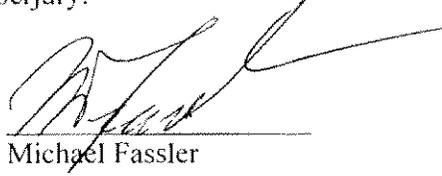
"The name of the Corporation is CenterLight Healthcare Diagnostic and Treatment Center (hereinafter called the "Corporation")."

5. The above amendment to the Certificate of Incorporation was authorized by a vote of the sole member of the Corporation at a duly convened and held meeting in accordance with Section 802 of the Not-for-Profit Corporation Law.

6. The Corporation designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her as follows:

612 Allerton Avenue
Bronx, New York 10467

IN WITNESS WHEREOF, I have signed this Certificate of Amendment to the Certificate of Incorporation this 28th day of September, 2011, and I affirm that the statements contained herein are true under penalties of perjury.

A handwritten signature in black ink, appearing to read "Michael Fassler", written over a horizontal line.

Michael Fassler
President and Chief Executive Officer

STATE OF NEW YORK
DEPARTMENT OF STATE

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



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on July 12, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF INCORPORATION

OF

BETH ABRAHAM DIAGNOSTIC AND TREATMENT CENTER, INC.

Under Section 402 of the
Not-For-Profit Corporation Law
of the State of New York

The undersigned, being a natural person of at least eighteen years of age, for the purpose of forming a corporation pursuant to the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

ARTICLE I

The name of the Corporation is Beth Abraham Diagnostic and Treatment Center, Inc. (hereinafter called the "Corporation").

ARTICLE II

The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102, and is a Type B corporation as defined in Section 201, of the Not-For-Profit Corporation Law of the State of New York.

ARTICLE III

The purposes for which the Corporation is organized are to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and within such limits:

(a) To organize, establish, maintain, and operate a diagnostic and treatment center in accordance with applicable law, such purposes to include, but not be limited to,

(i) providing services for the diagnosis, treatment, and preventive care of individuals enrolled in the Beth Abraham chronic care management, home health care, or adult day care programs; and (ii) providing physician services to the general community.

(b) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof and not prohibited by law or inconsistent with the other provisions of this Certificate of Incorporation.

(c) In accordance with the above, to have and exercise all powers available to corporations organized pursuant to the Not-For-Profit Corporation Law of the State of New York.

Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities set forth in subsections (b) through (n), subsections (p) through (s), or subsection (u) of Section 404 of the Not-For-Profit Corporation Law of the State of New York.

ARTICLE IV

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization,

termination, dissolution or winding up of this Corporation, voluntary or involuntary or by operation of law:

(a) The Corporation shall neither have nor exercise any power or authority, either expressly, by interpretation or by operation of law, nor directly nor indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an organization described in Section 501(c)(3) of the Internal Revenue Code.

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable, as compensation or otherwise, to its incorporators, directors, officers or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered, to make reimbursement in reasonable amounts for expenses actually incurred, and to make payments or distributions in reasonable amounts, whether pursuant to contractual arrangements or otherwise, in furtherance of the purposes set forth in ARTICLE III hereof. The foregoing provision shall not be construed to require the Corporation to pay compensation to or to reimburse incorporators, directors, officers or other private persons having an interest in the Corporation.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting, to influence legislation, unless

Section 501(h) of the Internal Revenue Code shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code.

(d) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(e) (1) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject it to tax on undistributed income under Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Internal Revenue Code.

ARTICLE V

Upon any dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred, subject to an order of a Justice of the Supreme Court of the State of New York, to one or more organizations which engage in activities substantially similar to those of the Corporation, and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

All references contained in this Certificate of Incorporation to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as amended, and to any corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

The Corporation is hereby authorized by resolution of the Board of Directors of the Corporation to accept subventions

from members or non-members on terms and conditions not inconsistent with the Not-For-Profit Corporation Law of the State of New York and to issue certificates therefor. Such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof, and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of Section 505 of the Not-For-Profit Corporation Law.

ARTICLE VIII

The office of the Corporation is to be located in the ~~City of New York~~, County of Bronx, State of New York.

ARTICLE IX

The names and addresses of the persons constituting the initial Board of Directors of the Corporation until the first annual meeting or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Edwin H. Stern, III	20 Broad Street New York, New York 10005
William A. Riesenfeld	136 East 56th Street New York, New York 10022
John A. Wiener	745 Fifth Avenue New York, New York 10151

~~ARTICLE II~~ *jan*

~~The period of duration of the Corporation is perpetual.~~ *SAW*

~~ARTICLE III~~ *X SAW*

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

612 Allerton Avenue
Bronx, New York 10467

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged this Certificate this *24th* day of *August*, 1987.

