ADDENDUM

<u>STATE OF NEW YORK</u> <u>PUBLIC HEALTH AND HEALTH PLANNING COUNCIL</u>

COMMITTEE DAY

<u>AGENDA</u>

March 28, 2024 10:15 a.m.

Empire State Plaza, Concourse Level, Meeting Room 6, Albany

I. <u>COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW</u>

Peter Robinson, Chair

D. <u>Certificates</u>

Exhibit #7

Certificate of Amendment of the Certificate of Incorporation

Applicant

Ezras Choilim Health Center, Inc.

II. <u>ADJOURNMENT</u>

***Agenda items may be called in an order that differs from above ***



MEMORANDUM

Public Health and Health Planning Council (PHHPC)
Kathy Marks <i>KSM</i> General Counsel
March 19, 2024
Ezras Choilim Health Center, Inc. Proposed Corporate Name Change

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of Ezras Choilim Health Center, Inc. This not-for-profit corporation is the operator of a Diagnostic and Treatment Center pursuant to Article 28 of the Public Health Law, with two extension clinics, and seeks approval to change its name to "Aizer Health, Inc." for rebranding purposes. According to the applicant, the name change is sought "because the new name better reflects the Corporation's mission as a federally qualified health center to provide primary care services in underserved areas."

The Certificate of Incorporation of the Corporation was filed with the Department of State on June 26, 1992, pursuant to the Not-for-Profit Corporation Law of the State of New York (the "NPCL"). A Certificate of Amendment of the Certificate of Incorporation was filed on October 13, 1995, which made technical changes to the Certificate of Incorporation. The current Operating Certificates of the entity/operator are attached.

Pursuant to 10 NYCRR § 600.11(a)(4) and NY NPCL § 804(a)(i), Public Health and Health Planning Council (PHHPC) approval is required for this change of corporate name because PHHPC (or its predecessor) previously approved the not-for-profit corporation's Certificate of Incorporation. The Corporation's Board of Directors has approved of the name change by vote, and the Corporate Resolution/Board Minutes are attached.

Also attached is a letter dated July 21, 2023, from Jeffry Adest, attorney for the Corporation, which requests the name change and explains the intent and meaning of the proposed name change. In addition, the existing Certificate of Incorporation and amendments thereto, prior Certificate of Incorporation, proposed Certificate of Incorporation, and other associated corporate documents are attached.

The Department has no objection to the proposed name change and the proposed Certificate of Amendment is in legally acceptable form. Of note, Attorney General approval will need to be obtained after PHHPC approval.

Attachments

GARFUNKEL WILD, P.C.

ATTORNEYS AT LAW

111 GREAT NECK ROAD • GREAT NECK, NEW YORK 11021 TEL (516) 393-2200 • FAX (516) 466-5964 www.garfunkelwild.com

> JEFFRY ADEST Partner/Director Licensed in NY, NJ, CT, PA Email: Jadest@garfunkelwild.com Direct Dial: (516) 393-2270

FILE NO.: 15137.0001

July 21, 2023

By FedEx

Ms. Colleen M. Leonard Executive Secretary NYS Department of Health Public Health and Health Planning Council Empire State Plaza, Corning Tower, Room 1805 Albany, New York 12237

> Re: Approval of Amendment to Certificate of Incorporation Ezras Choilim Health Center, Inc.

Dear Ms. Leonard:

Our firm is legal counsel to <u>Ezras Choilim Health Center, Inc.</u>, (the "Corporation"), a New York not-for-profit corporation formed on June 26, 1996. The Corporation is a licensed diagnostic and treatment center under Article 28 of the Public Health Law and has been designated as a federally qualified health center.

Enclosed on behalf of the Corporation is an executed copy of the proposed Certificate of Amendment to Certificate of Incorporation of the Corporation. In addition, we enclose a complete copy of all the Corporation's Certificate of Incorporation and Certificate of Assumed Name which are on file with the New York State Secretary of State.

The Corporation wishes to change its name to "Aizer Health, Inc." because the new name better reflects the Corporation's mission as a federally qualified health center to provide primary care services in underserved areas.

Please review the enclosed proposed Certificate of Amendment to Certificate of Incorporation, and if acceptable, enclose the appropriate consent and return the original Certificate of Amendment to Certificate of Incorporation of the Corporation to us so that we may complete the filing process.

In addition, please acknowledge your receipt of the enclosed by providing your stamp or signature in the space provided below on the enclosed copy of this letter and by returning same to the undersigned in the enclosed, postage-paid, self-addressed envelope.

Ms. Colleen Leonard July 19, 2023 Page 2

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Very truly yours,

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Jeffry Adest

Enclosures

ACKNOWLEDGMENT OF RECEIPT

I hereby acknowledge receipt of the proposed Certificate of Amendment to Certificate of Incorporation of Ezras Choilim Health Center, Inc.

By: Colleen Leonard Title: Executive Secretary NYS Department of Health Public Health and Health Planning Council

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

EZRAS CHOILIM HEALTH CENTER, INC.

