



STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Lisa Thomson
Division of Health Facility Planning

Colleen Frost, Executive Secretary
Public Health and Health Planning Council

FROM: Megan E. Mutolo, Senior Attorney
Bureau of House Counsel

DATE: November 4, 2014

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of The Health Science Center Foundation at Syracuse, 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 and Health Planning Council from James E. Dering, General Counsel;
- 2) A letter dated October 31, 2014 from Scott R. Leuenberger, attorney for the applicant; and
- 3) Proposed Certificate of Amendment of the Certificate of Incorporation of The Health Science Center Foundation at Syracuse, Inc.

Attachments

cc: C. Jolicoeur
K. McCarthy



STATE OF NEW YORK - DEPARTMENT OF HEALTH

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: James E. Dering, General Counsel 

DATE: November 4, 2014

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of The Health Science Center Foundation at Syracuse, Inc.

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of The Health Science Center Foundation at Syracuse, Inc. This not-for-profit corporation seeks approval to change its name to "Upstate Foundation, Inc." The corporation currently solicits contributions to support SUNY Upstate Medical University. Public Health and Health Planning Council approval for a change of corporate name is therefore required by Not-for-Profit Corporation Law § 804 (a) and 10 NYCRR § 600.11 (a) (2).

Also attached is a letter dated October 31, 2014 from Scott R. Leuenberger, attorney for the corporation. As explained in that letter, the name change is in addition to amendments that clarify the corporations purposes and to ensure that all necessary language is included relating to the Internal Revenue Code § 501(c)(3). These other amendments do not require the Council's approval.

The Department has no objection to the proposed name change, and the proposed Certificate of Amendment is in legally acceptable form.

Attachments

SCOTT R. LEUENBERGER, ESQ.
sleuenberger@bsk.com
P: 315.218.8393
F: 315.218.8467

October 31, 2014

VIA E-MAIL

Megan Mutolo, Esq.
Bureau of House Counsel
New York State Department of Health
Dept. of Legal Affairs
Corning Tower; Room 2482
Empire State Plaza
Albany, New York 12237

Re: *Restated Certificate of Incorporation of The Health Science Center Foundation at Syracuse, Inc.*

Dear Ms. Mutolo:

As you know, we represent The Health Science Center Foundation at Syracuse, Inc. (the "Foundation"), a not-for-profit corporation formed to support the education programs and health care services provided by the State University of New York Health Science Center at Syracuse (the "University"). The Foundation intends to change its name to "The Upstate Foundation" and has prepared a Restated Certificate of Incorporation to effect this change, to clarify its purposes and to ensure that all necessary language related to its Internal Revenue Code Section 501(c)(3) tax-exempt status is updated and in compliance with current requirements (the "Restated Certificate").

Enclosed please find a copy of the executed Restated Certificate. Also, additional information in the form of a resolution of the Foundation's Board of Directors adopting the Restated Certificate and copies of the Foundation's original certificate of incorporation and all amendments as filed with the Department of State, were submitted for your review pursuant to our letter dated October 8, 2014.

We are writing to request Public Health and Health Planning Council approval of the Foundation's name change as set forth in the Restated Certificate in accordance with 10 NYCRR § 600.11(a)(2). The Foundation has determined that changing its name to The Upstate Foundation is necessary because the University operates under the name and/or is commonly known as "SUNY Upstate Medical University", "SUNY Upstate" or "Upstate Medical University" (see www.upstate.edu), and the teaching hospital it operates is generally known as or commonly referred to in the community as "Upstate",

Sandra M. Jensen, Esq.
October 31, 2014
Page 2

"Upstate Hospital" or "Upstate University Hospital" (*see* www.upstate.edu/hospital/) and the Foundation is commonly referred to as The Upstate Foundation. Therefore, changing the Foundation's name to The Upstate Foundation will formalize the Foundation's current common practices and create a closer alignment with the University in the public's perception, thereby promoting its goal of soliciting funds in support of the University.

