



## MEMORANDUM

**To:** Lisa Thompson  
Division of Health Facility Planning  
  
Colleen Leonard, Executive Secretary  
Public Health and Health Planning Council

**From:** Mark Schweitzer   
Senior Attorney  
Bureau of Health Facility Planning and Development

**Date:** September 11, 2019

**Subject:** Greater Hudson Valley Health System, Inc.: Corporate Name Change

---

Greater Hudson Valley Health, Inc. has asked PHHPC to approve a change of its corporate name to “Garnet Health”, for re-branding purposes. PHHPC previously approved a change of purpose in 2009 for Greater Hudson Valley Health, Inc.

Pursuant to NY NPC §803-a and 10 NYCRR § 600.11, PHHPC must consent to these changes prior to the filing of any amended certificate.

There is no legal objection to the name change and the Certificate of Amendment of the Certificate of Incorporation of Greater Hudson Valley Health System, Inc. is in legally acceptable form.

### Attachments.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Richard J. Zahnleuter, General Counsel;
- 2) A photocopy of a letter from David Smith, VP- Marketing and Strategic Planning for Greater Hudson Valley Health System, Inc. requesting the restated Certificate of Incorporation for change of purpose.
- 3) A photocopy of a letter from Colleen M. Leonard, Executive Secretary of PHHPC in Albany, New York affirming that the request is waiting for review and approval from the Bureau of Health Facility Planning and Development.
- 4) An executed photocopy of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc. (2004).

- 5) An executed photocopy of the October 6, 2004 Public Health Council “consent to file” letter for the 2004 Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc.
- 6) A photocopy of the Restated Certificate of Incorporation Greater Hudson Valley Health System, Inc. (2004).
- 7) An executed photocopy of the Certificate of Amendment of the Certificate of Incorporation Greater Hudson Valley health System, Inc. as a request for a change of purpose (2009).
- 8) An executed photocopy of the Public Health Council “consent to file” letter for the 2009 Certificate of Amendment of the Certificate of Incorporation of Greater Hudson Valley Health System, Inc.
- 9) An executed photocopy of the Certificate of Amendment [of the Certificate of Incorporation] of Greater Hudson Valley Health System, Inc. (2009).
- 10) A photocopy of the Certificate of Amendment of Greater Hudson Valley Health System, Inc. (2009) and proof of filing.
- 11) An executed photocopy of the proposed Certificate of Amendment of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc. for a system-wide re-branding initiative (2019)
- 12) Executed Attorney’s Certification for approval of Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation.
- 13) Executed photocopy of the Resolutions of the Board of Directors of Greater Hudson Valley Health System, Inc.



## MEMORANDUM

**To:** Public Health and Health Planning Council (PHHPC)

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

**Date:** September 11, 2019

**Subject:** Greater Hudson Valley Health System, Inc.: Corporate Name Change

---

Greater Hudson Valley Health, Inc. has asked PHHPC to approve a change of its corporate name to “Garnet Health”, for re-branding purposes. PHHPC previously approved a change of purpose in 2004 for Greater Hudson Valley Health, Inc.

Pursuant to NY NPC §803-a and 10 NYCRR § 600.11, PHHPC must consent to these changes prior to the filing of any amended certificate.

There is no legal objection to the name change and the Certificate of Amendment of the Certificate of Incorporation of Greater Hudson Valley Health System, Inc. is in legally acceptable form.



3 packets

June 27, 2019

Ms. Colleen M. Leonard, Executive Secretary  
Public Health and Health Planning Council  
Center for Health Care Facility Planning, Licensure and Finance  
New York Department of Health  
Corning Tower, Room 1805  
Albany, New York 12237

**RE: Request for Corporate Name Change**

Dear Ms. Leonard,

In accordance with 10 NYCRR Section 600.11, I am writing on behalf of Greater Hudson Valley Health System and its member hospitals (Orange Regional Medical Center and Catskill Regional Medical Center) seeking NY State Department of Health approval of the following corporate name changes for GHVHS and its member hospitals:

- Greater Hudson Valley Health System, Inc. will become Garnet Health
- Orange Regional Medical Center will become Garnet Health Medical Center
- Catskill Regional Medical Center will become Garnet Health Medical Center – Catskills

Please note the three aforementioned entities all currently maintain separate articles of incorporation; therefore, enclosed for your reference are copies of the proposed Certificates of Amendment of the Certificates of Incorporation for each entity, together with the respective current Certificates of Incorporation.