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

The undersigned, being Secretary of the Board of Directors of EZRAS CHOILIM HEALTH CENTER, INC., hereby certifies:

1. The name of the corporation is EZRAS CHOILIM HEALTH CENTER, INC. (the "Corporation").

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on June 26, 1992 pursuant to the Not-for-Profit Corporation Law of the State of New York (the "NPCL"). A Certificate of Amendment of the Certificate of Incorporation was filed on October 13, 1995.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL.

4. The Certificate of Incorporation is hereby amended to effect the following change as authorized under subparagraph (b)(1) of Section 801 of the NPCL: Paragraph FIRST of the Certificate of Incorporation, which provides the name of the Corporation as EZRAS CHOILIM HEALTH CENTER, INC. is hereby deleted in its entirety and replaced as follows:

"FIRST: The name of the Corporation is AIZER HEALTH, INC."

5. This Amendment of the Certificate of Incorporation of the Corporation was authorized by the vote of the Board of Directors.

Dated: July 21, 2023

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Name: Chaim Wertzberger Title: Secretary of the Board

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

\mathbf{OF}

EZRAS CHOILIM HEALTH CENTER, INC.

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

FILED BY: KIMBERLY REDMOND, PARALEGAL GARFUNKEL WILD, P.C. *ATTORNEYS AT LAW* 350 BEDFORD STREET, STE 406A STAMFORD, CONNECTICUT 06901

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CERTIFICATE OF INCORPORATION

OF

EZRAS CHOILIM HEALTH CENTER, INC.

Under Section 402 of the Not-For-Profit Corporation Law IT IS HEREBY CERTIFIED THAT

1. The name of the corporation is:

EZRAS CHOILIM HEALTH CENTER, INC.

The corporation is not formed for pecuniary profit or 2. financial gain. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law. It shall be a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law. The purposes for which said corporation are to be formed are developing policies for a comprehensive health program for those in medical need and other persons in need of comprehensive health services; receiving funds from governmental and nongovernmental sources and applying same to the aforesaid purposes and to the purposes set forth and/or as payment to an appropriate licensed hospital or health agency for the delivery of comprehensive health services and the corporation shall itself have the power to establish and operate a treatment and diagnostic center within the definition of a hospital as defined in Article 28 of the Public Health Law.

For the purposes of the foregoing, in addition to and not in limitation of the powers, general or specific conferred on such corporation by the laws of the State of New York, the corporation shall have the power to receive, maintain and administer a fund or funds, and to apply the income therefrom to the purposes specified above voluntarily, to collect and distribute, directly or indirectly, funds and contributions of money, personal services and other property and other services appropriate or convenient to the effectuation of the aforesaid purposes; to acquire property for its corporate purposes by grant, gift, purchase, devise or bequest and to hold and dispose of same, subject to such limitations as may be prescribed by law.

Nothing herein contained shall authorize the doing of any act mentioned in the Not-For Profit Corporation Law, Section 404, (a-n), (p-s), (u-z).

3. This corporation shall be organized and operated exclusively for the purposes herein above stated, and the income therefore shall be derived from public and private solicitation and from governmental sources. No part of the earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no members, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of the corporate assets or dissolution of the corporation.

The number of its directors shall be not less than three (3) nor more than twenty-five (25).

The names and residences of the initial directors are:

Pincus Strulovic 70 Acres Road Monroe, New York 10950 Morris Steinberg 1 Carter Lane Monroe, New York 10950 David Falkowitz 1 Taylor Court Monroe, New York 10950 Alexa Indig 4 Wilson Road Monroe, New York 10950

Max Glauber 24 Satmar Drive Monroe, New York 10950

- 5. The meetings of the Board of Director shall be held only within the State of New York.
- 6. In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Law, together with the power to solicit grants and contributions for corporate purposes.

- 7. Nothing contained in the Certificate of Incorporation shall authorize the company:
 - (a) To carry on propaganda or otherwise attempt to influence legislation, or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;
 - (b) To undertake or carry on any of the activities specified in Section 404, (a-n), (p-s), (u-z),Not-For-Profit Corporation Law.
- The office of the corporation is to be located in the County of Orange.
- 9. The Secretary of State is 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 process against the corporation served upon him is:

c/o Adrian W. Salinger, Esq. 118 West 79th Street New York, New York 10024

- The corporation shall be empowered to buy, own, sell, assign, 19. mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of the Certificate and the corporation shall be empowered to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property and shall be empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation.
- 11. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for religious, charitable or scientific purposes, as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (2)(3) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned incorporator being at least eighteen years of age has executed and signed this certificate this $\cancel{11/1}$ day of March, 1991.

Jean M. Sherett c/o XL CORPORATE SERVICES, INC. 62 White Street New York, New York 10013

STATE OF NEW YORK

COUNTY OF NEW YORK

On this // day of March, 1991, before me personally came Jean M. Sherett who executed the foregoing instrument, and she duly acknowledged to me that she executed the same.

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ROSEMARIE ENGLE Notary Public, State of New York No. 4760542 Qualified in Nasseu County 9 Commission Expires Dec. 31,19

Acting I, JOSEPH G. OWEN , the undersigned Justice of the Supreme Court of the State of New York Ninth Judicial District, do hereby approve the foregoing Certificate of Incorporation of EZRAS CHOILIM HEALTH CENTER INC.

