



STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council

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

DATE: October 27, 2014

SUBJECT: Proposed Certificate of Amendment to the Application of Authority for the Debutante Cotillion and Christmas Ball, Inc. ("the Foundation")

Attached is the proposed Application of Authority for the Debutante Cotillion and Christmas Ball, Inc. This Delaware not-for-profit corporation seeks to amend its Application for Authority to specifically name the New York and Presbyterian Hospital and New York-Presbyterian/Lower Manhattan Hospital as recipient to fundraising activities. The corporation was formed to continue a multi-generation tradition of holding the Debutante Cotillion and Christmas Ball, which has been held every year in New York City since 1935. The corporation also intends to conduct other activities with charitable fundraising in mind. Monies raised from the event benefited New York Hospital, which was merged with and into New York and Presbyterian Hospital ("NYPH") in July 2013. It is currently a division of NYPH known as New York-Presbyterian/Lower Manhattan Hospital – which will be specifically named in the Application of Authority. Public Health and Health Planning Council approval for a change of corporate name is required by Not-for-Profit Corporation Law § 804(a), § 404(o) and (t) and 10 NYCRR § 600.11(a)(2).

The following documents and information are attached in support of the Foundation's request for approval.

1. A letter dated September 2, 2014, from Victor Cohen, counsel to the Foundation, requesting the approval of the Certificate of Amendment to the Application of Authority for the Foundation and a description of the fundraising activities to be undertaken by the Foundation;
2. A copy of the Certificate of Incorporation filed with the Secretary of State of the State of Delaware on February 25, 2013;
3. A copy of the Application of Authority filed with New York State's Department of State on March 4, 2013;

4. The proposed Certificate of Amendment of the Application of Authority;
5. A copy of the Foundation's Bylaws;
6. A letter from New York Presbyterian Hospital acknowledging that it will accept funds raised by the Foundation;
7. A list of the Board of Directors of the Foundation, which includes their names, addresses, occupations, employers and affiliations in the past ten years with other charitable affiliations.

The Department has no objection to the proposed changes and the proposed certificate of amendment of the application of authority is in legally acceptable form.

JD/DY

Attachments

LEVIN & GLASSER, P.C.

420 LEXINGTON AVENUE — 28TH FLOOR
NEW YORK, NEW YORK 10170
(212) 867-3636
FACSIMILE (212) 661-2446

STEVEN I. LEVIN
DAVID G. GLASSER
DAVID J. NATHAN
VICTOR COHEN
ROSEMARY B. BOLLER
DOUGLAS M. LEHMAN
STEPHEN C. GREENE
JAY GINSBERG

OF COUNSEL
MICHAEL J. FIRESTONE
PAUL G. BURNS

JESSICA L. MILLER

September 2, 2014

Via E-mail and Federal Express

Ms. Mary Callahan, Esq.
Director, Bureau of House Counsel
Division of Legal Affairs
NYS Department of Health
Corning Tower
Rm 2484
Empire State Plaza
Albany, New York 12237



Re: Debutante Cotillion and Christmas Ball, Inc./Request for Approval
of the Public Health and Health Planning Council

Dear Ms. Callahan:

We are counsel to Debutante Cotillion and Christmas Ball, Inc. (“DCCB”), a Delaware corporation formed for charitable purposes. DCCB submits this letter and the accompanying documents to request the Public Health and Health Planning Council’s (“PHHPC”) approval of the enclosed Certificate of Amendment to DCCB’s Application for Authority and its filing with the Department of State of New York. The Certificate includes the stated purpose to solicit contributions for the benefit of a licensed hospital located in New York, to wit, The New York and Presbyterian Hospital (“NYPH”), and we understand approval or consent of the PHHPC is required pursuant to sections 404 (o) and (t) and 1304 of the New York Not-For-Profit Corporation Law.

By way of background, DCCB was formed by its initial Board of Directors to continue a multi-generation tradition and activities conducted with charitable fundraising in mind. Each year since 1935, the Debutante Cotillion and Christmas Ball has been held in New York. Historically, the monies raised from the event benefited New York Downtown Hospital and its predecessors (“Downtown Hospital”) and the Ball was often referred to as the “Infirmary Ball.” Effective July 1, 2013, Downtown Hospital merged with and into NYPH, and by operation of

law became a division of NYPH known as New York-Presbyterian/Lower Manhattan Hospital. DCCB's Directors intend to continue the tradition of holding the aforementioned annual event and the net proceeds raised from the event and any other activities will be used to benefit NYPH through its New York-Presbyterian/Lower Manhattan Hospital. DCCP has conducted no activities to date since its formation. Although it has been formed with the approval of NYPH, DCCP will have no corporate relationship with NYPH or any other licensed supported organization nor will it be controlled by NYPH or any other entity.

