



## MEMORANDUM

**To:** Public Health and Health Planning Council

**From:** Richard J. Zahnleuter   
General Counsel

**Date:** September 14, 2016

**Subject:** Change of Corporate Name of United Cerebral Palsy & Handicapped Persons Association of the Utica Area Inc. to Upstate Cerebral Palsy, Inc.

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United Cerebral Palsy & Handicapped Persons Association of the Utica Area Inc. seeks Public Health and Health Planning Council approval of its new corporate name, Upstate Cerebral Palsy, Inc.

The applicant informs that their current operating certificate lists its name as "UCP & Handicapped Persons of Utica Area Inc." and they seek approval of the name change so that the operating certificate lists the corporate name as Upstate Cerebral Palsy, Inc. The corporation informs that they cannot revalidate their Medicaid application until the operating certificate lists the new name.

The applicant additionally informs that the corporate name change was desired so it is clear from their name that they have no affiliation with any national cerebral palsy associations.

PHHPC approval of the corporate name change is required pursuant to 10 NYCRR § 600.11(a)(1), Not-for-Profit Corporation Law § 804(a), and 404(o) and (t).

There is no legal objection to the corporate name change, and the Restated Certificate of Incorporation is in legally acceptable form.

Attachments.



Main Office: 1020 Mary St • Utica, NY 13501 • p 315-724-6907 • [www.upstatecp.org](http://www.upstatecp.org)

September 13, 2016

Colleen Leonard  
Corning Tower  
Room 1805  
Albany, NY 12237

Re: Provider ID #00474180, NPI 1578623617, Tracking ID 150860203

Dear Colleen:

As per our phone conversation, please be advised that we are in the process of revalidating our Article 28 NYS Medicaid Clinic. The deadline for Medicaid Revalidations is September 26, 2016. Therefore, we are requesting a special hardship, and are requesting that this be processed as quickly as possible. We were informed that we cannot revalidate our Medicaid application without an updated DOH Operating Certificate bearing our new name. This is strictly a name change from our original incorporation date of May 23, 1950. Our current Certificate shows: UCP & Handicapped Persons of Utica Area Inc. we need to have this changed to show our current name: Upstate Cerebral Palsy, Inc.

Included with this letter are copies of our original Certificate of Incorporation and copies of our Restated Certificate of Incorporation showing the name change. I have also included a copy of our Filing Receipt and other justifying documents for your review.

Please feel free to contact me if you need additional information.

Sincerely,

A handwritten signature in cursive script that reads "Geno DeCondo".

Geno DeCondo,  
Executive Vice President

MF/Encs.

*everyday miracles...*

*It's Who We Are, It's How We Work, It's How Much We Care!*

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

THE UNITED CEREBRAL PALSY AND HANDICAPPED PERSONS  
ASSOCIATION OF THE UTICA AREA, INC.  
(Under Section 803 of the Not-for-Profit Corporation Law)

WE, GARY GILDERSLEEVE and LOUIS B. TEHAN, being respectively the President and Secretary of The United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc., hereby certify:

1. The name of the corporation is the United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc. It was formed under the name The Utica Cerebral Palsy and Handicapped Children Association, Inc.

2. The Certificate of Incorporation was filed by the Department of State on May 23, 1950, pursuant to the Membership Corporations Law.

3. The corporation is a corporation as defined in Section 102 (a) 5 of the Not-for-Profit Corporation Law; the corporation is a type "B" corporation under Section 201 of the Not-for-Profit Corporation Law; the corporate purposes are enlarged as hereinafter set forth, but shall not change or alter the type corporation under Section 201 of the Not-for-Profit Corporation Law.

4. The post office address of the corporation is the United Cerebral Palsy and Handicapped Persons Association of the Utica

Area, Inc., R.D. #2, Gage Road, Barneveld, New York, Oneida County. The Secretary of State is hereby designated as agent for service of process and may mail any such process to this address.

5. The amendment to be added, as set forth below, is the underlined language to follow at Paragraph 2(a) of the Certificate of Incorporation:

To promote, foster, and improve the general welfare of any individuals handicapped by cerebral palsy; to provide, equip, and maintain a clinic and educational facility for their training, education, social, and physical betterment; to aid by clinical study, laboratory research, publication and teaching the prevention and treatment of cerebral palsy and other kindred handicaps; to establish, operate, and maintain residential facilities, including community residences and/or intermediate care facilities for clinical, social, and habilitative betterment of those individuals with cerebral palsy and other developmental disabilities; and to own, lease, establish, operate, and maintain one or more outpatient facilities for the mentally disabled, as such terms are defined in the Mental Hygiene Law.