Dated: March 26, 1991 Goshen, My

How. Joseph G. Owen Justice of the Supreme Court

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STATE OF NEW YORK DEPARTMENT OF LAW Albany 12224

JAMES G. MCSPARRON DEPUTY FIRST ASSISTANT ATTORNEY GENERAL

ROBERT ABRAMS ATTORNEY GENERAL

(518) 473-3683

March 19, 1991

Jean M. Sherett XL Corporate Services, Inc. 62 White Street New York, NY 10013

Dear Ms. Sherett:

RE: EZRAS CHOILIM HEALTH CENTER, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

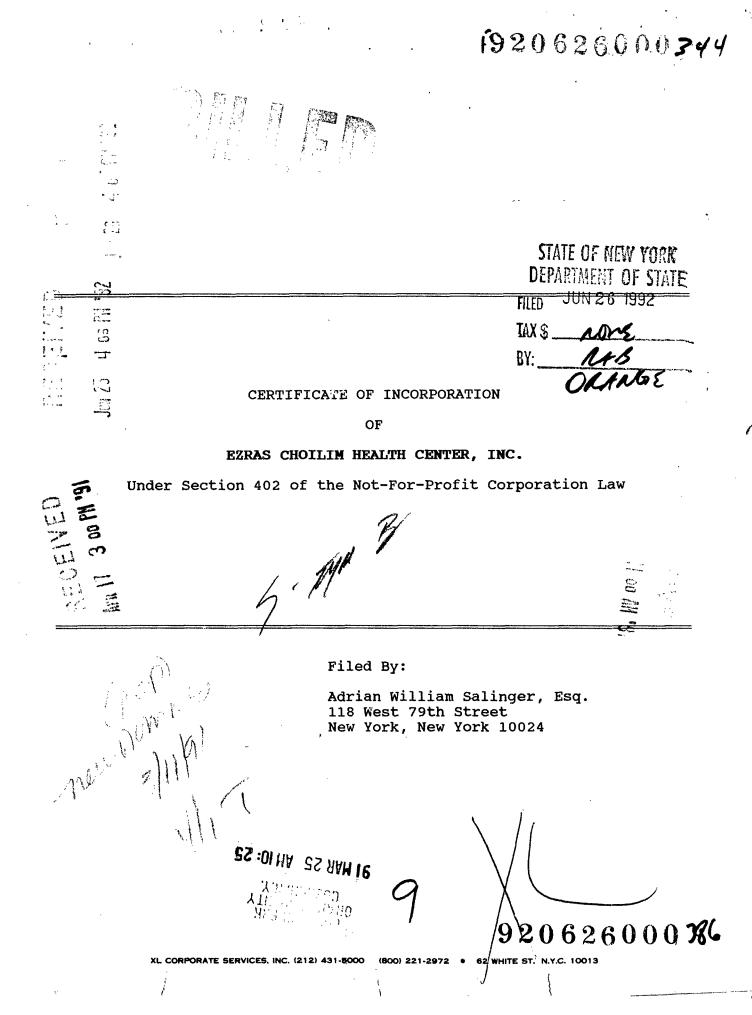
The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS Attorney General B

RICHARD S. REDLO Assistant Attorney General

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

EZRAS CHOILIM HEALTH CENTER, INC.

Under Section 803 of the Non For Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

EZRAS CHOILIM HEALTH CENTER, INC.

2. The Certificate of Incorporation was filed by the Department of State on the 26th day of June 1992 pursuant to Section 402 of the Not for Profit Corporation Law and is a corporation defined in subparagraph (a) (5) of Section 102-a Type B corporation under § 201.

3. The Certificate of Incorporation is hereby amended to effect the following change:

(a) to amend the typographical error in Paragraph 11 by deleting Paragraph 11 in its entirety and by replacing it with

"Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent law.

(b) to insert the following two paragraphs to be numbered Paragraphs 12 & 13,

12. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

13. In any year in which the organization is a private foundation as described in Section 509 (a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of selfdealing as defined in IRC 4941 (d), (b) retain an excess business holdings as defined in Section 4943 (c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provision of any subsequent Federal tax laws. 4. Paragraph 9 shall provide that the Secretary of State is designated as agent of the Corporation upon whom process against it may be served. Furthermore, the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 500 Forest Road, Suite 202, Monroe, New York 10950.