The following documents are enclosed in support of DCCB's request for approval:

1. Copy of DCCB's Certification of Incorporation filed with the Secretary of State of the State of Delaware on February 25, 2013
2. Copy of DCCB's Application for Authority filed with the New York's Department of State on March 4, 2013
3. The proposed Certificate of Amendment of the Application for Authority
4. A copy of DCCB's Bylaws
5. A letter from New York Presbyterian Hospital acknowledging that it will accept funds raised by DCCB
6. A list of the Board of Directors of DCCB which includes their names, addresses, occupations, employers, and affiliations in the past ten years with other charitable affiliations.

Please direct any official communications regarding this request to the undersigned and do let me know should you have any questions or requests for additional information.

Very truly yours,



Victor Cohen

cc: Board of Directors of DCCB

CERTIFICATE OF INCORPORATION

OF

THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

The UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware, hereby certifies:

FIRST: The name of the corporation is: The Debutante Cotillion and Christmas Ball, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 3500 S. Dupont Highway, Dover, Delaware 19901, County of Kent. The name of its registered agent at such address is W/K Incorporating Services, Inc.

THIRD: The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). In furtherance of such purposes, the Corporation shall raise money to benefit non-for-profit organizations in the State of New York. The Corporation may engage in any and all other charitable activities within the meaning of Section 501(c)(3) of the Code and shall engage in any and all lawful activities incidental to the foregoing purposes, including any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the General Corporation Law of the State of Delaware as now in effect or as may hereafter be amended.

FOURTH: The Corporation shall not have the authority to issue capital stock.

FIFTH: The Corporation shall have no members and the number of directors shall be fixed by, or in the manner provided in the bylaws.

SIXTH: The name and mailing address of the Incorporator is:

Lawrence A. Kirsch, 90 State Street, Suite 815, Albany, NY 12207.

SEVENTH: The duration of the existence of the Corporation is perpetual.

EIGHTH: Except as otherwise provided by law, or in any bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of

the Corporation shall be exercised by the Board of Directors of the Corporation.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Delaware), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, shall be distributed to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or shall be distributed to one or more state or local governmental units to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county or district in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

ELEVENTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided,

however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 25th day of February, 2013.

Lauren A. Kirsch

H:\Clients\Debutante Cotillion&Christmas Ball\645-13 Incorporation\Documents\Debutante cert of incorp..DOCX

DBV 715826802

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0250923

DATE: 03-01-13

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

APPLICATION FOR AUTHORITY
OF
THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

(Insert Name of Foreign Corporation)

Under Section 1304 of the Not-for-Profit Corporation Law

FIRST: The name of foreign corporation is:

THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

If the name of the corporation does not contain a required word or abbreviation indicating corporate character, the corporation agrees to add the following word or abbreviation
_____ to the end of its name for use in this state.

If the corporation's true name is not available for use in this state pursuant to §301 and §302 of the Not-for-Profit Corporation Law, the fictitious name the corporation agrees to use in New York State is: _____

SECOND: The jurisdiction in which the corporation was organized is:

Delaware

The date of its incorporation is: February 25, 2013

THIRD: The corporation is a foreign corporation as defined in section 102(a)(7) of the Not-for-Profit Corporation Law.

FOURTH: The corporation is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH:

A. The purpose or purposes to be pursued in this state and the activities which it proposes to conduct in this state are:

To organize and operate an an annual Dubutante Collillion and Christmas Ball; to solicit donations from interested individuals and other interested organizations and foundations, agencies, institutions, associations and corporations and to administer and expend such funds for the promotion of the event; to solicit sponsors, contributions and participants to produce the event; to hold, organize and conduct meetings on issues regarding the advertising and promotion of this event; to solicit, collect and otherwise receive funds from public and private sources and to expend same in furtherance of the corporate goals and purposes.

A. Continued.

B. If the corporation is a Type C corporation, the lawful public or quasi-public objective which each business purpose will achieve is:

The lawful public or quasi-public objective which the above business purpose will achieve is to create an opportunity to provide financial support to charitable organizations.