6. The undersigned have been authorized to execute and file this Certificate of Amendment by the concurring vote of a majority of the members of said corporation present at a meeting held upon due notice pursuant to Section 605 of the Not-For-Profit Corporation Law as more fully appears by the affidavit of the undersigned of the undersigned hereto annexed.

7. Approval of a Justice of the Supreme Court for the Fifth Judicial District, with notice to the Attorney General and approval of the Commissioner of the Office of Mental Retardation and Developmental Disabilities were endorsed and annexed to the Certificate of Incorporation, and such approvals are required herein. Prior to delivery of the Certificate of Amendment to the Department of State for filing, such notice shall be given and said approvals shall be annexed thereto or endorsed thereon.

IN WITNESS WHEREOF, the undersigned have made, subscribed,  
and acknowledged this Certificate this 30th day of April, 1987,  
and affirm the contents to be true under the penalties of  
perjury.

Gary Gildersleeve  
GARY GILDERSLEEVE, President  
Louis B. Tehan  
LOUIS B. TEHAN, Secretary

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

On this 30th day of April, 1987, before me  
personally came GARY GILDERSLEEVE and LOUIS B. TEHAN, to me known  
to be the persons described in and who executed the foregoing  
Certificate and they thereupon duly acknowledged to me that they  
executed the same.

Sancy Corliti  
NOTARY PUBLIC

VERIFICATION

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

GARY GILDERSLEEVE and LOUIS B. TEHAN, being duly sworn,  
depose and say, and each for himself deposes and says, that he,  
GARY GILDERSLEEVE and LOUIS B. TEHAN, is the President of The  
United Cerebral Palsy and Handicapped Persons Association of the  
Utica Area, Inc., and that he, LOUIS B. TEHAN, is the Secretary  
thereof; that they have been duly authorized to execute and file  
the foregoing Certificate by the concurring vote of a majority of  
the members of the Corporation present at a special meeting held  
on the 30th day of April, 1987, upon notice pursuant to Section  
605 of the Not-for-Profit Corporation Law.

Gary Gildersleeve  
GARY GILDERSLEEVE, President  
Louis B. Tehan  
LOUIS B. TEHAN, Secretary

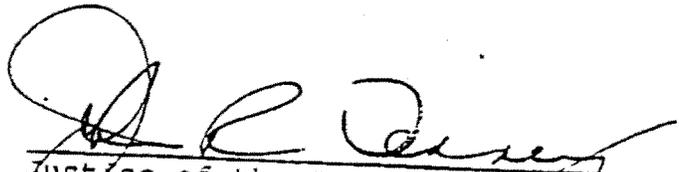
Sworn to before me this 30th  
day of April, 1987.

Sancy Corliti  
NOTARY PUBLIC

NOTARY CORLITI  
Notary Public in the State of New York  
Qualified in Oneida County  
Commission Expires March 31, 1990  
# 10000

I, HON. JOHN R. TENNEY, a Justice of the Supreme Court of the State of New York in the Fifth Judicial District, do hereby approve the foregoing Certificate of Amendment of Incorporation of The United Cerebral Palsy and Handicapped Persons Association of the Utica, Area, Inc., and consent that the same be filed.

DATED: May 7, 1987.

  
Justice of the Supreme Court  
of the State of New York, Fifth  
Judicial District.

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION OF

THE UNITED CEREBRAL PALSY AND HANDICAPPED PERSONS  
ASSOCIATION OF THE UTICA AREA, INC.

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

WE, GARY GILDERSLEEVE and EVELYN AIELLO, being respectively the President and Secretary of The United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc., hereby certify:

1. The name of the corporation is the United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc. It was formed under the name The Utica Cerebral Palsy and Handicapped Children Association, Inc.

2. The Certificate of Incorporation was filed by the Department of State on May 23, 1950, pursuant to the Membership Corporations Law.