5. The amendment to the Certificate of Incorporation was authorized by the vote of the Board of Directors.

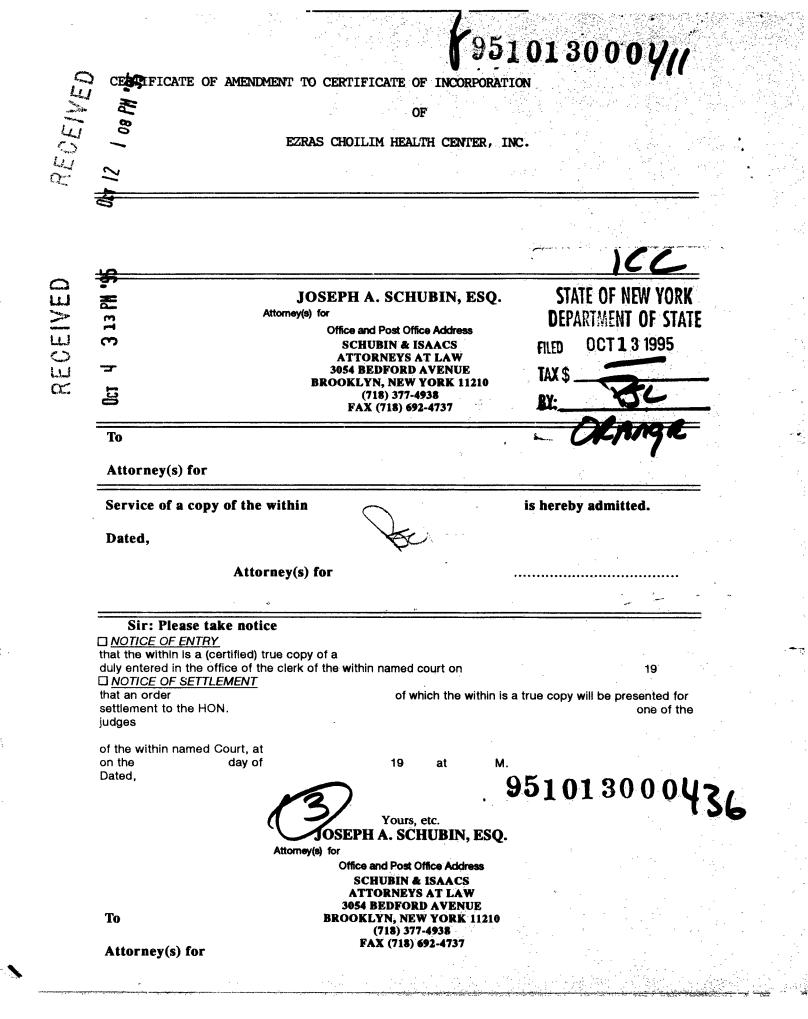
IN WITNESS WHEREOF, this Certificate has been subscribed September 14, 1995 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

WOLF SCHNITZER 50 Satmar Drive Monroe, New York 10950 President and Director

SHLOMO KATZ 3 Wilson Road Monroe, New York 10950 Secretary and Director

MARTIN SCHLESINGER 15 Satmar Drive Monroe, New York 10950 Treasurer and Director

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

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Under Section 803 of the Non For Profit Corporation Law

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The amendment to the Certificate of Incorporation was authorized by the vote of the Board 5. of Directors.

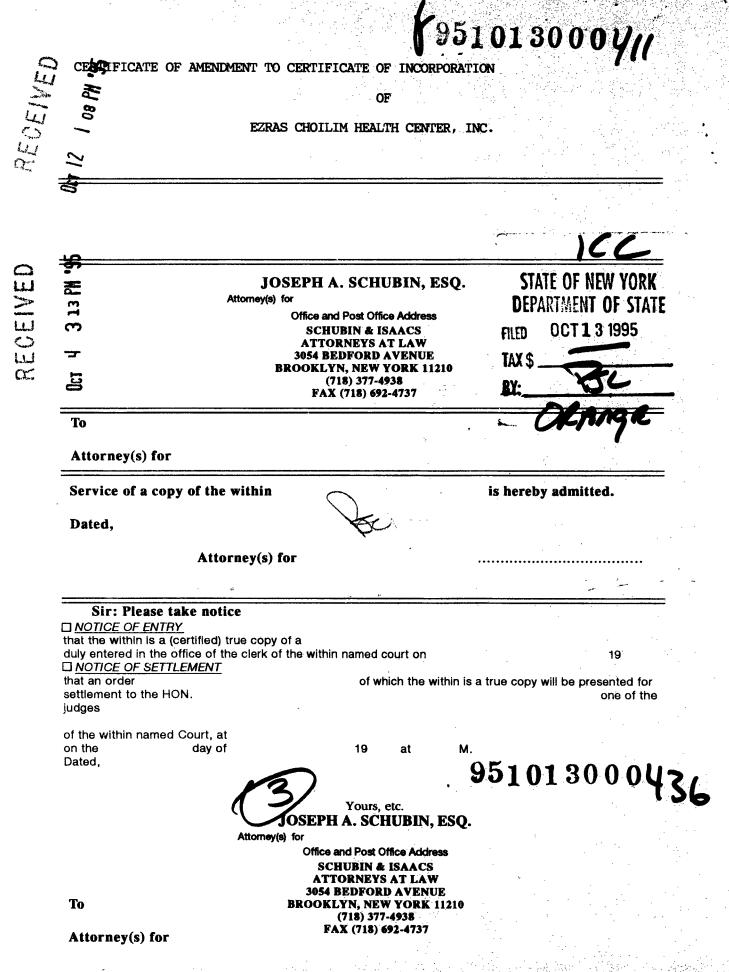
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SHLOMO KATZ 3 Wilson Road Monroe, New York 10950 Secretary and Director