The corporation is authorized to conduct the above activities in its jurisdiction of incorporation.

SIXTH: The county within this state in which the office of the corporation is to be located is: New York. (A county in New York State must be stated. Please note that the corporation is not required to have an actual physical office in this state.)

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

Humes & Wagner, Esqs., 147 Forest Avenue, P.O. Box 546, Locust Valley, NY 11560

EIGHTH: (Please check the appropriate statement.)

The corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state except as set forth in paragraph (b) of Section 1301 of the Not-for-Profit Corporation Law.

The consent of the State Tax Commission is attached.

Lawrence A. Kirsch

(Signature)

Authorized Person

(Signer's Title)

Lawrence A. Kirsch

(Print or Type Signer's Name)

APPLICATION FOR AUTHORITY
OF
THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

(Insert Name of Foreign Corporation)

Under Section 1304 of the Not-for-Profit Corporation Law

Filer's Name Humes & Wagner, Esqs.

Address 147 Forest Avenue, P.O. Box 546

City, State and Zip Code Locust Valley, NY 11560

NOTE: The certificate must be submitted with a \$135 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. **Attached to the Application for Authority must be a Certificate of Existence from the official who files and maintains corporate records in the jurisdiction of the corporation.** *(Please Note: This official is generally the Secretary of State and many jurisdictions refer to the Certificate of Existence as a Certificate of Good Standing.)* **Please be sure to review Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this application for authority.**

For Office Use Only

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CERTIFICATE OF AMENDMENT
OF THE APPLICATION FOR AUTHORITY
OF
THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

Under Section 1309 of the Not-for-Profit Corporation Law

1. The name of the corporation as it appears on the index of names in the Department of State is:

THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

2. The jurisdiction of incorporation of the corporation is:

DELAWARE

3. The date on which the corporation was authorized to conduct activities in New York State is:

March 4, 2013

4. Article Fifth of the Application for Authority is hereby amended in its entirety to read as follows:

FIFTH:

- A. The purpose or purposes to be pursued in this state and the activities which it proposes to conduct in this state are:

To organize and operate an annual Debutante Cotillion and Christmas Ball which will serve to raise funds for charities, specifically The New York and Presbyterian Hospital through its New York-Presbyterian/ Lower Manhattan Hospital; to solicit donations from interested individuals and other interested organizations and foundations, agencies, institutions, associations and corporations and to administer and expend such funds for the promotion of the event to raise funds for such purpose; to solicit sponsors, contributions and participants to produce the event; to hold, organize and conduct meetings on issues regarding the advertising and promotion of this event; to solicit, collect and otherwise receive funds from public and private sources and to expand same in furtherance of the corporate goals and purposes.

- B. The lawful public or quasi-public objective which each business purpose will achieve is:

To create an opportunity to provide financial support to charitable organizations, specifically The New York and Presbyterian Hospital through its New York-Presbyterian/ Lower Manhattan Hospital.

The corporation is authorized to conduct the above activities in its jurisdiction of incorporation.

C. Nothing contained in the Certificate of Incorporation, the Application for Authority or this Certificate of Amendment shall authorize the corporation to establish, operate or maintain a hospital, a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan, as provided for by Articles 28, 36, 40 and 44, respectively, of the Public Health Law, to provide hospital service or health related service, to establish, operate or maintain an adult care facility, as provided for by Article 7 of the Social Services Law, or to solicit any funds, contributions or grants, from any source, for the establishment or operation of any adult care facility.

5. The above amendments to the Application for Authority of the corporation were authorized by the Board of Directors.

s/Frances G. Laserson
Frances G. Laserson, President

CERTIFICATE OF AMENDMENT
OF THE APPLICATION FOR AUTHORITY
OF
THE DEBUTANTE COTILLION AND CHRISTMAS BALL, INC.

Under Section 1309 of the Not-for-Profit Corporation Law

Filed by:

Levin & Glasser, P.C.
420 Lexington Avenue
Suite 2818
New York, NY 10170

4

**Conformed Copy
Adopted as of
April 24, 2013**

**Bylaws
of
The Debutante Cotillion and Christmas Ball, Inc.**

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ARTICLE I.