Accordingly, we respectfully request that this matter be processed at the November 13, 2014 meeting of the Public Health and Health Planning Council. Please forward to me the Public Health and Health Planning Council's approval of the filing of the Restated Certificate as soon as this action has been taken.

If you need any further information, please contact me at (315) 218-8393.

Very truly yours,

BOND, SCHOENECK & KING, PLLC



Scott R. Leuenberger, Esq.

SRL/srl
Enclosures

**RESTATED CERTIFICATE OF INCORPORATION
OF
THE HEALTH SCIENCE CENTER FOUNDATION AT SYRACUSE, INC.**

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

The undersigned, being the Chair of THE HEALTH SCIENCE CENTER FOUNDATION AT SYRACUSE, INC., does hereby certify:

1. The name of the corporation is The Health Science Center Foundation at Syracuse, Inc. (the "Corporation"). The Corporation was originally formed under the name "Upstate Medical Center Foundation, Inc." The name was changed by Certificate of Amendment filed in the Office of the Secretary of State of the State of New York on April 14, 1987.

2. The Certificate of Incorporation of Upstate Medical Center Foundation, Inc. was filed in the Office of the Secretary of State of the State of New York on June 3, 1976.

3. The amendments to the Certificate of Incorporation set forth herein are intended to change the Corporation's name, clarify the Corporation's purposes, clarify and set forth that the Corporation is formed exclusively for charitable purposes and shall operate in accordance with the restrictions applicable to an entity exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax law (the "Code") and to amend the Corporation's address for service of process.

4. The Certificate of Incorporation as now in full force and effect is hereby amended to change the format of the numbering of the paragraphs from 1., 2., 3., etc. to labeling each paragraph as follows: FIRST, SECOND, THIRD, etc.; and to effect the following changes authorized in Section 801 of the Not-for-Profit Corporation Law:

A. Paragraph 1. of the Certificate of Incorporation reads as follows:

1. The name of the corporation is: THE HEALTH SCIENCE CENTER FOUNDATION AT SYRACUSE, INC.

The corporation is not an agency of the State of New York and is not an entity of the State University of New York or the Research Foundation of the State University of New York.

B. Paragraph 1. of the Certificate of Incorporation is hereby amended to read as follows:

FIRST: The name of the corporation is "The Upstate Foundation, Inc." (the "Corporation").

C. Paragraph 2. of the Certificate of Incorporation reads as follows:

2. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of, its member, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

D. Paragraph 2. of the Certificate of Incorporation is hereby amended to read as follows:

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

E. Paragraph 3. of the Certificate of Incorporation is hereby renumbered to be Paragraph FOURTH and a new Paragraph THIRD is hereby added to the Certificate of Incorporation to read as follows:

THIRD: The Corporation is a charitable corporation as defined in Section 201 of the Not-For-Profit Corporation Law (the "N-PCL"). The Corporation is not an agency of the State of New York and is not an entity of the State University of New York or the Research Foundation of the State University of New York.

F. Paragraph 3. of the Certificate of Incorporation reads as follows:

3. The purposes for which the corporation is to be formed are:

- (a) To be a vehicle to receive and administer gifts and bequests, to pay over monies to State University of New York Upstate Medical Center for its corporate purposes, and to that end to take and hold by bequest, devise, gift, grant, contribution, endowment, purchase, lease or otherwise either absolutely or jointly with any other person, persons, or corporations any property, real, personal, tangible or intangible or any undivided interest therein without limitation as to amount or value to sell, convey or otherwise dispose of any such property and to invest, re-invest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors will best promote the purposes of the corporation and State University of New York Upstate Medical Center without limitation, except such limitations, if any, as may be contained in the instrument under which such bequest is received, this Certificate of Incorporation, the By-Laws of the corporation or any laws applicable thereto.
- (b) To apply the funds received by the corporation in furtherance of particular programs of the State University of New York Upstate Medical Center or the Research Foundation including but not limited to those in the areas of:
 - 1) Student programs
 - 2) Educational programs
 - 3) Patient care programs
 - 4) Capital program
 - 5) Endowed research