MARTIN SCHLESINGER 15 Satmar Drive Monroe, New York 10950 Treasurer and Director

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EZRAS CHOILIM HEALTH CENTER, INC. 49 Forest Rd. Monroe NY 10950

<u>Minutes</u> <u>Board of Directors Meeting</u> <u>June 11, 2023</u>

Present: Abraham Wieder, Chairman Martin Schlesinger, Treasurer Moses Goldstein, Board Member Chaim N. Werczberger, Secretary Nusen Weinstock, Board Member Pinchas Kish, Board Member Esther Srugo, Board Member Esther Rubinstein, Board Member

Also present: Joel Mittelman, Executive Director

With a quorum present:

Chairman Wieder called the meeting to order at 10:35 AM

First item of business: review and approve the Minutes of the May 7, 2023 Board Meeting minutes.

The Chairman stated that a draft of the Minutes was distributed to the Board members prior to the meeting and asked for corrections, if any. There were none.

A motion to approve the May 7, 2023 Board Meeting minutes was made by the Chairman and was seconded by Board member Kish.

With all in favor, the resolution passed unanimously.

Continued..... Minutes Board of Directors Meeting June 11, 2023

Seconded by Board member Goldstein, motion carried unanimously.

The next item was a review and discussion of a proposal to change the name of the center to AIZER Inc.

Chairman Wieder moved the following resolution:

Resolved: That the Center should change the name of the center to AIZER Inc. and, the Executive Director is hereby directed and authorized to submit a Certificate of Amendment to the certificate of incorporation to the New York State department of state, and to take all other necessary steps to affect the change of name.

Seconded by Board member Weiss, motion carried unanimously.

With no further business before the Board a motion to adjourn was made by the Chairman and was seconded by Board member Kish.

With all in favor, the resolution to adjourn passed unanimously.

The meeting was adjourned at 11:55 AM



CERTIFICATION:

I, Chaim Wertzberger, Secretary of the Board of Ezras Choilim Health Center, Inc., hereby certify that the above minutes of the duly called meeting held on June 11, 2023 is true and accurate and that the resolutions were adopted by its Board of Directors at the same time with a quorum present.

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Chaim Wertzberger, Secretary

CORPORATE BYLAWS

OF

EZRAS CHOILIM HEALTH CENTER, INC.

The name of the Corporation shall be **EZRAS CHOILIM HEALTH CENTER**, **INC.** (hereinafter, "the Corporation").

ARTICLE I.

PURPOSES AND POWERS

1. The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation, in addition to the general powers set forth in Section 202 of the Not-for-Profit Corporation Law of the State of New York, are those set forth in its Certificate of Incorporation, to wit: developing policies for a comprehensive health program for those in medical need and other persons in need of comprehensive health services; receiving funds from governmental and non-governmental sources and applying the same to the aforesaid purposes and to the purposes set forth and/or as payment to an appropriate licensed hospital or health agency for the delivery of comprehensive health services and the Corporation shall itself have the power to establish and operate a diagnostic and treatment center (the "Center") within the definition of a hospital as defined in Article 28 of the Public Health Law. In furtherance of the foregoing corporate purposes, the Corporation shall have all of the general powers set forth in

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Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit and receive grants, bequests, and contributions for the corporate purposes.

2. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers, except as to the extent permitted under the Not-for-Profit Corporation Law of the State of New York. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

ARTICLE II.

NO MEMBERS

The Corporation shall have no members.

ARTICLE III.

GOVERNING AUTHORITY

1. **Board of Directors**. The governing authority and managing body of the Corporation is hereby designated as the Board of Directors (hereinafter "the Board"). It shall be the duty of the Board, and it shall have the power, to manage the property, affairs, business and concerns of the Corporation in a manner consistent with the applicable statutes and regulations of the State of New York, and the purposes and powers set forth in the Certificate of Incorporation and these Bylaws. Such duties shall include, but not be limited to responsibility for the Center's organization, operation and quality of care (including selection of the services to be provided and the locations and hours of operation); assuring compliance with federal, state and local laws;

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adoption of the Center's operational, management, patient care, administrative, clinical, financial, and human resource policies; establishing personnel policies and procedures, employee grievance procedures, and equal opportunity practices; adopting policy for financial management practices, including a system to assure accountability for Center resources, budget approval, Center priorities, and long term financial planning; evaluating Center activities, including service utilization patterns, productivity, patient satisfaction, achievement of project objectives, and development of a process for hearing and resolving patient grievances; appointment, dismissal, and evaluation of the performance of the Executive Director; appointment of medical and dental staff, assignment of their clinical privileges and review of such appointments at least every two years: approval of the Center's annual budget and major resource decisions and control of all assets and funds, including making provision for annual audits; approval of written agreements and/or contracts entered into by the Center; establishment and oversight of the Center's quality assurance program; adoption of policies for the handling of patient emergencies within the Center: establishing a policy for quality-of-care audit procedures; maintenance of a properly equipped and staffed physical plant; and carrying out Board duties described elsewhere in these Bylaws. No assignment, referral or delegation of authority by the Board shall relieve the Board of any of its responsibilities nor limit any of the Board's powers.