3. The corporation is a corporation as defined in Section 102 (a) 5 of the Not-for-Profit Corporation Law; the corporation is a type "B" corporation under Section 201 of the Not-for-Profit Corporation Law; the corporate purposes are enlarged as hereinafter set forth, but shall not change or alter the type corporation under Section 201 of the Not-for-Profit Corporation Law.

4. The post office address of the corporation is the United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc., R.D. #2, Gage Road, Barneveld, New York, Oneida County. The Secretary of State is hereby designated as agent for service of process and may mail any such process to this address.

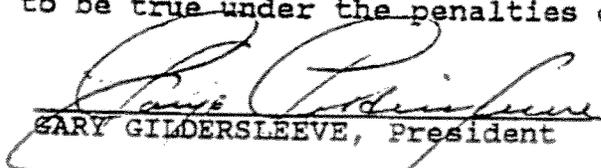
5. The amendment to be added, as set forth below, is the underlined language to follow at Paragraph 2(a) of the Certificate of Incorporation:

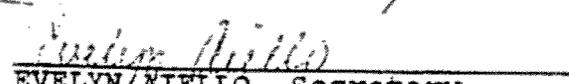
To promote, foster, and improve the general welfare of any individuals handicapped by cerebral palsy; to provide, equip, and maintain a clinic and educational facility for their training, education, social, and physical betterment; to aid by clinical study, laboratory research, publication and teaching the prevention and treatment of cerebral palsy and other kindred handicaps; to establish, operate, and maintain residential facilities, including community residences and/or intermediate care facilities for clinical, social, and habilitative betterment of those individuals with cerebral palsy and other developmental disabilities and individuals with mental disabilities; and to own, lease, establish, operate, and maintain one or more outpatient facilities for the mentally disabled, as such terms are defined in the Mental Hygiene Law.

6. The undersigned have been authorized to execute and file this Certificate of Amendment by the concurring vote of a majority of the members of said corporation present at a meeting held upon due notice pursuant to Section 605 of the Not-For-Profit Corporation Law as more fully appears by the affidavit of the undersigned of the undersigned hereto annexed.

7. Approval of a Justice of the Supreme Court for the Fifth Judicial District, with notice to the Attorney General and approval of the Commissioner of the Office of Mental Health were endorsed and annexed to the Certificate of Incorporation, and such approvals are required herein. Prior to delivery of the Certificate of Amendment to the Department of State for filing, such notice shall be given and said approvals shall be annexed thereto or endorsed thereon.

IN WITNESS WHEREOF, the undersigned have made, subscribed, and acknowledged this Certificate this 16<sup>th</sup> day of February, 1988, and affirm the contents to be true under the penalties of perjury.

  
GARY GILDERSLEEVE, President

  
EVELYN AIELLO, Secretary

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

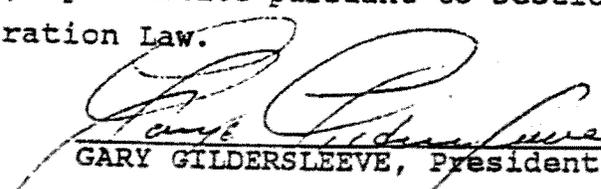
On this 16<sup>th</sup> day of February, 1988, before me personally came GARY GILDERSLEEVE and EVELYN AIELLO, to me known to be the persons described in and who executed the foregoing Certificate and they thereupon duly acknowledged to me that they executed the same.

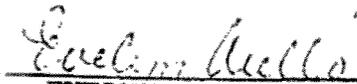
  
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NOTARY PUBLIC

VERIFICATION

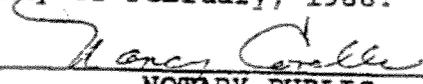
STATE OF NEW YORK)  
COUNTY OF ONEIDA ) ss.:

GARY GILDERSLEEVE and EVELYN AIELLO, being duly sworn, depose and say, and each for himself deposes and says, that he, GARY GILDERSLEEVE, is the President of The United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc., and that she, EVELYN AIELLO, is the Secretary thereof; that they have been duly authorized to execute and file the foregoing Certificate by the concurring vote of a majority of the members of the Corporation present at a special meeting held on the 16<sup>th</sup> day of February, 1988, upon notice pursuant to Section 605 of the Not-for-Profit Corporation Law.