Incorporator

John A. Wiener
(signature)

John A. Wiener
745 Fifth Avenue
New York, New York 10151

IN WITNESS WHEREOF, this Certificate has been subscribed this *24th* day of *April*, 1990, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

John A. Wiener
(signature)

John A. Wiener
745 Fifth Avenue
New York, New York 10151

CERTIFICATE OF APPROVAL

HERBERT SHAPIRO

I, HERBERT SHAPIRO, the undersigned, a Justice of the Supreme Court of the State of New York in the Twelfth Judicial District, in which the office of Beth Abraham Diagnostic and Treatment Center, Inc. is to be located, do hereby approve the foregoing Certificate of Incorporation of Beth Abraham Diagnostic and Treatment Center, Inc. and consent that the same be filed.

DATED: APR 3 1990

Supreme Court, Bronx County
~~Special Term~~, Part 8
New York, New York

Justice, Supreme Court
Twelfth Judicial District

HERBERT SHAPIRO

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

March 12, 1990

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

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

Attorney General
State of New York

By: Assistant Attorney General

by Howard Holt

HOWARD HOLT
Associate Attorney

DATED: _____, 19

VERIFICATION

STATE OF New York
COUNTY OF NEW York } ss.

I, John A. Wiener, being duly sworn, depose and state that I am
the INCORPORATOR of Beth Abraham Diagnostic and Treatment Center, INC, the corporation
named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof
to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe
them to be true.

X John A. Wiener

Sworn to before me this 13th
day of February, 1970
Neil J. Garrioch
Notary Public

NOTARY PUBLIC STATE OF NEW YORK
COMMISSION EXPIRES FEBRUARY 17, 1981

(If executed outside one of the states of the United States or District of Columbia, the signature and authority of the foreign notary should be duly authenticated.)



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

PUBLIC HEALTH COUNCIL

November 2, 1989

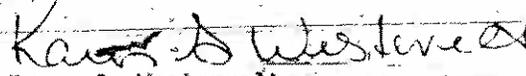
Mr. Len McNally
Associate Director of Planning
Beth Abraham Diagnostic and
Treatment Center
612 Allerton Avenue
Bronx, NY 10467

Re: Certificate of Incorporation of Beth Abraham Diagnostic and Treatment
Center, Inc.

Dear Mr. McNally:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken
at a meeting of the Public Health Council held on the 27th day of June, 1986,
I hereby certify that the Public Health Council consents to the filing of the
Certificate of Incorporation of Beth Abraham Diagnostic and Treatment Center,
Inc., dated August 4, 1987.

Sincerely,


Karen S. Westervelt,
Executive Secretary

RECEIVED

NOV 9 1989

ADMINISTRATION

10

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 07 1980

AMT. OF CHECK \$ 50
FILING FEE \$
TAX \$
COUNTY FEE \$
COPY \$
RECORDS \$
SPEC HANDLE \$

BY *Philly
Typed*

6138372

CERTIFICATE OF INCORPORATION
OF

BETH ABRAHAM DIAGNOSTIC AND TREATMENT CENTER, INC.

61132

MR

*CPR
Type B*

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MAY 3 4 04 PM '80

Filed by:

Mark A. Sterling
Hogan & Hartson
Columbia Square
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109

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ca*

RECEIVED
MAY 7 2 33 PM '80

FILED

STATE OF NEW YORK
DEPARTMENT OF STATE

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



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on July 12, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

A-4732-75

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BETH ABRAHAM DIAGNOSTIC AND TREATMENT CENTER, INC.**

7970501000360

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

Pursuant to the provisions of Section 803 of the Not-For-Profit Corporation Law, the undersigned, the Chairperson of the Board and Secretary of BETH ABRAHAM DIAGNOSTIC AND TREATMENT CENTER, INC., a corporation organized under the New York Not-For-Profit Corporation (the "Corporation"), do hereby certify:

FIRST: That the name of the Corporation is BETH ABRAHAM DIAGNOSTIC AND TREATMENT CENTER, INC.

SECOND: That the Certificate of Incorporation of the Corporation was filed by the Department of State, Albany, New York on the 7th day of May, 1990. The Corporation was formed under the Membership Corporations Law of the State of New York. The name under which the Corporation was formed is "Beth Abraham Diagnostic and Treatment Center, Inc."

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. It is a Type B corporation, as defined in Section 201 of the Not-For-Profit Corporation Law and shall hereafter continue to be a Type B corporation under the Not-For-Profit Corporation Law.

FOURTH: Article (1) of the Certificate of Incorporation which sets forth the name of the Corporation, is hereby amended to read:

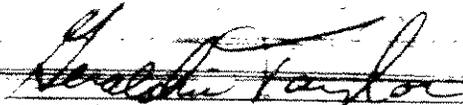
ARTICLE I

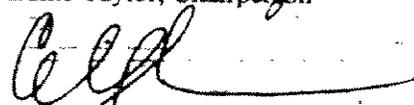
The name of the Corporation is Comprehensive Care Management Diagnostic and Treatment Center, Inc.

FIFTH: This amendment to the Certificate of Incorporation was authorized by resolution adopted by Unanimous Written Consent of the Board of Directors of the Corporation in Lieu of Meeting dated 12/11, 1996.

SIXTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is c/o 612 Allerton Avenue, Bronx, New York 10467.

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed by the undersigned this 11th day of March, 1996, and the statements contained herein are affirmed as true under penalties of perjury.