GHVHS and its member hospitals maintain multiple brands, which has resulted in public confusion and varying degrees of consumer recognition. Over the past year GHVHS has begun a system-wide re-branding initiative to help unify the organization's various entities and promote a simpler, more recognizable name for its patients and the general public.

Please contact me at [dsmith@ghvhs.org](mailto:dsmith@ghvhs.org) with any questions you have or if you require additional information. Thank you for your time and attention to this matter.

Sincerely,

David L. Smith

VP- Marketing & Strategic Planning

# PHHPC

## ***PUBLIC HEALTH AND HEALTH PLANNING COUNCIL***

---

Empire State Plaza, Corning Tower, Room 1805  
Albany, New York 12237

(518) 402-0964  
PHHPC@health.state.ny.us

July 1, 2019

David L. Smith  
Greater Hudson Valley Health System  
707 East Main Street  
Middletown, NY 10940

Re: Certificate of Amendment of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc.

Dear Mr. Smith:

I have received your letter dated June 27, 2019, regarding the Certificate of Amendment of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc. for approval under **Section 803 of the Not-for-Profit Corporation Law of the State of New York.** Your letter has been forwarded to the Division of Legal Affairs, Bureau of Health Facility Planning and Development for review and approval.

You will be notified when this request has been approved, or if additional information is required. Division of Legal Affairs staff may be reached at (518) 473-3303 if you have any questions.

Sincerely,

*Colleen M. Leonard*  
Colleen M. Leonard  
Executive Secretary

cc: DLA

/cl



fo

ACR-41

RESTATED

CERTIFICATE OF INCORPORATION

OF

GREATER HUDSON VALLEY HEALTH SYSTEM, INC.

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

The undersigned, Jeffrey D Hirsch and John Szeft, certify that they are the President and Secretary, respectively, of Greater Hudson Valley Health System, Inc., a corporation organized under the Not-For-Profit Corporation Law ("NPCL") of the State of New York (hereinafter, the "Corporation"), and, in accordance with Section 805 of the NPCL, do hereby further certify:

1. The name of the Corporation is Greater Hudson Valley Health System, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Secretary of State on June 10, 1997.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL and is a Type B corporation under Section 201 of the NPCL and shall remain a Type B corporation after this Restated Certificate of Incorporation is effectuated.
4. The Certificate of Incorporation as now in full force and effect is hereby amended to effect the following changes authorized in Subdivisions (b)(2) and (b)(3) of Section 801 of the NPCL:
  - a. amend Article THIRD thereof, relating to the purposes of the Corporation, to:
    - (i) include a statement that expressly states that the Corporation is formed exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended;
    - (ii) update the Corporation's Certificate of Incorporation to expressly state that the Corporation is the sole member of Orange Regional Medical Center, formerly Arden Hill Hospital/Horton Medical Center, following the merger of Horton Medical Center with and into Arden Hill Hospital; and

- (iii) substitute a new defined term used to reference those organizations that are controlled by the Corporation or in which the Corporation is or hereafter becomes the sole member and, accordingly, change such defined term throughout the Corporation's Certificate of Incorporation,

said revised Article THIRD to read in its entirety as set forth below.

- b. amend Article FOURTH thereof, relating to delegations of authority from Sponsored Entities (as defined below in Article THIRD of the Corporation's Certificate of Incorporation), to:

- (1) replace the introductory language to Article FOURTH (relating to the delegation of enumerated powers): "The Corporation shall accept the delegation of authority from the Hospitals for the following:" with the following new introductory language:

"To the extent that a Sponsored Entity delegates such powers to the Corporation, the Corporation, acting through its Board of Directors, may exercise any or all of the following reserved powers as the sole corporate member of the Sponsored Entities (it being understood that, in each instance when the Corporation has the right to approve an action of a Sponsored Entity, any action can only be taken by the relevant Sponsored Entity through its governing board and can only be taken after approval by the Corporation)."