  
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GARY GILDERSLEEVE, President

  
-----  
EVELYN AIELLO, Secretary

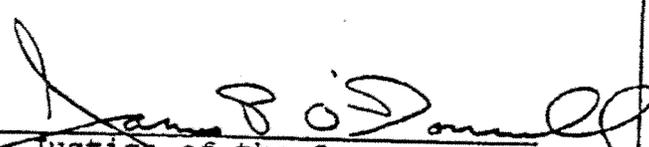
Sworn to before me this 16<sup>th</sup>  
day of February, 1988.

  
-----  
NOTARY PUBLIC  
NANCY CORELLI

Notary Public in the State of New York  
Appointed in Oneida County  
My Commission Expires March 30, 1989  
# 4,45063

I, HON. James P. O'Donnell, a Justice of the Supreme Court of the State of New York in the Fifth Judicial District, do hereby approve the foregoing Certificate of Amendment of Incorporation of The United Cerebral Palsy and Handicapped Persons Association of the Utica, Area, Inc., and consent that the same be filed.

DATED: ~~February~~ 15<sup>th</sup>, 1988.  
March

  
Justice of the Supreme Court  
of the State of New York, Fifth  
Judicial District.

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

KNOW ALL MEN BY THESE PRESENTS:

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

UNITED CEREBRAL PALSY AND HANDICAPPED PERSONS ASSOCIATION OF THE  
UTICA AREA, INC.

This approval shall not be construed as an approval of the

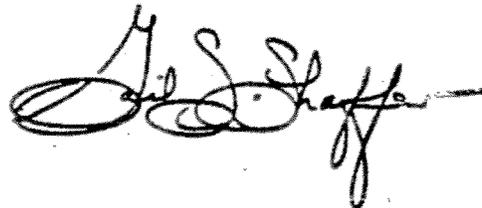
State of New York }  
Department of State } ss:

052169

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

AUG 02 1988



Secretary of State

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

KNOW ALL MEN BY THESE PRESENTS:

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

UNITED CEREBRAL PALSY AND HANDICAPPED PERSONS ASSOCIATION OF THE

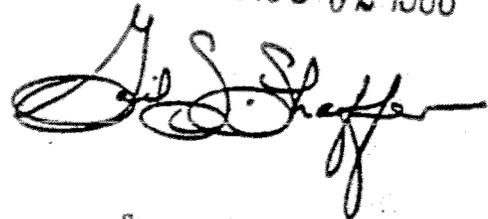
State of New York }  
Department of State } ss:

052172

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

AUG 02 1988



Secretary of State

NYS DEPARTMENT OF STATE

FILING RECEIPT

CHANGE OF S/S & PURPOSES & POWERS

CORPORATION NAME

UNITED CEREBAL PALSY AND HANDICAPPED PERSONS ASSOCIATION OF THE UTICA AREA, INC.

DATE FILED 08/02/88	DURATION & COUNTY CODE ONEI	FILM NUMBER B669416-6	CASH NUMBER 222339
NUMBER AND KIND OF SHARES		LOCATION OF PRINCIPAL OFFICE	

TYPE: B

ADDRESS FOR PROCESS S/S: THE CORPORATION R.D. #2, GAGE ROAD BARNEVELD NY	REGISTERED AGENT
---	------------------

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ <del>00050.00</del>	AMOUNT OF MONEY ORDER \$ _____	AMOUNT OF CASH \$ _____
\$ <del>6.00</del> DOLLAR FEE TO COUNTY	\$ 030.00 FILING TAX	\$ 20.00 CERTIFIED COPY CERTIFICATE
FILER NAME AND ADDRESS ANTONIO FAGA, ESQ. ONE HOPPER STREET UTICA, NY, 13501-3575	TOTAL PAYMENT \$ 000050.00	REFUND OF \$ _____
		TO FOLLOW

380604-003 (8/84)

GAIL S SHAFFER - SECRETARY OF STATE

RESTATED CERTIFICATE INCORPORATION  
OF  
THE UNITED CEREBRAL PALSY AND HANDICAPPED  
PERSONS ASSOCIATION OF THE UTICA AREA, INC.

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

The undersigned, being the President of The United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is: The United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc. The name under which the Corporation was formed is: The Utica Cerebral Palsy and Handicapped Children Association, Inc.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on May 23, 1950, pursuant to the Membership Corporation Law.