2. **Membership and Qualifications**. Members of the Board must be at least 18 years of age and shall reflect a broad representation of the community served by the Center. More specifically:

- 3,-

A majority of the members of the Board must be active users of the Center's services and must reasonably represent (without imposing any quota) the individuals served by the Center in terms of such factors as race, ethnicity and gender;

No more than half of those members of the Board who are not users of the Center may be individuals who derive more than ten percent (10%) of their annual income from the health care industry;

An individual's leadership role in the community and functional expertise should be major criteria in selecting non-user members of the Board;

As a general rule, all members of the Board should live or work within the Center's service area; and no employee of the Center other than the Executive Director, and no immediate family member (i.e., spouse, child, parent, brother or sister by blood or marriage) of an employee of the Center, may be a voting or non-voting member of the Board.

The Executive Director may not serve as a voting member of the Board.

3. Number of Directors. The Board shall consist of not less than nine (9) and not more than fifteen (15) voting members; the exact number will be determined by a resolution of the Board. The Board may increase or decrease the number of directors of the Corporation by a vote of the majority of the entire Board, but the number of voting directors constituting the entire Board may not be less than nine (9). As used in these by-laws, the term "entire Board" means the total number of voting directors that the corporation would have if there were no vacancies. No decrease in the number of voting directors will shorten the term of any incumbent voting director.

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 Election of Directors. Board members shall be elected by the Board at the Annual Meeting of the Board from a proposed slate submitted to the Board by the Nominating Committee. Additional nominations may be made by sitting Board members.

5. Classification of Voting Directors and Term of Office. Voting Directors shall be divided into three (3) classes for the purpose of staggering their terms of office. The terms of office of the Directors initially classified shall be as follows: that of the first class shall expire at the first Annual Meeting of the Board, the second class at the second succeeding Annual Meeting, and the third class at the third succeeding Annual Meeting. After such initial classification, voting Directors elected to replace those whose terms expire at each Annual Meeting shall be elected at such meeting to hold office for a full three (3) year term in accordance with such classification. Voting Directors may be re-elected any number of times.

If the number of voting Directors is changed by action of the Board, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as nearly equal in number as possible.

6. **Resignation of Directors.** Any Director may resign at any time by giving written notice thereof to the Chairman or the Secretary of the Corporation. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.

7. **Removal of Directors.** Any Director may be removed as a Director at any time for cause by majority vote of the entire Board. "Cause" includes, but is not limited to, absence of a

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Director from three (3) consecutive meetings of the Board without communicating to the Chairman of the Board his or her reason for so doing, or if his or her excuse should not be accepted.

8. Vacancies. Vacancies among the Directors may be filled by vote of a majority of the Directors then in office, even if less than a quorum exists. A Director appointed to fill a vacancy shall hold office until the expiration of the term that he or she was appointed to fill.

9. Advisory Directors. Former members of the Board and others having special expertise or insight that may prove helpful to the Board, may be appointed by the Board to serve as Advisory Directors. Advisory Directors may attend meetings of the Board at the invitation of the Board but may not vote or hold office and shall not be considered members of the Board for any purpose. Advisory Directors may serve as non-voting members on all committees, including committees of the Board and ad hoc committees, and may perform such other duties as may be requested by the Board.

10. **Conflict of Interest Policy.** The Board shall adopt and implement a policy that prohibits conflict of interest and the appearance of conflict of interest by Board members and officers.

11. **Compensation.** No Director will be compensated for serving as a director, except that the Corporation may reimburse Directors for expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation, provided that such expenses are approved by the Chairman or the Board.

ARTICLE IV.

MEETINGS OF THE BOARD

1. **Regular Meetings**. The Board shall meet on a monthly basis, at the Center or such other place as the Chairman may designate.

2. Annual Meeting. The Board shall hold an Annual Meeting of the Corporation. at a time and place fixed by the Chairman. Unless otherwise fixed, the Annual Meeting shall take place in January.

3. **Special Meetings.** Special meetings may be called by the Chairman or Executive Director. Special meetings shall be called by the Secretary after receipt in person or by mail of a request for such a meeting signed by at least three (3) members of the Board. Such a request shall specify the object of the meeting.

4. Notice of Meetings. Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board by resolution. Notice of the date, time, place and purpose of special meetings shall be given by telephone, mail, electronic mail, or fax to all members of the Board at least three (3) days prior to the date of the special meeting. Notice of any change of the date, time or place of a regular or special meeting previously scheduled shall be given by telephone, mail, electronic mail or fax to all members of the Board at least three (3) days prior to the date of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior to or at the commencement of the meeting, the lack of notice to him or her.

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5. Quorum. A quorum shall consist of a majority of the entire Board

6. Participating in a Meeting by Conference Telephone or Similar Means. One (1) or more of the members of the Board or of any committee of the Board may participate in a meeting of the Board or of such committee by means of a conference telephone or other communications equipment, that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7. **Majority Vote.** Except as otherwise provided in the Certificate of Incorporation, these Bylaws or the laws of the State of New York, the vote of a majority of the Directors present at a meeting of the Board, where a quorum is present, shall be the act of the Board.