- (2) amend clause (ii) of said Article FOURTH, relating to the Corporation's power and authority to approve Certificate of Need Applications to delete the phrase "and submit to the New York State Department of Health";
- (3) delete clauses (iii) through (vi) of said Article FOURTH in their entirety, relating to the Corporation's power and authority to: (a) approve the addition of any clinical service to a Sponsored Entity where such addition requires New York State Department of Health approval; (b) approve any consolidation of a clinical service by a Sponsored Entity with any other Sponsored Entity or with any other facility or institution; (c) approve the deletion of clinical services for a Sponsored Entity; and (d) negotiate or cause to be negotiated and to approve any and all managed care contracts and other contracts having a material effect on a Sponsored Entity;
- (4) amend clause (vii) of said Article FOURTH, relating to the Corporation's authority to approve any and all strategic planning decisions of a Sponsored Entity, to limit such reserved power to the Corporation's approval of a Sponsored Entity's annual strategic plan following approval of such strategic plan by the governing board of the Sponsored Entity;

- (5) delete clause (viii) of said Article FOURTH, relating to the requirement that a Sponsored Entity make capital contributions to the Corporation;
  - (6) delete the phrase "any and all" in clause (ix) of said Article FOURTH, relating to the Corporation's power to approve amendments to a Sponsored Entities By-laws and Certificate of Incorporation;
  - (7) delete clause (x) of said Article FOURTH in its entirety, relating the ability of the Corporation to approve any and all amendments of the Corporation's By-Laws and Certificate of Incorporation as such is not a power reserved to the Corporation with regards to a Sponsored Entity;
  - (8) combine clauses (xii) and (xiii) of said Article FOURTH, relating to the approval of borrowings and leases, with a new reserved power relating to the approval of certain guarantees and to increase the minimum dollar threshold for such approvals from \$100,000 to \$5,000,000;
  - (9) delete clause (xiv) of said Article FOURTH in its entirety, relating to the distribution or allocation to or among the Sponsored Entities of monies received from a Sponsored Entity;
  - (10) delete clause (xv) of said Article FOURTH in its entirety, relating to the ability of the Corporation to approve the addition of any healthcare participant to the Corporation; and
  - (11) add a new reserved power to said Article FOURTH that provides for the Corporation's authority to approve the merger, consolidation or non-judicial dissolution of a Sponsored Entity in its capacity as the sole member thereof, said revised Article FOURTH to read in its entirety as set forth below.
- c. amend Article EIGHTH thereof, relating to the limitation on the Corporation's authority to establish, operate or maintain certain enumerated programs/services, to delete the references/restriction on establishing or operating a hospital, as the Corporation has received Public Health Council establishment approval as an active parent/co-operator, and will continue to be an active parent/co-operator of a hospital licensed under Article 28 of the Public Health Law, said revised Article EIGHTH to read in its entirety as set forth below.
- d. amend Article NINTH thereof, relating to the limitation on the Corporation's authority to engage in or include among its purposes any of the activities mentioned in Section 404(b) through (v) of the NPCL, to add the phrase "without the Corporation first having obtained the consent or approval from the appropriate governmental authority with respect thereto", said revised Article NINTH to read in its entirety as set forth below.

- e. in accordance with Section 805(c) of the NPCL, omit Article ELEVENTH of the Corporation's Certificate of Incorporation, relating to the names and residences of the initial directors of the Corporation and, accordingly, renumber Articles TWELFTH and THIRTEENTH of the Corporation's Certificate of Incorporation as new Articles ELEVENTH and TWELFTH in this Restated Certificate of Incorporation.
  - f. insert a new Article THIRTEENTH in this Restated Certificate of Incorporation to expressly provide that no trustee, director or officer of the Corporation shall have any personal liability to the Corporation or its members, if any, for damage resulting from any breach of such trustee's, director's or officer's duties as a trustee, director or officer of the Corporation.
  - g. renumber Article THIRTEENTH thereof as new Article FOURTEENTH in this Restated Certificate of Incorporation by reason of the addition of new Article THIRTEENTH described above and amend said Article THIRTEENTH to change the address to which the Secretary of State shall mail a copy of any process against the Corporation.
  - h. make certain nonmaterial changes to the format and correct typographical errors in the Corporation's Certificate of Incorporation.
- 5 This Restated Certificate of Incorporation was authorized and approved by the affirmative vote of a majority of the entire Board of Directors of the Corporation at a duly authorized meeting thereof.
6. The text of the Corporation's Certificate of Incorporation, as amended hereby, is hereby restated to read as set forth in full below:

- FIRST:** The name of the corporation is GREATER HUDSON VALLEY HEALTH SYSTEM, 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 of the State of New York and shall be a Type B corporation under Section 201 of said law.
- THIRD:** The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the purposes for which the Corporation is formed are as follows:
  - (i) To coordinate policy making and strategic planning and to provide support services to Orange Regional Medical

Center, and other organizations of which the Corporation is the sole corporate member (collectively, the "Sponsored Entities"), each of which is exempt from Federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

- (ii) To provide support services in connection with the educational and research programs for the prevention, diagnosis, treatment and cure of all forms of human illness conducted by the Sponsored Entities; and
- (iii) To act for the benefit of and to support the Sponsored Entities and their affiliates.