NON - MEMBERSHIP

1.1. No Members. The Debutante Cotillion and Christmas Ball, Inc. (the "Corporation") shall be a nonmember corporation. The Corporation shall act through its Board of Directors or any appointed Chief Executive Officer or President as duly authorized representatives.

ARTICLE II.

BOARD OF DIRECTORS

2.1. Initial Directors. The initial Board of Directors of the Corporation shall be : **Fran Laserson, Kathryn George Tyree, Ritchey Howe, Troland S. Link and Alice Ross.**

2.2. General Powers. The business, property and affairs of the Corporation shall be managed by, or under the direction of, the Board. The Board may delegate the management of the day-to-day operations of the Corporation to the officers or other persons provided that the business and affairs of the Corporation shall be managed by and all corporate powers shall be exercised under the ultimate direction of the Board.

2.3. Number, Qualifications, Appointment, and Tenure of the Directors.

(a) The number of directors constituting the entire Board shall be a minimum of three or such greater number as may be fixed from time to time by action of the Member or by a majority of the entire Board. The use of the phrase "entire Board" herein refers to the total number of directors which the Corporation would have if there were no vacancies.

(b) Directors shall be appointed by the Board of Directors. Directors shall serve for one year terms and until their successors are appointed by the Member, or until their earlier resignation or removal.

(c) Directors may serve unlimited successive terms.

2.4. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall from time to time determine.

2.5. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board, the President or a majority of the directors then in office.

2.6. Notice. A notice of the place, date and time of each meeting of the Board shall be given to each director by mail or electronic transmission at least two days before a special meeting, or by telephoning or emailing the same or by delivering the same personally not later than the day before the day of the special meeting. Notice need not be given of regular meetings of the Board held at times and places fixed by the Board.

2.7. Quorum and Manner of Acting. A majority of the directors then in office shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting from time to time to another time and place without notice. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law or in these bylaws (e.g., § 2.9 (acting by written consent), § 2.12 (filling vacancies), § 3.2 (appointing Board Committees), and § 6.5 (amending bylaws)). Voting by proxy is not permitted.

2.8. Meeting Organization. The Board may elect a Chair of the Board. The Chair shall preside at all meetings of the Board and shall have such other powers and duties as may from time to time be assigned by the Board. The Secretary of the Corporation shall act as secretary at all meetings of the Board when present, and, in the Secretary's absence, the presiding person may appoint any person to act as secretary of the meeting.

2.9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board, or any committee thereof, may be taken without a meeting if all the members of the Board or of such committee consent thereto in writing (including by electronic transmission), and the writings are filed with the minutes of the Board or committee.

2.10. Meeting By Telephone or Similar Communications Equipment. The members of the Board, or any committee thereof, may participate in any meeting through conference calls or other forms of communication that permit participants to hear and be heard by all other participants, and participation in such meeting shall constitute the presence in person by such member at such meeting.

2.11. Resignation and Removal. Any director may resign at any time upon written notice to the Corporation and such resignation shall take effect upon receipt thereof by the Chair, President, or Secretary, unless otherwise specified in the resignation. One or more of the directors may be removed, with or without cause, by a majority of the directors at a Board meeting at which a quorum is present, provided that written notice of such removal is given to any director so removed.

2.12. Vacancies. Vacancies on the Board, whether caused by resignation, death, disqualification, removal, an increase in the authorized number of directors or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director, or by

action of the Member. A director elected to fill a vacancy shall serve for the unexpired portion of the term.

ARTICLE III.

COMMITTEES

3.1. Board Committees. The Board may establish one or more Committees, which shall have the duties and responsibilities set forth by the Board. The Board may, by a resolution adopted by a majority of the directors then in office, appoint directors to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Each Board Committee shall have one or more directors. Board Committees shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent provided in the resolution of the Board or in the bylaws; but no Board Committee shall have the power or authority in reference to: (a) amending the certificate of incorporation or bylaws, (b) adopting an agreement of merger or consolidation, (c) recommending to the Member the sale, lease or exchange of all or substantially all of the Corporation's assets, (d) recommending to the Member a dissolution of the Corporation or a revocation of a dissolution, (e) any other actions which require the approval of the entire Board or the Member under applicable law or these bylaws, (f) filling vacancies in the Board or any committee, (g) fixing compensation of the directors for serving on the Board or on any committee, (h) electing, appointing or removing any member of any committee or any director or officer, or (i) amending or repealing any resolution of the Board. Each Board Committee shall keep minutes of its proceedings, and actions taken by a Board Committee shall be reported to the Board.