8. Action Without Meeting. Any action which the Board or a committee thereof is required or permitted to take may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The written consents shall be filed with the minutes of the proceedings of the Board or the committee.

9. **Minutes.** A written record shall be kept of all proceedings and meetings of the Board, including findings, conclusions and recommendations. All minutes shall be approved by the Board.

ARTICLE V.

OFFICERS OF THE CORPORATION

1. Officers. The officers of the Corporation shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and Executive Director, together with such other offices as may

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be created by the Board. Each officer other than the Executive Director, shall be a voting member of the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary shall be held by different persons.

2. Election and Terms of Office. The Chairman, Vice-Chairman, Secretary, and the Treasurer shall be elected for one (1) year terms at the Annual Meeting of the Board. Immediately after their election, those elected shall assume the responsibilities of their offices. The Executive Director shall be appointed by the Board to serve until removed or replaced by the Board. A vacancy in such offices shall be filled by the Board at its next regular meeting or at an earlier special meeting convened for that purpose.

3. **Removal.** Any officer may be removed or have his or her authority suspended by the Board at any time, with or without cause.

4. **Resignation.** Any officer may resign at any time by giving a resignation in writing to the Chairman or the Secretary. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.

5. Duties of Officers May Be Delegated. If an officer is absent or unable to perform his or her duties, or for any other reason that the Board deems sufficient, the Board, except where otherwise provided by law, may delegate the powers or duties of any officer to any voting Director.

6. Compensation. No officer other than the Executive Director will be compensated

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for serving as an officer, except that the Corporation may reimburse officers for expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation, provided that such expenses are approved by the Chairman or the Board.

7. Duties of Officers.

a. **Chairman.** The Chairman shall preside at all meetings of the Board and shall have such other duties and responsibilities as may be assigned by the Board, the Certificate of Incorporation, these Bylaws and the laws of the State of New York.

b. **Vice-Chairman.** In the event of the absence, death, removal or inability of the Chairman to discharge the responsibilities of the office, the Vice-Chairman shall assume all of the powers and responsibilities of the Chairman until a new Chair is selected by the Board. The Vice-Chairman shall have such other duties and responsibilities as may be assigned by the Board.

c. Secretary. The Secretary shall attend meetings of the Board, take or cause to be taken accurate minutes thereof, and distribute transcribed copies of the minutes to each member of the Board prior to the next meeting of the Board; give or cause to be given notice of all meetings of the Corporation in the manner provided in these Bylaws; keep in safe custody the Seal of the Corporation and affix it to any instrument when authorized by the Board; keep all records and minutes of meetings of the Corporation as required by law or otherwise in a proper and safe manner; have such other duties and responsibilities as shall be assigned by the Board. The Secretary shall preside at meetings of the Board in the absence of the Chairman, Vice-Chairman, and Treasurer.

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d. **Treasurer.** The Treasurer shall serve on the Finance Committee and shall discharge such other duties and responsibilities as may be assigned by the Board. The Treasurer shall preside at meetings of the Board in the absence of the Chairman and Vice-Chairman.

e. **Executive Director.** The Executive Director shall be the Administrator of the Center and shall be responsible for the overall management, supervision, and operation of the Center, subject to the duties of the Board described in Article III, Section 1. The Executive Director shall provide liaison among the Board, the medical/dental staff and the Center administration; organize the administrative functions of the Center; implement policies and procedures adopted by the Board; report to the Board concerning the operation of the Center and developments that affect the operation of the Center; review and act promptly upon the reports of authorized inspecting agencies; hire and terminate Center staff; provide for the control and use of the physical and financial resources of the Center; and submit such business plans, budgets and reports to the Board as may be required by it. The Executive Director shall report to the Board at least annually or at such other times as the Board may direct, concerning the discharge of his or her duties as set forth in this Article. The Executive Director shall serve at the pleasure of the Board.

ARTICLE VI.

COMMITTEES OF THE BOARD

1. **Executive Committee.** The Board, by resolution adopted by a majority of the entire Board, may establish an Executive Committee consisting of the Chairman, Secretary, and at least one (1) other voting member of the Board appointed by the Board. In addition, the Executive

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Director and the Medical Director shall be ex-officio, non-voting members of the Executive Committee. The Chairman shall serve as chairman of the Executive Committee. In the absence of the Chairman, the Secretary or such other person as the Secretary shall designate shall preside at meetings of the Executive Committee.

If appointed, the Executive Committee shall meet regularly, as authorized by the Board, and shall also meet at the call of the Chairman or Executive Director or on the personal or written request of two (2) members of the Committee to the Chairman.

Between regular meetings of the Board, the Executive Committee shall exercise the powers of the Board to the fullest extent permitted by the laws of the State of New York, except as limited by resolution of the Board.