**FOURTH:**

To the extent that a Sponsored Entity delegates such powers to the Corporation, the Corporation, acting through its Board of Directors, may exercise any or all of the following reserved powers as the sole corporate member of the Sponsored Entities (it being understood that, in each instance when the Corporation has the right to approve an action of a Sponsored Entity, any action can only be taken by the relevant Sponsored Entity through its governing board and can only be taken after approval by the Corporation):

- (i) To appoint the Governing Board of a Sponsored Entity;
- (ii) To approve Certificate of Need applications for each Sponsored Entity for any new clinical programs or services that meet the threshold dollar amount or other requirements established by law for the submission of CON applications (or their legal equivalent) to the New York State Department of Health;
- (iii) To approve the annual strategic plan of a Sponsored Entity following approval of such strategic plan by the governing board of the Sponsored Entity;
- (iv) To approve amendments to the By-laws and/or Certificate of Incorporation of each Sponsored Entity;
- (v) To approve the operating and capital budgets of each Sponsored Entity;
- (vi) To approve (x) any borrowings by a Sponsored Entity in excess of \$5,000,000 per loan or \$5,000,000 in the aggregate per year, unless such borrowings are included in

such Sponsored Entity's approved budget, (y) any guarantees or similar credit enhancing mechanisms to be entered into by a Sponsored Entity in excess of \$5,000,000 per debt so guaranteed or enhanced or \$5,000,000 in the aggregate per year, and (z) any capital or operating leases in the amount of \$5,000,000 per transaction or \$5,000,000 in the aggregate per year, unless such leases are included in such Sponsored Entity's approved budget; and

(vii) To approve any merger, consolidation or non-judicial dissolution of a Sponsored Entity.

**FIFTH:**

In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth as necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the limitations and condition that, notwithstanding any other provision of this Article FIFTH, the Corporation shall not have the power to carry on any activity not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**SIXTH:**

The Corporation shall be empowered to solicit funds from the public.

**SEVENTH:**

The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

**EIGHTH:**

Nothing contained in this Certificate of Incorporation shall authorize the Corporation to provide hospital services or health-related services, or to establish, operate or maintain a substance or alcohol abuse program, a drug maintenance program, a facility for the mentally disabled, a certified home health agency, a hospice, a health maintenance organization or comprehensive health services plan as defined in and covered by Article 28, 33, 36, 40 and 44,

respectively, of the Public Health Law or Article 31 of the Mental Hygiene Law.

- NINTH:** Nothing herein shall authorize the Corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404(a) through (v) or Social Services Law, Section 460-a, without the Corporation first having obtained the consent or approval from the appropriate governmental authority with respect thereto, although the Corporation is hereby authorized to become a sponsor, member or stockholder of corporations which do engage in or include among their purposes such activities. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- TENTH:** The office of the Corporation shall be located in the County of Orange, State of New York.
- ELEVENTH:** In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed, subject to the approval of a Justice of the Supreme Court of the State of New York, upon petition by the Board of Directors, for the non-profit purposes of the Corporation to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the Code. Any of such assets not so distributed shall be disposed of for such purposes as directed by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.
- TWELFTH:** In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code (or the corresponding provision of any subsequent law) the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code, and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

- (a) any act of self-dealing as defined in Section 4951(d) of the Code;
- (b) retaining any excess business holdings as defined in Section 4943(c) of said Code;
- (c) making any investment in such manner as to subject the Corporation to tax under Section 4944 of said Code; and
- (d) making any taxable expenditures, as defined in Section 4945(d) of said Code.

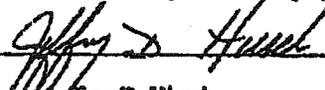
**THIRTEENTH:**

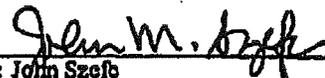
No trustee, director or officer of the Corporation shall have any personal liability to the Corporation or its members for damage resulting from any breach of such trustee's, director's or officer's duties as a trustee, director or officer of the Corporation; provided, however, that this Article THIRTEENTH shall not eliminate or limit the liability of any trustee, director or officer: (a) if a judgment or other final adjudication adverse to such trustee, director or officer establishes that his or her acts or omissions (i) were in bad faith or involved intentional misconduct or a knowing violation of law or that such trustee, director or officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) violated Section 719 of the Not-For-Profit Corporation Law, unless the Not-For-Profit Corporation Law is amended or supplemented to so limit or eliminate such liability, or (b) to the extent that such personal liability is otherwise required by, or can not otherwise be eliminated in accordance with, the Not-For-Profit Corporation Law or other applicable law.