3. The Corporation's Certificate of Incorporation, as previously amended from time to time, is hereby further amended, without any change in purposes or powers, to effect the following amendments:

- (a) to change the name of the Corporation to: Upstate Cerebral Palsy, Inc.;
- (b) to add specific provisions that confirm that the Corporation shall operate in compliance with applicable requirements of the Not-for-Profit Corporation Law and the Internal Revenue Code;
- (c) to provide for the appointment of the Corporation's chief executive officer;
- (d) to provide for the distribution of the Corporation's assets upon dissolution;
- (e) to delete unnecessary provisions regarding the territory in which the Corporation's operations are principally to be conducted, the city in which the office of the Corporation is to be located, the size and identity of the initial board of directors, and the qualifications of the subscribers of the Certificate of Incorporation;
- (f) to substitute references to the Not-for-Profit Corporation Law for references to the Membership Corporation Law; and
- (g) to change the post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him

4. The text of the Certificate of Incorporation, as amended, is hereby restated to read as hereinafter set forth in full.

1. The name of the Corporation is: Upstate Cerebral Palsy, Inc. (hereinafter, the "Corporation").

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its member(s), directors, officers or any other private person.

3. The purposes of the Corporation are:

(a) To promote, foster, and improve the general welfare of any individuals handicapped by cerebral palsy or any other individuals, whether handicapped or not, within the community, to provide, equip and maintain a clinic and educational facility for their training, education, social, and physical betterment to aid by clinical study, laboratory research, publication and teaching the prevention and treatment of cerebral palsy and other kindred handicaps; to establish, operate and maintain residential facilities, including community residences and/or intermediate care facilities for clinical, social and habilitative betterment of those individuals with cerebral palsy and other developmental disabilities and individuals with mental disabilities; to own, lease, establish, operate, and maintain one or more outpatient facilities for the mentally disabled as such terms are defined in the Mental Hygiene Law; to establish, operate and maintain day care centers for children in Oneida, Herkimer and Lewis Counties, provided, however, that no such day care center shall be established, operated or maintained without first having received prior written approval of the New York State Department of Social Services.

(b) In connection with and for the fulfillment of its purposes, to solicit, collect and otherwise raise money; to expend, disburse and otherwise handle and dispose of such money; to receive by gift, will or otherwise money or other property, and to hold the same in trust or otherwise, and to disburse, invest and reinvest it as may be deemed best for the promotion of its purposes.

(c) In connection with and for the fulfillment of its purposes, to borrow money, and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed, or in payment for property acquired or for any other objects or purposes of the Corporation and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust or other lien upon, assignment of or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To purchase, lease or otherwise acquire, and to sell, mortgage or lease real property, wherever situated and whether improved or unimproved, or any interest therein.

(e) To exercise all of the powers conferred by law on a corporation organized under the Not-for-Profit Corporation Law for the purposes above stated.

(f) To perform and do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

4. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit and receive grants, bequests, and contributions from public and private sources.

5. In addition to the other rights and powers of membership prescribed by New York law, this Certificate of Incorporation and/or the Bylaws of the Corporation, the power to appoint the chief executive officer of the Corporation, regardless of title, shall be reserved to the member(s), if any, of the Corporation.

6. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

7. Notwithstanding any other provision of this Certificate, the Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be conducted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code.

8. No part of the assets, income, profits or earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation, or any other private person, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, director or officer of the Corporation, or any other private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

9. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended; and the Corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

10. In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more of the not-for-profit affiliates of the Corporation, provided that the distributee(s) shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York. If none of the Corporation's not-for-profit affiliates shall so qualify at the time of dissolution, the distribution shall be made to such other organization or organizations that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization that controls, is controlled by or is under common control with the Corporation, and any other not-for-profit organization that expressly and specifically includes among its purposes the benefit or support of the Corporation.

11. In any taxable year in which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the Corporation shall:

(a) not engage in any act of self dealing that is subject to tax under Section 4941 of the Code;

(b) not distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(c) not retain any excess business holdings in such manner as to subject the Corporation to tax under Section 4943 of the Code;

(d) not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

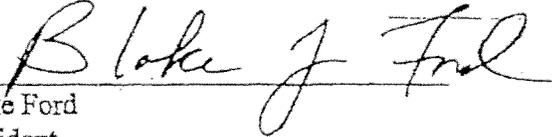
(e) not make any taxable expenditures that are subject to tax under Section 4945 of the Code.