- (c) In general, to do any and all things and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the Laws of the State of New York for the purposes of accomplishing any of the purposes of the corporation.
- (d) The purposes for which this corporation is organized shall be confined to those which are strictly scientific, educational and charitable as more specifically described above.
- (e) The corporation shall not engage, nor shall any of its funds, property or income, be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- (f) To do any other act or thing incidental to or connected with the foregoing purposes or any advancement thereof, but not for pecuniary profit or financial gain of its members, directors or officers except as permitted under Article V of the Not-for-Profit Corporation Law. Upon dissolution of the corporation any assets after the payment of debts shall be turned over to State University of New York Upstate Medical Center as a fund to be held for such specific purposes as the Council of the State University of New York Upstate Medical Center shall direct.
- (g) The corporation shall be operated in a manner consistent with the applicable rules, regulations, guidelines and policies of the State University of New York for campus-related foundations.
- (h) Nothing herein contained shall authorize the corporation to operate a hospital or to provide hospital service or health related service as defined in Article 28 of the Public Health Law.

G. Paragraph 3. of the Certificate of Incorporation is hereby renumbered as Paragraph FOURTH and amended to clarify the description of the Corporation's purposes and to read as follows:

FOURTH: The Corporation is formed to receive and administer gifts and bequests exclusively for charitable purposes and, except as may otherwise be restricted in a gift instrument, to distribute the same to other entities qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") in the central region of Upstate New York with a focus on (1) the provision of patient healthcare, (2) the education of healthcare providers, (3) community health and wellbeing, and (4) scientific research. The distributions shall in particular be oriented towards the support of those activities conducted by the State University of New York Health Science Center at Syracuse as of November 30, 2014. Notwithstanding anything to the contrary, nothing herein shall authorize the Corporation to operate, maintain or manage a charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State or to engage in or include among its purposes either directly or indirectly, any of the activities described in the N-PCL Section 404(a) through 404(v).

The Corporation shall not engage in any activities for the pecuniary profit or financial gain of its directors or officers.

H. Paragraph 4. of the Certificate of Incorporation reads as follows:

4. The corporation is a Type B corporation.

I. Paragraph 4. of the Certificate of Incorporation is deleted in its entirety, the subject matter formerly addressed in Paragraph 4. is stated in the new Paragraph THIRD of the Certificate of Incorporation.

J. Paragraph 5. of the Certificate of Incorporation reads as follows:

5. The City and County in which its office is to be located are the City of Syracuse and County of Onondaga.

K. Paragraph 5. of the Certificate of Incorporation shall be amended to read as follows:

FIFTH: The office of the Corporation is to be located in the County of Onondaga, State of New York.

L. Paragraph 6. of the Certificate of Incorporation reads as follows:

6. The territory in which the corporation's activities are principally to be conducted is Central New York.

M. Paragraph 6. of the Certificate of Incorporation is deleted in its entirety.

N. Paragraph 7. of the Certificate of Incorporation reads as follows:

7. The number of directors of the corporation shall be not less than six (6) or more than twenty-five (25).

O. Paragraph 7. of the Certificate of Incorporation is renumbered as Paragraph SIXTH and amended to read as follows:

SIXTH: The Corporation shall be operated by a Board of Directors, the number of which is to be no fewer than three (3) nor more than thirty-five (35). The directors shall be elected by the Board of Directors in accordance with N-PCL Section 703.

P. Paragraph 8. of the Certificate of Incorporation listing the initial directors of the corporation shall be omitted in its entirety.

Q. Paragraph 9. of the Certificate of Incorporation reads as follows:

8. The post office address to which the Secretary of State shall mail a copy of any notice required by law is 750 East Adams Street, Syracuse, New York 13210.

- R. Paragraph 9. of the Certificate of Incorporation shall be renumbered as Paragraph SEVENTH and amended to read as follows:

SEVENTH: The Secretary of State is designated as an 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 or her is: 750 E. Adams St. CAB326, Syracuse, NY 13210.

- S. Paragraphs 10. and 11. of the Certificate of Incorporation regarding the age of the subscriber and required consents shall be omitted in their entirety.