**FOURTEENTH:**

The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: 4 Harriman Drive, Goshen, New York 10924, Attn: President/CEO."

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed, and the statements made herein are affirmed as true, under the penalties of perjury, this 21<sup>st</sup> day of May, 2004.

  
 Name: Jeffrey D. Hirsch  
 President

  
 Name: John Szefc  
 Secretary

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

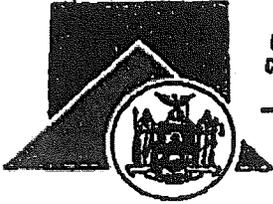
THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

*John F. ...* 10-15-04  
ASSISTANT ATTORNEY GENERAL DATE

*Hon. John K. McGuirk*  
If the undersigned Justice of the Supreme Court of the State of New York Ninth Judicial District, do hereby approve the foregoing Restated Certificate of Incorporation of GREATER HUDSON VALLEY HEALTH SYSTEM, INC.

Dated: *Oran NY*  
*October 21, 2004*

*John K. McGuirk*  
J.S.C.  
HON. JOHN K. MCGUIRK  
SUPREME COURT JUSTICE



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

# PUBLIC HEALTH COUNCIL

October 6, 2004

Ms. Kimberly E. Nohilly  
Epstein Becker & Green, PC  
250 Park Avenue  
New York, New York 10177-1211

Re: Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc.

Dear Ms. Nohilly:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 1<sup>st</sup> day of October, 2004, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc., dated May 26, 2004.

Sincerely,

Donna W. Peterson  
Executive Secretary

/ind

10

041022000326  
326

ACR-41

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
GREATER HUDSON VALLEY HEALTH SYSTEM, INC.  
Under Section 805 of the Not-For-Profit Corporation Law

RECEIVED  
2004 OCT 22 AM 9:05

10p  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
OCT 22 2004  
OCT 22 2004  
FILED  
TAXS  
BY:                       
                    

Epstein Becker & Green, P.C.  
250 Park Avenue  
New York, NY 10177

041022000350

2004 OCT 22 AM 11:33

FILED

DRAWDOWN

041022000

//

FILING RECEIPT

ENTITY NAME: GREATER HUDSON VALLEY HEALTH SYSTEM, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PURPOSES PROCESS

COUNTY: ORAN

FILED: 12/23/2009 DURATION: \*\*\*\*\* CASH#: 091223000041 FILM #: 091223000033

FILER:

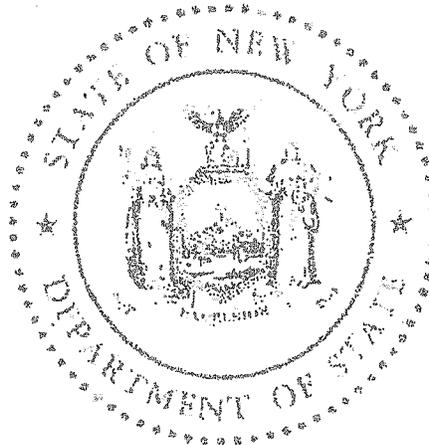
EPSTEIN BECKER & GREEN, P.C.  
14TH FLOOR  
250 PARK AVENUE  
NEW YORK, NY 10177

ADDRESS FOR PROCESS:

THE CORPORATION  
ATTN: PRESIDENT/CEO  
GOSHEN, NY 10924

4 HARRIMAN DRIVE

REGISTERED AGENT:



SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs	90.00
-----	
FILING	30.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	50.00

PAYMENTS	90.00
-----	
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	90.00
OPAL	0.00
REFUND	0.00

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

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



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on December 23, 2009.