3.2. Advisory Committees. The Board may establish one or more Advisory Committees to the Board. Advisory Committees may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be restricted to giving advice and making non-binding recommendations to the Board, Board Committees or the President, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board, Board Committee, or President.

3.3. Executive Committee. The Board may, by resolution, establish an Executive Committee, which shall have the authority to make decisions on behalf of the Board on administrative matters and time-critical matters that arise between Board meetings. The Executive Committee shall have such other duties and responsibilities as may be set forth in more detail in the Committee charter as approved by the Board from time to time.

3.4. Quorum and Manner of Acting. Except as otherwise provided by law or Board resolution, the presence of a majority of the members of a committee shall

constitute a quorum for the transaction of business by that committee, and in every case where a quorum is present the affirmative vote of a majority of the members of the committee present shall be the act of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of such absent or disqualified member.

3.5. Term and Termination. In the event any person shall cease to be a director of the Corporation, such person shall simultaneously therewith cease to be a member of any Board Committee.

ARTICLE IV.

OFFICERS

4.1. Election and Qualifications. The Board shall elect the officers of the Corporation, which shall include a President, a Treasurer, and a Secretary. The officers may include, by election or appointment, one or more Vice-Presidents (any one or more of whom may be given an additional designation of rank or function), and such assistant secretaries, such assistant treasurers and such other officers as the Board may from time to time deem proper. Each officer shall have such powers and duties as may be prescribed by these bylaws and as may be assigned by the Board or the President. Any two or more offices may be held by the same person except that no one person may hold the offices of both President and Treasurer.

4.2. Election and Term. All officers shall be elected by the Board and shall serve one year and thereafter until such time as their respective successors are elected and qualified or until their earlier resignation or removal. Any vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board.

4.3. Resignation and Removal. Any officer may resign at any time upon written notice to the Corporation and such resignation shall take effect upon receipt thereof by the President or Secretary, unless otherwise specified in the resignation. Any officer may be removed from office, with or without cause, at any time by the Board.

4.4. President. The President shall be the President of the Corporation, and shall have such duties as customarily pertain to that office. The President shall have general management and supervision of the property, business and affairs of the Corporation and over its other officers and may execute and deliver in the name of the Corporation powers of attorney, contracts, and other obligations and instruments.

4.5. Vice President. A Vice-President may execute and deliver in the name of the Corporation contracts and other obligations and instruments pertaining to the

regular course of the duties of said office, and shall have such other authority as from time to time may be assigned by the Board or the President.

4.6. Treasurer. The Treasurer shall in general have all duties incident to the position of Treasurer including custody of all funds and securities of the Corporation, shall be responsible for the receipt and disbursement of all monies of the Corporation, and shall perform such other duties as may be assigned by the Board. The Treasurer shall keep proper books of accounts of such receipts and disbursements and shall prepare financial statements consistent with generally accepted accounting principles in such forms and at such times as may be required by the Board.

4.7. Secretary. The Secretary shall in general have all duties incident to the position of Secretary including custody of the books, records, and documents (other than those maintained by the Treasurer), and shall attest deeds, contracts, leases and other legal instruments and formal documents and shall perform such other duties as may be assigned by the Board or the President.

4.8. Assistant Officers. Any assistant officer shall have such powers and duties of the officer such assistant officer assists as such officer or the Board shall from time to time prescribe.

4.9. Other Officers. Other officers may be elected by resolution of the Board and shall have such powers and duties as may be prescribed in such resolution.

ARTICLE V.

BOOKS, RECORDS AND AUDITS

5.1. Books and Records. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Board and the Board Committees.

5.2. Audits. The accounts of the Corporation shall be audited as required by the Board, in accordance with generally accepted auditing standards, by independent certified public accountants or independent licensed public accountants certified or licensed by a regulatory authority of a state or other political subdivision of the United States.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

6.1. Indemnification of Directors and Officers.

(a) The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended,

any person ("Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation, or while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in such Proceeding. Notwithstanding the preceding sentence, except as provided in paragraph (c) of this Article the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

(b) The Corporation shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; *provided, however*, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

(c) If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) under this Article is not paid in full within sixty days after a written claim therefor by the Indemnified Person has been received by the Corporation, or a claim for advancement of expenses under this Article is not paid in full within thirty days after any statement therefor has been received by the Corporation, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(d) Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

(e) The rights conferred on any Indemnified Person by this Article shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the Certificate of Incorporation, these Bylaws or any agreement, or any action of disinterested directors or otherwise. This Article shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to

indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

(f) In no case, however, shall the Corporation indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

6.2. Manner of Notice. Except as otherwise provided herein or permitted by law, notices to directors shall be in writing and delivered in any manner permitted by the DGCL.

