



## 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:** Orange Regional Medical Center: Corporate Name Change

---

Greater Hudson Valley Health, Inc. has asked PHHPC to approve a corporate name change of its member hospital, Orange Regional Medical Center, to “Garnet Health Medical Center” for re-branding purposes. PHHPC previously approved a change of address of Orange Regional Medical Center in 2012.

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 Restated Certificate of Incorporation of Orange Regional Medical Center 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) An executed 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) An executed 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 Orange Regional Medical Center (2004).



**Department  
of Health**

## **MEMORANDUM**

- 5) An executed photocopy of the October 6, 2004 Public Health Council "consent to file" letter for the 2004 Restated Certificate of Incorporation of Orange Regional Medical Center.
- 6) An executed photocopy of the Certificate of Change of Orange Regional Medical Center (2012).
- 7) An executed photocopy of the proposed Certificate of Amendment of the Certificate of Incorporation of Orange Regional Medical Center (2019).
- 8) Executed Attorney's Certification for approval of Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation.
- 9) Resolutions of the Boards of Directors of Orange Regional Medical Center and 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:** Orange Regional Medical Center: Corporate Name Change

---

Greater Hudson Valley Health, Inc. has asked PHHPC to approve a corporate name change of its member hospital, Orange Regional Medical Center, to "Garnet Health Medical Center" for re-branding purposes. PHHPC previously approved a change of address of Orange Regional Medical Center in 2012.

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 Restated Certificate of Incorporation of Orange Regional Medical Center is in legally acceptable form.



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

2004

ACR-41

F04

RESTATED

**CERTIFICATE OF INCORPORATION**

**OF**

**ORANGE REGIONAL MEDICAL CENTER**

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

The undersigned, Jeffrey Hirsch and John Szefo, certify that they are the President and Secretary, respectively, of Orange Regional Medical Center, a corporation originally organized under the Membership Corporation Law and currently existing under the Not-For-Profit Corporation Law ("NPCL") of the State of New York (hereinafter, the "Corporation"), and do hereby further certify as follows:

1. The name of the Corporation is Orange Regional Medical Center. The Corporation was formed under the name "The Goshen Emergency Hospital" on December 15, 1908.
2. 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.
3. The Certificate of Incorporation of the Corporation is hereby amended to effect the following changes pursuant to Section 801(b) of the NPCL:
  - (a) Renumber Article FIRST, setting forth both the Corporation's classification under NPCL Section 201 and the Corporation's objects and purposes, as new Articles SECOND and THIRD, respectively.
  - (b) Renumber Article SECOND, setting forth the name of the Corporation, as new Article FIRST.
  - (c) Renumber Articles THIRD and FOURTH, relating to the location of the principal office of the Corporation and the composition of the board of directors of the Corporation, as new Articles FIFTH and SIXTH, respectively.
  - (d) Amend Article FIFTH, relating to delegations of authority by the Corporation to Greater Hudson Valley Health System, Inc. in its capacity as the Corporation's sole corporate member (the "Member"), (said Article FIFTH renumbered as new Article FOURTH by reason of the amendments provided for in Paragraphs 3(a) through 3(c) above) to:
    - (i) delete clauses (iii) through (vi) of said Article FIFTH in their entirety, relating to the Member's power and authority to: (a) approve the addition of any clinical service to the Corporation where such addition requires New York State Department of Health approval; (b) approve any

consolidation of a clinical service by the Corporation with any other hospital of which the Member is the corporate member or with any other facility or institution; (c) approve the deletion of clinical services at the Corporation; 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 the Corporation;

- (2) amend clause (vii) of said Article FIFTH, relating to the Member's ability to approve any and all strategic planning decisions of the Corporation (said clause (vii) renumbered as clause (iii) in this Restated Certificate of Incorporation by reason of the amendments described in Paragraph 3(d)(1) above) to limit such reserved power to the Member's approval of the Corporation's annual strategic plan following approval of such strategic plan by the governing board of the Corporation;
  - (3) delete clause (viii) of said Article FIFTH, relating to the requirement that the Corporation make capital contributions to the Member;
  - (4) renumber clauses (ix) and (x) of said Article FIFTH as new clauses (iv) and (v) of new Article FOURTH by reason of the deletion of clauses (iii) through (vi) and (viii) as described in Paragraph 3(d)(2) and 3(d)(4) above;
  - (5) delete the phrase "any and all" in clause (ix) of said Article FIFTH (such clause renumbered as new clause (iv) of new Article FOURTH), relating to the Member's power to approve amendments to the Corporation's By-laws and Certificate of Incorporation;
  - (6) combine clauses (xi) through (xiii) of said Article FIFTH, relating to the Member's power to approve borrowings, guarantees and leases of the Corporation, and to increase the minimum dollar threshold triggering such approvals from \$100,000 to \$5,000,000, into a new clause (vi) of new Article FOURTH; and
  - (7) renumber clause (xiv) of said Article FIFTH as new clause (vii) of new Article FOURTH by reason of the amendments described above.
- (e) Renumber Articles SIXTH through THIRTEENTH as new Articles SEVENTH through FOURTEENTH herein by reason of the changes described above.
- (f) Make certain formatting changes to Article THIRTEENTH, relating to the dissolution of the Corporation.