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

Daniel E. Shapiro  
First Deputy Secretary of State

**CSC 45  
DRAW DOWN**

0912230000

2009

2009  
(change of  
purpose)

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF**

**GREATER HUDSON VALLEY HEALTH SYSTEM, INC.**

DECATUR COUNTY  
CLERK'S OFFICE  
DEC 21 2009  
ORIGINAL FILED

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

The undersigned, Scott Batulis and William Bassett, certify that they are the President and Secretary, respectively, of Greater Hudson Valley Health System, Inc., a corporation organized under the Not-For-Profit Corporation Law ("NPCL") of the State of New York (hereinafter, the "Corporation"), and, in accordance with Section 803 of the NPCL, do hereby further certify:

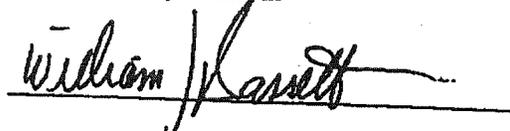
1. The name of the Corporation is Greater Hudson Valley Health System, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Secretary of State on June 10, 1997.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL and is a Type B corporation under Section 201 of the NPCL and shall remain a Type B corporation after this Certificate of Amendment is effectuated.
4. The Certificate of Incorporation as now in full force and effect is hereby amended to effect the following change authorized in Subdivisions (b)(2) and (b)(3) of Section 801 of the NPCL: amend Article THIRD, section (i), thereof, relating to the purposes of the Corporation, to add a reference to Catskill Regional Medical Center as a Sponsored Entity of the Corporation, said revised Article THIRD, section (i), to read in its entirety as set forth below.
  - (i) To coordinate policy making and strategic planning and to provide support services to Orange Regional Medical Center, Catskill Regional Medical Center, and other organizations of which the Corporation is the sole corporate member (collectively, the "Sponsored Entities"), each of which is exempt from Federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

5. This Certificate of Amendment was authorized and approved by the affirmative vote of a majority of the entire Board of Directors of the Corporation at a duly authorized meeting thereof.
6. The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: 4 Harriman Drive, Goshen, New York 10924, Attn: President/CEO."

IN WITNESS WHEREOF, this Certificate Amendment has been signed, and the statements made herein are affirmed as true, under the penalties of perjury, this 22<sup>nd</sup> day of July, 2009.



Scott Batulis, President



William Bassett, Secretary

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

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

*M. Nicholas*  
ASSISTANT ATTORNEY GENERAL  
Asst. Atty. Gen'l.  
DATE 11/25/09

I, the undersigned Justice of the Supreme Court of the State of New York Ninth Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of GREATER HUDSON VALLEY HEALTH SYSTEM, INC. .

Dated: December 7, 2009

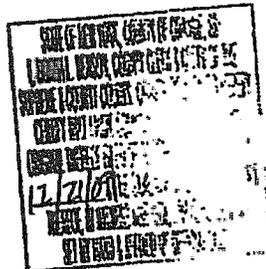
*Robert A. Onofry*  
\_\_\_\_\_  
J.S.C.  
Hon. Robert A. Onofry  
Acting Supreme Court Justice

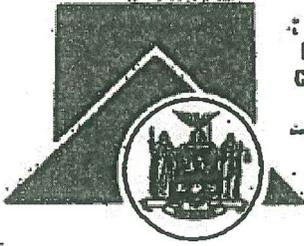


COUNTY OF ORANGE, NEW YORK

*Daniel P. Brennan*  
COUNTY CLERK & CLERK OF THE SUPREME & COUNTY COURTS

DATED *December 21, 2009*

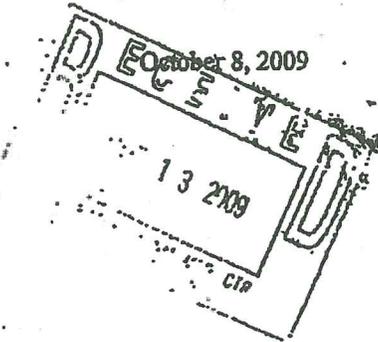




STATE OF NEW YORK  
DEPARTMENT OF HEALTH  
CORNING TOWER BUILDING  
ALBANY, N.Y. 12237

# PUBLIC HEALTH COUNCIL

Mr. Steven Ruwoldt  
Chief Executive Officer  
Catskill Regional Medical Center  
Post Office Box 800  
68 Harris-Bushville Road  
Harris, New York 12742



Re: Certificate of Amendment of the Certificate of Incorporation of Greater Hudson Valley Health System, Inc.

Dear Mr. Ruwoldt:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 8th day of May, 2009, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Greater Hudson Valley Health System, Inc., dated July 22, 2009.

Sincerely,

Colleen M. Frost  
Executive Secretary

lcf

091223000033

CERTIFICATE OF AMENDMENT  
OF  
GREATER HUDSON VALLEY HEALTH SYSTEM, INC.