12. The office of the Corporation shall be located in the County of Oneida, State of New York.

13. 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 such process is: 1020 Mary Street, Utica, New York 13501.

5. This Restated Certificate of Incorporation and the foregoing amendments of the Certificate of Incorporation were authorized by the affirmative vote of a majority of the members of the Corporation entitled to vote thereon, with said vote being at least equal to a quorum.

IN WITNESS WHEREOF, the undersigned has subscribed this Certificate of Amendment this 23 day of March, 2010.

  
Blake Ford  
President



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

KNOW ALL PERSONS BY THESE PRESENTS;

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

**United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc.**

to change the corporation's name to

**Upstate Cerebral Palsy, Inc.**

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

IN WITNESS WHEREOF this instrument is executed and the Seal of the Department of Mental Hygiene is affixed this 2<sup>nd</sup> day of November 2010:

Michael F. Hogan, Ph.D. Commissioner  
NYS Office of Mental Health

By:

Michael W. Holley, Acting Director  
Bureau of Inspection and Certification





David A. Paterson, Governor  
Max E. Chmura, Acting Commissioner

## Executive Office

44 Holland Avenue  
Albany, NY 12229-0001

TEL: 518-473-1997

FAX: 518-473-1271

TTY: 856-933-4889

[www.omc.state.ny.us](http://www.omc.state.ny.us)

November 3, 2010

Eric Stonehill, Esq.  
Harris Beach PLLC  
99 Garnsey Road  
Pittsford, NY 14534

Re: United Cerebral Palsy and Handicapped Persons Association of the Utica Area, Inc., d/b/a  
Upstate Cerebral Palsy; Mohawk Valley Handicapped Services, Inc., Cerebral Palsy  
Association of the Mohawk Valley, Inc.

Dear Mr. Stonehill:

I am in receipt of your recent letter requesting a no action letter for the above referenced corporations pertaining to the recent change in the law. On July 15, 2010, the New York State Legislature amended Section 16.07 of the New York State Mental Hygiene Law and Sections 404(a) and 804(a)(i) of the Not-For-Profit Corporation Law, which discontinues the requirement that Certificates of Incorporation be approved by the Commissioner of OPWDD. See Chapter 198 of the Laws of 2010. Therefore, the approval of this office is no longer required before you file your Certificate with the Department of State.

However, please be aware that should your agency wish to perform services that will require an Operating Certificate pursuant to the provisions of Article 16 of the Mental Hygiene Law, it must meet any and all of the requirements and conditions set forth in Article 16 of the Mental Hygiene Law, and the regulations promulgated thereunder. Further OPWDD review may also be required if the agency seeks funding for proposed Home and Community Based Waiver Services, and when OPWDD enters into contracts with providers for the provision of services. In these cases, providers may be asked to provide a copy of their certificate of incorporation as part of their Waiver approval or contract approval process.

For further assistance with OPWDD procedures, services, and funding available to your agencies, please contact the Central New York Developmental Disability Service Office Liaison Bill Bird at (315) 336-2300. The Central New York Developmental Disability Service Office is located at 101 West Liberty Street, Rome, NY 13442.

Thank you for your consideration in this matter.

Very truly yours,

Donna L. Mackey  
Assistant Counsel

Encl: Chapter 198 of the Laws of 2010

CHAPTER 198

AN ACT to amend the not-for-profit corporation law, in relation to approval of certificates of incorporation by the commissioner of mental retardation and developmental disabilities; and repealing section 16.07 of the mental hygiene law relating thereto

Became a law July 15, 2010, with the approval of the Governor.  
Passed by a two-thirds vote.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Section 16.07 of the mental hygiene law is REPEALED.

§ 2. Paragraph (q) of section 404 of the not-for-profit corporation law, as amended by chapter 431 of the laws of 1993, is amended to read as follows:

(q) Every certificate of incorporation which includes among its corporate purposes or powers the establishment, or operation of a facility for which an operating certificate from the commissioner of mental health [~~or mental retardation and developmental disabilities~~] is required by article thirty-one [~~or sixteen~~] of the mental hygiene law, or the solicitation of contributions for any such purpose, shall have endorsed thereon or annexed thereto the approval of the commissioner of mental health [~~or mental retardation and developmental disabilities~~].