4. This Restated Certificate of Incorporation was authorized by the affirmative vote of a majority of the members of the Board of Trustees of the Greater Hudson Valley Health System in its capacity as the sole member of the Corporation at a duly constituted meeting thereof in accordance with NPCL Sections 613 and 802.
5. The text of the Certificate of Incorporation of the Corporation, as amended hereby, is restated to read in its entirety as follows:

**FIRST:** The name of the Corporation is Orange Regional Medical Center (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 is a Type B corporation under Section 201 of the law.

**THIRD:** The objects for which the Corporation is formed are:

- (i) To own, maintain, operate and support a hospital for the care and treatment of chronically ill and acute patients; and
- (ii) To provide on a non-profit basis, hospital facilities and services for the care and treatment of persons who are acutely ill or who otherwise required medical care and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

**FOURTH:** The Corporation shall have a single corporate member which shall be Greater Hudson Valley Health System, Inc. (the "Member"). The Member, acting through its Board of Trustees, shall have the following reserved powers as the sole corporate member of the Corporation (it being understood that, in each instance when the Member has the right to approve an action of the Corporation, any action can only be taken by the Corporation through its Board of Directors and can only be taken after approval by the Member):

- (i) To appoint the members of the Board of Directors of the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation;
- (ii) To approve Certificate of Need applications for the Corporation for any new clinical programs or services that meet the threshold dollar amount or other requirements established by law for the submission of Certificate of Need applications (or their legal equivalent) to the New York State Department of Health;

- (iii) To approve the annual strategic plan of the Corporation following approval of such strategic plan by the governing board of the Corporation;
- (iv) To approve amendments to the Bylaws and/or Certificate of Incorporation of the Corporation;
- (v) To approve the operating and capital budgets of the Corporation;
- (vi) To approve: (x) any borrowings by the Corporation in excess of \$5,000,000 per loan or \$5,000,000 in the aggregate per year, unless such borrowings are included in the Corporation's approved budget, (y) any guarantees or similar credit enhancing mechanisms to be entered into by the Corporation 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 the Corporation's approved budget; and
- (vii) To approve any merger, consolidation or non-judicial dissolution of the Corporation.

**FIFTH:** The office of the Corporation shall be located in the County of Orange, State of New York.

**SIXTH:** The Board of Directors of the Corporation shall consist of such persons as are elected by the Member in such numbers as are set forth in the Bylaws of the Corporation, provided that at no time shall the number of Directors be less than three.

**SEVENTH:** 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 4 Harriman Drive, Goshen, New York 10924, Attention: President and Chief Executive Officer.

**EIGHTH:** 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 or necessary or incidental to the powers to conferred, or conducive to the furtherance thereof, subject to the limitation and condition that, notwithstanding any other provision of this Article EIGHTH, 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 Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code"). The Corporation shall also have the power to do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

- NINTH:** The Corporation shall be empowered to solicit funds from the public.
- TENTH:** 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.
- ELEVENTH:** No substantial part of the activities of the Corporation shall be devoted to 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) and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

**TWELFTH:**

The Corporation shall distribute its income of each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code of Corporation shall not (a) engage in any act of self-dealing as defined as Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(a) of the Code; (c) make any investments in such manner as to subject the Corporation to such tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

**THIRTEENTH:**

(a) In the event of dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liability shall be distributed, subject to the approval of a court of competent jurisdiction upon allocation of the Board of Directors, to an organization with substantially similar purposes, provided that no such distribution shall be made to the proposed distributee unless it shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code. Any of such assets not so distributed shall be disposed of as directed by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

(b) Notwithstanding the foregoing, the Corporation shall at all times have the power to convey all of its property to the Secretary of Housing and Urban Development of the United States of America or his nominee, if required, pursuant to financing with assistance of mortgage insurance under the provisions of the National Housing Act.

**FOURTEENTH:**

Nothing herein shall authorize this Corporation, directly or indirectly, to engage, in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law Section 404(b-n), (p), (r-s), or (u-v). Nothing in this Certificate of Amendment shall authorize the Corporation to establish or operate a certified home health agency, a hospice, a health maintenance organization or a comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively, of the Public Health Law of the State of New York."