Section 803 of the Not-for-Profit Corporation Law

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 23 2009

TAX S \_\_\_\_\_

BY: \_\_\_\_\_

*[Handwritten signature]*  
*[Handwritten initials]*

Filer: Epstein Becker & Green, P.C.  
14th Floor  
250 Park Avenue  
New York, NY 10177  
Cust. Ref#228711Jba

DRAWDOWN

CSC 45  
DRAW DOWN

091223000041

2009 DEC 23 AM 9:05

FILED

2009 DEC 22 PM 4:06

RECEIVED

FILING RECEIPT

=====

ENTITY NAME: GREATER HUDSON VALLEY HEALTH SYSTEM, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PURPOSES PROCESS

COUNTY: ORAN

=====

FILED: 12/23/2009 DURATION: \*\*\*\*\* CASH#: 091223000041 FILM #: 091223000033

FILER:

-----

EPSTEIN BECKER & GREEN, P.C.  
14TH FLOOR  
250 PARK AVENUE  
NEW YORK, NY 10177

ADDRESS FOR PROCESS:

-----

THE CORPORATION  
ATTN: PRESIDENT/CEO  
GOSHEN, NY 10924

4 HARRIMAN DRIVE

REGISTERED AGENT:



=====

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs                    90.00  
-----  
FILING                  30.00  
TAX                      0.00  
CERT                    0.00  
COPIES                  10.00  
HANDLING               50.00

PAYMENTS              90.00  
-----  
CASH                    0.00  
CHECK                   0.00  
CHARGE                  0.00  
DRAWDOWN               90.00  
OPAL                    0.00  
REFUND                  0.00

=====

228711JBA

DOS-1025 (04/2007)

2019  
(re-branding)

**CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF**

**GREATER HUDSON VALLEY HEALTH SYSTEM, INC.**

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

The undersigned, Scott Batulis, hereby certifies that he is the President of Greater Hudson Valley Health System, Inc. (the "Corporation"), and does hereby further certify as follows:

1. The name of the Corporation is Greater Hudson Valley Health System, Inc.
2. The Corporation's Restated Certificate of Incorporation was filed by the Department of State on October 22, 2004.
3. The Corporation was formed under the New York Not-for-Profit Corporation Law.
4. The Corporation is a not-for-profit corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law.
5. The Corporation's Restated Certificate of Incorporation is amended as follows:

- a. Paragraph FIRST of the Restated Certificate of Incorporation regarding the name of the corporation is hereby amended to read in its entirety as follows:

**FIRST:** The name of the Corporation is GARNET HEALTH.

- b. Paragraph THIRD of the Restated Certificate of Incorporation regarding the Corporation's purposes is hereby amended to read in its entirety as follows (but only to update the names of referenced entities and correct typographical errors, and not to make any changes to the Corporation's purposes):

**THIRD:** The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the purposes for which the Corporation is formed are as follows:

- (i) To coordinate policy making and strategic planning and to provide support services to Garnet Health Medical Center, Garnet Health Medical Center – Catskills, and other organizations of which the Corporation is the sole corporate member (collectively, the "Sponsored Entities"), each of which is exempt from Federal income taxation pursuant to

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

- (ii) To provide support services in connection with the educational and research programs for the prevention, diagnosis, treatment and cure of all forms of human illness conducted by the Sponsored Entities; and
- (iii) To act for the benefit of and to support the Sponsored Entities and their affiliates.

- c. Paragraph FOURTEENTH of the Restated Certificate of Incorporation regarding the address for service of process is hereby amended to read in its entirety as follows:

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

707 East Main Street  
Middletown, NY 10940  
Attention: President

6. This Certificate of Amendment was authorized by the affirmative vote of a majority of the Corporation's Board of Directors.

IN WITNESS WHEREOF, this Certificate of Amendment of the Corporation's Restated Certificate of Incorporation has been signed, and the statements made herein are affirmed as true under the penalties of perjury, this 27<sup>th</sup> day of June, 2019.