By: 
Geraldine Taylor, Chairperson

By: 
Cejia Zuckerman, Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
BETH ABRAHAM DIAGNOSTIC AND TREATMENT CENTER, INC.**

Action By Unanimous Written Consent of
the Board of Directors

The undersigned, being all of the members of the Board of Directors of Beth Abraham Diagnostic and Treatment Center, Inc., a New York not-for-profit corporation, do hereby adopt, by unanimous consent in writing, the following resolution effective as of the date hereof with the same force and effect as if such resolution had been unanimously adopted at a duly convened meeting of the Board of Directors of Beth Abraham Diagnostic and Treatment Center, Inc.:

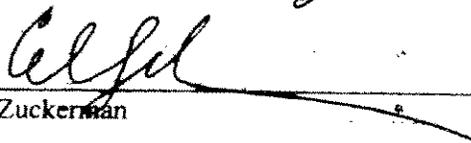
WHEREAS, the Board of Directors of Beth Abraham Diagnostic and Treatment Center, Inc. has determined that it is in the best interests of Beth Abraham Diagnostic and Treatment Center, Inc. to change its name to "Comprehensive Care Management Diagnostic and Treatment Center, Inc.;"

THEREFORE, BE IT RESOLVED, that the Board of Directors hereby ratifies, approves and authorizes Beth Abraham Diagnostic and Treatment Center, Inc. to change its name to "Comprehensive Care Management Diagnostic and Treatment Center, Inc.;" and

RESOLVED FURTHER, that the appropriate officers and staff of Beth Abraham Diagnostic and Treatment Center, Inc., or any one or more of them, hereby are authorized and directed to do all things, to take all actions and to execute, deliver, and file all documents, approvals and instruments in the name and on behalf of Beth Abraham Diagnostic and Treatment Center, Inc. as may be necessary or convenient in effecting the foregoing resolution.

IN WITNESS WHEREOF, this Action by Unanimous Written Consent of the Board of Directors in Lieu of Meeting has been duly executed as of the 11 day of December, 1996.


Geraldine Taylor


Celia Zuckerman


Susan Aldrich



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

PUBLIC HEALTH COUNCIL

DUPLICATE - ORIGINAL LOST

March 24, 1997

Ms. Lori H. Lahn
Beth Abraham Health Services
612 Allerton Avenue
Bronx, New York 10467

Re: Certificate of Amendment of Certificate of Incorporation of Beth Abraham, Diagnostic and Treatment Center, Inc.

Dear Ms. Lahn:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 21st day of March, 1997, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of Beth Abraham Diagnostic and Treatment Center, Inc. hereafter to be known as Comprehensive Care Management Diagnostic and Treatment Center, Inc. dated December 11, 1996 is approved.

Sincerely,

Karen S. Westervelt
Executive Secretary

F 970501000360
RELYEA-75

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

OF

BETH ABRAHAM DIAGNOSTIC AND TREATMENT
CENTER, INC.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 01 1997
TAX S
BY:

Filed By:
Relyea Services, Inc.
P.O. Box 5167
Albany, New York
12205-0167

Bronx

RELYEA-75

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970501000368

CADWALADER

Cadwalader, Wickersham & Taft LLP
New York London Charlotte Washington Beijing

One World Financial Center, New York, NY 10281
Tel 212 504 6000 Fax 212 504 6666
www.cadwalader.com

September 29, 2011

RECEIVED

SEP 30 2011

NYS DEPARTMENT OF HEALTH
DIVISION OF LEGAL AFFAIRS
BUREAU OF HOUSE COUNSEL

VIA FEDERAL EXPRESS

Susan A. Sullivan, Esq.
Bureau of House Counsel
New York State Department of Health
Empire State Plaza
Corning Tower, 24th Floor
Albany, New York 12237-0031

Re: Comprehensive Care Management Diagnostic and Treatment Center, Inc.
(Proposed Name Change)

Dear Ms. Sullivan:

As discussed by telephone, Comprehensive Care Management Diagnostic and Treatment Center, Inc. ("CCM DTC") previously provided to you a proposed form of its Certificate of Amendment to the Certificate of Incorporation that would change its corporate name to CenterLight Healthcare Diagnostic and Treatment Center. The proposed name change is in connection with a rebranding being undertaken by Bethco Corporation, which will be renamed CenterLight Health System. Bethco Corporation is the sole corporate member of Comprehensive Care Management Corporation, which is in turn the sole corporate member of CCM DTC. Comprehensive Care Management Corporation will be renamed CenterLight Healthcare. The proposed name change to CenterLight Healthcare Diagnostic and Treatment Center will reflect the relationship of the diagnostic and treatment center to CenterLight Health System and CenterLight Healthcare.

Enclosed is a copy of the executed Certificate of Amendment of the Certificate of Incorporation of CCM DTC for submission to the Public Health and Health Planning Council.

Susan A. Sullivan, Esq
September 29, 2011

Please call me at (212) 504-6749 if you have any questions or comments. Thank you for your assistance.

Sincerely yours,


Stephanie Marcantonio

SM/mls

Enclosures

cc: Christie O'Toole
Paul W. Mourning, Esq.