- T. Paragraphs EIGHTH, NINTH, TENTH, and ELEVENTH shall replace the former Paragraphs 8., 9., 10., and 11., which have been renumbered or omitted, and Paragraph TWELFTH shall be added to address: (1) that the Corporation is organized exclusively for purposes specified in Section 501(c)(3) of the Code; (2) that no part of the Corporation's net earnings nor any distribution of assets on the dissolution of the Corporation shall inure to the benefit of any private person; (3) that no substantial part of the activities of the Corporation shall be carrying on propaganda, otherwise influencing legislation or participating in any political campaign; (4) the distribution of the Corporation's assets in the event of the Corporation's liquidation; and (5) the distribution of the Corporation's income in any taxable year in which the Corporation is a private foundation as described in Code Section 509(a). Paragraphs EIGHTH, NINTH, TENTH, ELEVENTH and TWELFTH shall read as follows:

EIGHTH: Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the purposes, as specified in Code Section 501(c)(3) and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or any other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation.

TENTH: 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 provided by Code Section 501(h)), 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.

ELEVENTH: In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

- a) An organization which may have been created to succeed the Corporation, as long as such successor organization shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3); or
- b) if the Corporation's successor fails to qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) then a non-profit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3).

TWELFTH: In any taxable year in which the Corporation is a private foundation as described in Code Section 509(a), the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Code Section 4942; and the Corporation shall not (a) engage in any act of self dealing as defined in Code Section 4941(d); (b) retain any excess business holdings as defined in Code Section 4943(c); (c) make any investments in such manner as to subject the corporation to tax under Code Section 4944; or (d) make any taxable expenditures as defined in Code Section 4945(d).

- U. Paragraph THIRTEENTH shall be added to the Certificate of Incorporation to clarify that the Corporation has no members and shall read as follows:

THIRTEENTH: The Corporation shall not have members.

- V. Paragraph FOURTEENTH is added to the Certificate of Incorporation regarding the personal liability of directors and officers to the Corporation and shall read as follows:

FOURTEENTH: Directors or officers of the Corporation shall not be personally liable to the Corporation for monetary damages because of their breach of duty as directors or officers unless such liability is based upon a judgment or other final adjudication adverse to the director or officer which establishes (i) that the acts or omissions of the director or officer were in bad faith or involved intentional misconduct or a knowing violation of the law that were material to the cause of action so adjudicated, (ii) that the director or officer personally gained in fact a financial profit or other advantage to which the director or officer was not legally entitled, or (iii) that the acts of the director or officer violated N-PCL Section 719. If the N-PCL is amended to authorize the further elimination or limitation of the liability of directors or officers, the limitation on personal liability established by this Certificate of Incorporation shall be further expanded to the fullest extent permitted by the amended N-PCL.

9. There being no members, the amendments to the Certificate of Incorporation were authorized by a vote of a majority of all members of the Board of Directors of the Corporation entitled to vote thereon at a duly called meeting of the Board of Directors on June 11, 2014.

10. The amendments to the Certificate of Incorporation were approved by the Public Health and Health Planning Council in accordance with Section 804(a)(i) of the N-PCL, and by the Office of the New York State Attorney General in accordance with Section 804(a)(ii) of the N-PCL, copies of such approvals are attached hereto. Pursuant to Section 804(a)(i) of the N-PCL, the Corporation shall provide the New York State Department of Education with notice of the filing of this Amended and Restated Certificate of Incorporation within thirty (30) days of receiving confirmation from the Department of State that this Amended and Restated Certificate of Incorporation has been accepted for filing.

11. The Certificate of Incorporation is hereby restated to set forth its entire text, as amended, as follows:

FIRST: The name of the corporation is "The Upstate Foundation, Inc." (the "Corporation").

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

THIRD: The Corporation is a charitable corporation as defined in Section 201 of the Not-For-Profit Corporation Law (the "N-PCL"). The Corporation is not an agency of the State of New York and is not an entity of the State University of New York or the Research Foundation of the State University of New York.