  
\_\_\_\_\_  
Scott Batulis, President

Filer's Name:  
Fox Rothschild, LLP  
101 Park Avenue  
New York, NY 10178

**ATTORNEY'S CERTIFICATION**

**JOSEPH M. ANESI**, being duly admitted and in good standing to practice law in the State of New York, hereby certifies that:

- (a) he is the Vice President and General Counsel of Greater Hudson Valley Health System, Inc. (GHVHS), the sole corporate member and active parent corporation of Orange Regional Medical Center (ORMC) and Catskill Regional Medical Center (CRMC); and
- (b) following is a true and complete extract from the minutes of the June 26, 2019 meeting of the GHVHS Board of Directors approving Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation:

**Approval of Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation**

**WHEREAS**, the Board previously resolved to change the name of the Corporation to "Garnet Health", and authorized the corresponding rebranding initiative; and

**WHEREAS**, commensurate with the rebranding initiative, the names of Orange Regional Medical Center and Catskill Regional Medical Center will be changed to "Garnet Health Medical Center" and "Garnet Health Medical Center – Catskills" respectively; and

**WHEREAS**, changing the names of GHVHS, ORMC and CRMC requires filing a Certificate of Amendment of each entity's Certificate of Incorporation with the New York Department of State; and

**WHEREAS**, the current Certificate of Incorporation of each entity requires the Board's approval of each Certificate of Amendment prior to filing;

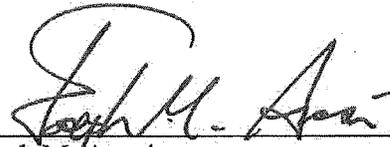
**NOW THEREFORE**, upon motion duly made, seconded and carried, it is:

**RESOLVED**, that the Certificates of Amendment to the Certificates of Incorporation of each of the following entities, in the form and substance appended to these resolutions, are hereby approved for the purpose of changing the name of each entity as shown:

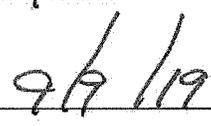
<b>The entity currently named...</b>	<b>will be renamed as...</b>
Greater Hudson Valley Health System, Inc.	Garnet Health
Orange Regional Medical Center	Garnet Health Medical Center
Catskill Regional Medical Center	Garnet Health Medical Center – Catskills

*and it is further*

**RESOLVED**, that the President and General Counsel of the Corporation are hereby authorized and directed, either individually or through other officers in their discretion, and upon the advice of counsel and other consultants, to execute any and all documents and to take all other action that may be necessary or appropriate to effectuate the preceding resolution.



\_\_\_\_\_  
Joseph M. Anesi



\_\_\_\_\_  
Date

**RESOLUTIONS**  
**of the**  
**BOARD OF DIRECTORS**  
**of**  
**GREATER HUDSON VALLEY HEALTH SYSTEM, INC.**

Presented at the June 26, 2019 meeting

---

**WHEREAS**, the Board of Directors of Greater Hudson Valley Health System, Inc. (the “Corporation”) wishes to change the name of the Corporation to “Garnet Health”;  
and

**WHEREAS**, changing the name of the Corporation requires filing a Certificate of Amendment of its Certificate of Incorporation with the New York Department of State; and

**WHEREAS**, the current Certificate of Incorporation requires the Board’s approval of the Certificate of Amendment prior to filing;

**NOW THEREFORE**, upon motion duly made, seconded and carried, it is:

**RESOLVED**, that the Certificate of Amendment to the Corporation’s Certificate of Incorporation, in the form and substance appended to these resolutions, is hereby approved for the purpose of changing the name of the Corporation to “**Garnet Health**”;

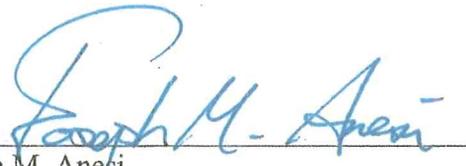
*and it is further*

**RESOLVED**, that the President and General Counsel of the Corporation are hereby authorized and directed, either individually or through other officers in their discretion, and upon the advice of counsel and other consultants, to execute any and all documents and to take all other action that may be necessary or appropriate to effectuate the preceding resolution.

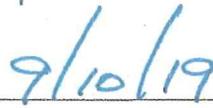
**ATTORNEY'S CERTIFICATION**

**JOSEPH M. ANESI**, being duly admitted to the bar and in good standing to practice law in the State of New York, hereby certifies that:

- (a) he is the Vice President and General Counsel of **Greater Hudson Valley Health System, Inc.** (GHVHS); and
- (b) attached hereto are accurate and complete copies of resolutions passed by the GHVHS Board of Directors on June 26, 2019, approving the amendment of the GHVHS Certificate of Incorporation to change its name to "Garnet Health".



\_\_\_\_\_  
Joseph M. Anesi



\_\_\_\_\_  
Date