6.3. Waiver of Notice. Notice need not be given to any director who submits a written waiver of notice signed by him or her whether before or after the time stated therein. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any waiver of notice.

6.4. Amendments to Bylaws. These bylaws may be amended or repealed, and new bylaws may be adopted by a majority of the directors then in office.

Adopted by the Board of Directors on April 24, 2013

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Michael J. Fosina
Senior Vice President
Chief Operating Officer

NewYork-Presbyterian
Lower Manhattan Hospital
170 William Street
New York, NY 10038

TEL 212 312 5175
FAX 212 312 5977

mfosina@nyp.org

August 20, 2014

Ms. Mary Callahan
Director, Bureau of House Counsel
Division of Legal Affairs
NYS Department of Health
Corning Tower
Rm 2484
Empire State Plaza
Albany, New York 12237

Dear Ms. Callahan:

We are advised that Debutante Cotillion and Christmas Ball, Inc. ("DCCB") intends to file an amended Application for Authority with the NYS Department of State, which includes the stated purpose of soliciting funds to benefit The New York and Presbyterian Hospital ("NYPH") through its NewYork-Presbyterian/Lower Manhattan Hospital. We further understand that pursuant to section 404 of the Not-For-Profit Corporation Law, the consent of the Public Health and Health Planning Council ("PHHPC") is required with respect to the aforementioned filing and that as part of its review to grant consent, PHHPC requires an acknowledgment that the supported organization will accept the funds raised for the organization's benefit.

The undersigned officer of NYPH confirms by this letter that NYPH will accept funds raised for its benefit by DCCB.

Very truly yours,



Michael J. Fosina, FACHE

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Debutante Cotillion and Christmas Ball, Inc.

Board of Directors and Officers

Name and Address; Title with DCCB	Occupation and Address	Affiliations
<p>Frances G. Laserson 1130 Park Avenue New York, NY 10128</p> <p>Director; Chair of the Board, President</p>	<p>President The Moody's Foundation 7 World Trade Center at 250 Greenwich St. New York, NY 10007</p>	<p>Present: Board member, Autism360; Board member, Prep for Prep; Board member, The Center for Talent Innovation</p> <p>Past: President, Board of Trustees of Brick Presbyterian Church of New York; Vice Chairman, New York Downtown Hospital; Emerita Trustee, Kent Place School and Sweet Briar College</p>
<p>Troland S. Link 211 Central Park West New York, NY 10024</p> <p>Director; Secretary</p>	<p>Senior Counsel Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017</p>	<p>Present: Board member, American University in Cairo; Knickerbocker Club; Board member, Provident Loan Society of New York; Board member, Shakespeare Society; Board member, William and Mary Greeve Foundation</p> <p>Past: Board member: New York Downtown Hospital</p>
<p>Ritchey Howe 45 East 72nd Street New York, NY 10021</p> <p>Director</p>		<p>Present: Board member, The Meadow Club of Southampton; Board Secretary, The Bathing Corporation of Southampton; Executive Committee member, The Women's Board of the Boys Club of New York</p> <p>Past: Board member, The Knickerbocker Cotillion, Inc.</p>
<p>Alice Ross 1130 Park Avenue New York, NY 10128</p> <p>Director</p>		<p>Present: Board member, The Preservation Society of Newport; Member, Boys Club of New York Women's Board; Board member, Johnson Center for Child Health and Development</p> <p>Past: Member, New York Advisory Board for Fellowship of Christian Schools and Universities</p>
<p>Kathryn George Tyree 126 East 65th Street New York, NY 10065</p> <p>Director; Treasurer</p>	<p>Partner Brown Brothers Harriman & Co. 140 Broadway New York, NY 10005</p>	<p>Present: President, The Gillen Brewer School; Trustee of Episcopal High school</p> <p>Past: Treasurer of the Board of New York Downtown Hospital; Member, Board of Fellows of Trinity College</p>