FOURTH: The Corporation is formed to receive and administer gifts and bequests exclusively for charitable purposes and, except as may otherwise be restricted in a gift instrument, to distribute the same to other entities qualified under 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") in the central region of Upstate New York with a focus on (1) the provision of patient healthcare, (2) the education of healthcare providers, (3) community health and wellbeing, and (4) scientific research. The distributions shall in particular be oriented towards the support of those activities conducted by the State University of New York Health Science Center at Syracuse as of November 30, 2014. Notwithstanding anything to the contrary, nothing herein shall authorize the Corporation to operate, maintain or manage a

charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State or to engage in or include among its purposes either directly or indirectly, any of the activities described in the N-PCL Section 404(a) through 404(v).

The Corporation shall not engage in any activities for the pecuniary profit or financial gain of its directors or officers.

FIFTH: The office of the Corporation is to be located in the County of Onondaga, State of New York.

SIXTH: The Corporation shall be operated by a Board of Directors, the number of which is to be no fewer than three nor more than thirty-five. The directors shall be elected by the Board of Directors in accordance with N-PCL Section 703.

SEVENTH: The Secretary of State is designated as an 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 or her is: 750 E. Adams St. CAB326, Syracuse, NY 13210.

EIGHTH: Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the purposes, as specified in Code Section 501(c)(3) and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or any other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation.

TENTH: 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 provided by Code Section 501(h)), 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.

ELEVENTH: In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

- a) An organization which may have been created to succeed the Corporation, as long as such successor organization shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3); or
- b) if the Corporation's successor fails to qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) then a non-profit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3).

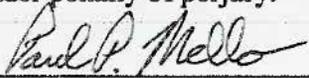
TWELFTH: In any taxable year in which the Corporation is a private foundation as described in Code Section 509(a), the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Code Section 4942; and the Corporation shall not (a) engage in any act of self dealing as defined in Code Section 4941(d); (b) retain any excess business holdings as defined in Code Section 4943(c); (c) make

any investments in such manner as to subject the corporation to tax under Code Section 4944; or
(d) make any taxable expenditures as defined in Code Section 4945(d).

THIRTEENTH: The Corporation shall not have members.

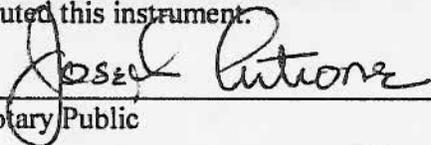
FOURTEENTH: Directors or officers of the Corporation shall not be personally liable to the Corporation for monetary damages because of their breach of duty as directors or officers unless such liability is based upon a judgment or other final adjudication adverse to the director or officer which establishes (i) that the acts or omissions of the director or officer were in bad faith or involved intentional misconduct or a knowing violation of the law that were material to the cause of action so adjudicated, (ii) that the director or officer personally gained in fact a financial profit or other advantage to which the director or officer was not legally entitled, or (iii) that the acts of the director or officer violated N-PCL Section 719. If the N-PCL is amended to authorize the further elimination or limitation of the liability of directors or officers, the limitation on personal liability established by this Certificate of Incorporation shall be further expanded to the fullest extent permitted by the amended N-PCL.

IN WITNESS WHEREOF, the undersigned has made and signed this certificate this 3 day of November, 2014 and affirms that the statements contained therein are true under penalty of perjury.


Name: Paul P. Mello
Title: Chair

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

On the 3RD day of NOVEMBER in the year 2014 before me, the undersigned, a notary public in and for said State, personally appeared PAUL MELLO, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.



Notary Public

JOSEPH M. CUTRONE
Notary Public, State of New York
Qual. in Onond. Co. No. 170557
My Commission Expires July 20 15

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RESTATED CERTIFICATE OF INCORPORATION

OF

THE HEALTH SCIENCE CENTER FOUNDATION AT SYRACUSE, INC.

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

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DRAWDOWN ACCOUNT #42
BS&K BOX #92

Customer Reference No. 343359

Filed by: Scott Leuenberger, Esq.
Bond, Schoeneck & King, PLLC
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Syracuse, NY 13202
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