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed, and the statements made herein are affirmed as true under penalties of perjury, this 2<sup>nd</sup> day of May, 2004.

*Jeffrey Hirsch*  
Name: Jeffrey Hirsch  
Title: President/Chief Executive Officer

*John Szabo*  
Name: John Szabo  
Title: Secretary

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

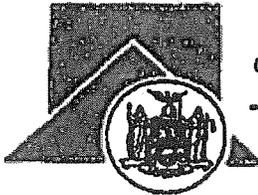
THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON. ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.  
*Frank J. ...* 10-11-04  
ASSISTANT ATTORNEY GENERAL DATE

I, Hon. *John K. McGuirk*, a Justice of the Supreme Court of the State of New York for the NINTH Judicial District do hereby approve of the foregoing Restated Certificate of Incorporation of Orange Regional Medical Center and consent that the same be filed

Date: *October 21*, 2004  
*Brooklyn NY*

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

7



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 Orange Regional Medical Center

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 Orange Regional Medical Center, dated May 26, 2004.

Sincerely,

Donna W. Peterson  
Executive Secretary

/md

8

ACR-41

F04102500 1 337

RESTATED

CERTIFICATE OF INCORPORATION

OR

ORANGE REGIONAL MEDICAL CENTER

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

lcc

STATE OF NEW YORK  
DEPARTMENT OF STATE

OCT 25 2004

FILED OCT 26 2004

TAXS

BY: lcc

*[Handwritten initials]*

Orange

RECEIVED

2004 OCT 22 PM 12:05

RECEIVED

2004 OCT 25 AM 11:01

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

9

DRAWDOWN

1371

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

12081000/001



### CERTIFICATE OF CHANGE OF

ORANGE REGIONAL MEDICAL CENTER

*(Insert Name of Domestic Corporation)*

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

**FIRST:** The name of the corporation is:

ORANGE REGIONAL MEDICAL CENTER

If the name of the corporation has been changed, the name under which it was formed is:

The Goshen Emergency Hospital

**SECOND:** The certificate of incorporation was filed by the Department of State on:

December 15, 1908

**THIRD:** The change(s) effected hereby are: *(Check appropriate statement(s))*

The county location, within this state, in which the office of the corporation is located, is changed to: \_\_\_\_\_

The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows:  
707 East Main Street  
Middletown, NY 10940  
Attn: President & CEO

The corporation hereby: *(Check One)*

Designates \_\_\_\_\_  
as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is:  
\_\_\_\_\_

Changes the designation of its registered agent to: \_\_\_\_\_

The street address of the registered agent is:  
\_\_\_\_\_

Changes the address of its registered agent to:  
\_\_\_\_\_

Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.

12081000/001

[Signature]  
(Signature)

JOSEPH M. AVESI  
(Name of Signer)

VP & GENERAL COUNSEL  
(Title of Signer)

**CERTIFICATE OF CHANGE  
OF**

**ORANGE REGIONAL MEDICAL CENTER**

*(Insert Name of Domestic Corporation)*

Under Section 603-A of the Not-for-Profit Corporation Law

Filer's Name: Drake Loeb Heller Kennedy Gogerty Gaba & Rodd PLLC

Address: 888 Hudson Valley Avenue, Suite 100

City, State and Zip Code: New Windsor, NY 12553

Customer Ref. # 42688

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

*For Office Use Only*

FILED

2012 AUG 10 PM 3:14

LCS - #AL

12  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED AUG 10 2012

TAX \$ \_\_\_\_\_

BY: luc

Doc

RECEIVED  
2012 AUG 10 PM 12:23

***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 August 14, 2012.

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

Daniel E. Shapiro  
First Deputy Secretary of State

FILING RECEIPT

ENTITY NAME: ORANGE REGIONAL MEDICAL CENTER

DOCUMENT TYPE: CHANGE (DOM. NFP)  
PROCESS

COUNTY: ORAN

FILED:08/10/2012 DURATION:\*\*\*\*\* CASH#:120810001059 FILM #:120810001001

FILER:

-----  
DRAKE LOEB HELLER KENNEDY GOGERTY  
GABA & RODD PLLC  
555 HUDSON VALLEY AVENUE, SUITE 100  
NEW WINDSOR, NY 12553

ADDRESS FOR PROCESS:

-----  
THE CORPORATION  
ATTN: PRESIDENT & CEO  
MIDDLETOWN, NY 10940

707 EAST MAIN STREET

REGISTERED AGENT:

=====

SERVICE COMPANY: LIBERTY CORPORATE SERVICES, INC. - AL

SERVICE CODE: AL

FEEs                    55.00  
-----  
FILING                   20.00  
TAX                      0.00  
  SRT                    0.00  
COPIES                  10.00  
HANDLING                25.00

PAYMENTS               55.00  
-----  
CASH                    0.00  
CHECK                   0.00  
CHARGE                  55.00  
DRAWDOWN               0.00  
  OPAL                   0.00  
REFUND                   0.00

42688

=====

DOS-1025 (04/2007)

2019

(proposed  
Amendment)

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

**ORANGE REGIONAL MEDICAL CENTER**

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

The undersigned, Scott Batulis, hereby certifies that he is the President of Orange Regional Medical Center (the "Corporation"), and does hereby further certify as follows:

1. The name of the Corporation is Orange Regional Medical Center. The name under which the Corporation was formed is "The Goshen Emergency Hospital".
2. The Corporation's Restated Certificate of Incorporation was filed by the Department of State on October 25, 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 MEDICAL CENTER.

- b. Paragraph FOURTH of the Restated Certificate of Incorporation regarding the corporate member 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 Member's reserved powers):

**FOURTH:** The Corporation shall have a single corporate member which shall be Garnet Health, a New York not-for-profit corporation (the "Member"). The Member, acting through its Board of Directors, shall have the following reserved powers as the sole corporate member of the Corporation (it being understood that, in each instance when the Member has the right to approve an action of the Corporation, such action can only be taken by the Corporation through its Board of Directors after approval by the Member):

- (i) To appoint the Board of Directors of the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation;

- (ii) To approve Certificate of Need applications for the Corporation for any new clinical programs or services that meet the threshold dollar amount or other requirements established by law for the submission of Certificate of Need applications (or their legal equivalent) to the New York State Department of Health;
- (iii) To approve the annual strategic plan of the Corporation following approval of such strategic plan by the Corporation's Board of Directors;
- (iv) To approve amendments to the Bylaws and/or Certificate of Incorporation of the Corporation;
- (v) To approve the operating and capital budgets of the Corporation;
- (vi) To approve: (a) any borrowings by the Corporation in excess of \$5,000,000 per loan or \$5,000,000 in the aggregate per year, unless such borrowings are included in the Corporation's approved budget, (b) any guarantees or similar credit enhancing mechanisms to be entered into by the Corporation in excess of \$5,000,000 per debt so guaranteed or enhanced or \$5,000,000 in the aggregate per year, and (c) 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 the Corporation's approved budget; and
- (vii) To approve any merger, consolidation or non-judicial dissolution of the Corporation.

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

**SEVENTH:** 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 Board of Directors of the Corporation's sole corporate Member.

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;

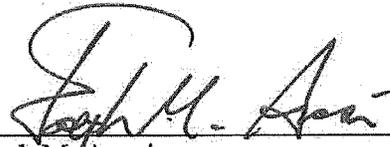
**NOW THEREFORE**, upon motion duly made, seconded and carried, it is:

**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:

The entity currently named...	will be renamed as...
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

9/9/19

\_\_\_\_\_  
Date

**RESOLUTIONS**  
of the  
**BOARDS OF DIRECTORS**  
of  
**ORANGE REGIONAL MEDICAL CENTER**  
and  
**GREATER HUDSON VALLEY HEALTH SYSTEM, INC.**

Presented at the June 26, 2019 joint meeting

---

**WHEREAS**, the Boards of Directors of Orange Regional Medical Center (the "Corporation") and its sole corporate member and active parent Greater Hudson Valley Health System, Inc. wish to change the name of the Corporation to "Garnet Health Medical Center"; 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 Medical Center**";

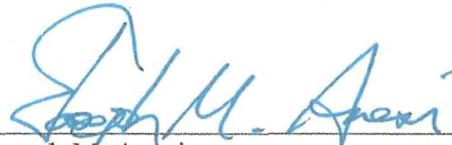
*and it is further*

**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.

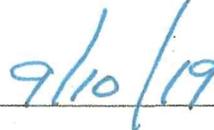
**ATTORNEY'S CERTIFICATION**

**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 **Orange Regional Medical Center** (ORMC) and its sole corporate member and active parent Greater Hudson Valley Health System, Inc. (GHVHS); and
- (b) attached hereto are accurate and complete copies of resolutions passed by the ORMC and GHVHS Boards of Directors on June 26, 2019, approving the amendment of ORMC's Certificate of Incorporation to change its name to "Garnet Health Medical Center".



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



\_\_\_\_\_  
Date