§ 3. Subparagraph (i) of paragraph (a) of section 804 of the not-for-profit corporation law, as amended by chapter 139 of the laws of 1993, is amended to read as follows:

(i) A certificate of amendment shall not be filed if the amendment adds, changes or eliminates a purpose, power or provision the inclusion of which in a certificate of incorporation requires consent or approval of a governmental body or officer or any other person or body, or if the amendment changes the name of a corporation whose certificate of incorporation had such consent or approval endorsed thereon or annexed thereto, unless such consent or approval is no longer required or is endorsed on or annexed to the certificate of amendment.

§ 4. This act shall take effect immediately.

The Legislature of the STATE OF NEW YORK is:

Pursuant to the authority vested in us by section 70-b of the Public Officers Law, we hereby jointly certify that this slip copy of this session law was printed under our direction and, in accordance with such section, is entitled to be read into evidence.

MALCOLM A. SMITH  
Temporary President of the Senate

SHELDON SILVER  
Speaker of the Assembly

EXPLANATION--Matter in italics is new; matter in brackets [-] is old law to be omitted.

STATE OF NEW YORK  
SUPREME COURT      ONEIDA COUNTY

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In the Matter of

THE UNITED CEREBRAL PALSY AND  
HANDICAPPED PERSONS ASSOCIATION  
OF THE UTICA AREA, INC.

Petitioner

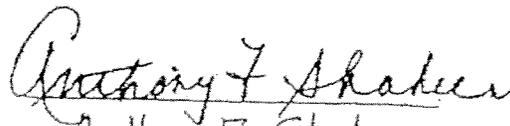
ORDER

For an Order Approving the Filing of a  
Restated Certificate of Incorporation with  
the Department of State Pursuant to Section  
805 of the Not-for-Profit Corporation Law.

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IT IS HEREBY ORDERED, pursuant to Section 804(a)(ii) of the Not-for-Profit  
Corporation Law, that the Restated Certificate of Incorporation of The United Cerebral  
Palsy and Handicapped Persons Association of the Utica Area, Inc. is approved and that  
the New York Department of State is authorized to file the Restated Certificate under  
Section 805 of the Not-for-Profit Corporation Law.

Dated: June 23, 2011

  
Anthony F. Shaheen  
Justice, Supreme Court  
Oneida County

110701000 353

RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE UNITED CEREBRAL PALSY AND HANDICAPPED  
PERSONS ASSOCIATION OF THE UTICA AREA, INC.

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

*de let*

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2011 JUL -1 AM 10:10

*LCS*  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 01 2011

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BY: *sw*

*Oney*

FILED

2011 JUL -1 AM 11:49

LCS  
DRAWDOWN - #AL

HARRIS BEACH PLLC  
99 Gamsey Road  
Pittsford, New York 14534

Customer Ref. # 37028

110701000 200

FILING RECEIPT

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ENTITY NAME: UPSTATE CEREBRAL PALSY, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP) COUNTY: ONEI  
PURPOSES PROCESS NAME PROVISIONS RESTATED

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FILED: 07/01/2011 DURATION: \*\*\*\*\* CASH#: 110701000393 FILM #: 110701000353

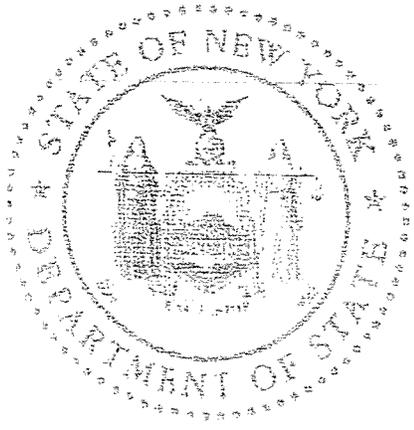
FILER:  
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HARRIS BEACH PLLC  
99 GARNSEY ROAD  
  
PITTSFORD, NY 14534

ADDRESS FOR PROCESS:  
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THE CORPORATION  
1020 MARY STREET  
UTICA, NY 13501

REGISTERED AGENT:  
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SERVICE COMPANY: LIBERTY CORPORATE SERVICES, INC. - AL SERVICE CODE: AL

FEES	65.00	PAYMENTS	65.00
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FILING	30.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	65.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

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