2. **Finance Committee.** The Board, by resolution adopted by a majority of the entire Board, may establish a Finance Committee comprised of at least three (3) voting members of the Board, including the Treasurer. In addition, the Executive Director and the Fiscal Director of the Center shall be ex-officio, non-voting members of the Finance Committee. The Finance Committee shall meet at the call of the Chairman, the Treasurer, or the Executive Director.

The responsibilities of the Finance Committee shall include the following: (i) monitoring the financial operations of the Corporation and making recommendations to the Board regarding such operations, including but not limited to, the Corporation's policies and procedures regarding eligibility for services and sliding fee scale, the investment of operating and endowment funds, the financing of operating and capital needs, and long-range financial planning; (ii) assisting Center administration in developing the annual budget and any necessary amendments thereto;

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(iii) reviewing financial reports and the annual financial audit prepared by the Corporation's certified public accountant; and (iv) exploring, reviewing and proposing possible sources of additional funding for the Corporation.

3. **Strategic Planning Committee.** The Board, by resolution adopted by a majority of the entire Board, may establish a Strategic Planning Committee organized for the purpose of considering and proposing to the Board short-term and long-range objectives for the growth and development of the Center. As part of this process, the Strategic Planning Committee shall examine the Center's mission, goals, policies and current programs. The Strategic Planning Committee shall meet periodically and shall be composed of voting members of the Board, the Executive Director and the Fiscal Director.

4. Nominating Committee. The Board, by resolution adopted by a majority of the entire Board, may establish a Nominating Committee, which shall consist of the Chairman and at least two (2) other voting directors appointed by the Board. It shall be the Nominating Committee's responsibility to submit nominations to the Board for the purpose of filling the vacant positions of members of the Board. Such nominations shall be transmitted to the Board before the Board's Annual Meeting or any other meeting at which a vacancy in the Board is to be filled.

5. **Bylaws Committee.** The Board, by resolution adopted by a majority of the entire Board, may establish a Bylaws Committee, which shall consist of at least three (3) voting directors appointed by the Board. It shall be the Bylaws Committee's responsibility to review these Bylaws for the purpose of determining and recommending to the Board any necessary or

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desirable revisions. The Bylaws shall be dated to indicate the time they were last reviewed.

6. Additional Standing Committees. The Board may, from time to time, designate and appoint other standing committees, each consisting of at least three (3) voting directors, and define the duties and authority of such committees. The Board shall appoint a Quality Improvement/Assurance Committee in accordance with Article VII, Section 3.

7. Advisory Committees. In addition to standing committees, the Board may create advisory committees to serve at the pleasure of the Board and to perform tasks assigned by the Board. Persons other than directors may serve on such committees. Advisory committees have no authority to act on behalf of the Board.

8. General Provisions. The members and chairmen of committees shall be appointed by the Board, and each committee shall serve at the pleasure of the Board.

A majority of the voting members of a committee of the Board shall constitute a quorum. Action of a committee shall be taken by majority vote where a quorum is present.

Minutes shall be kept of all committee meetings. Such minutes shall reflect all business conducted at the meeting of the committee, including findings, conclusions and recommendations. Transcribed copies of the minutes shall be supplied to all members of the committee and to all members of the Board.

Should any member of any committee of the Board be absent unreasonably from three (3) consecutive meetings of the committee without sending a communication to the chairman of the committee stating his or her reason therefore, or if his or her excuse shall not be accepted by the

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members of the committee, the chairman of the committee shall notify the Board, which may remove that committee member from the committee.

A committee shall meet at times and places determined by the chairman of the committee and specified in the notice of the meeting. Meetings of committees will be governed by the provisions of Sections 4, 6, 8 and 9 of Article IV of these by-laws, which govern meetings of the entire Board.

ARTICLE VII.

MEDICAL/DENTAL STAFF AND QUALITY IMPROVEMENT/ASSURANCE

1. Medical/Dental Staff. The Board shall ensure that medical and dental services are provided at the Center only by members of the medical/dental staff of the Center. The Board shall adopt and update as necessary medical and dental staff policies and procedures relating to the credentialing, appointment and reappointment (at least every two years) of members of the medical/dental staff, and obligations of the medical/dental staff. There shall be a Medical Director of the Center and a Dental Director of the dental service. The Medical Director and the Dental Director shall oversee the fitness, adequacy and quality for medical and dental care, respectively, rendered to patients in the Center by: establishing and maintaining professional standards and practice; coordinating the clinical departments of the Center; promoting the scientific and educational advancement of all members of the medical/dental staff through encouraging education; acting as a liaison whereby medico-administrative problems may be discussed and resolved among the members of the medical/dental staff and Center administration.

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2. Quality Improvement/ Assurance Program. The Board shall ensure the development and implementation of a written quality improvement/ assurance program that includes a planned and systematic process for monitoring and assessing the quality and appropriateness of patient care and clinical performance on an ongoing basis. The program shall resolve identified problems and pursue opportunities to improve patient care. The quality improvement /assurance program shall be supervised by the Center's Medical Director in the case of medical services and the Center's Dental Director in the case of dental services, and shall include participation by administrative staff and health-care professionals representing each professional service provided.

3. Quality Improvement/Assurance Committee. There shall be a Quality Improvement/Assurance Committee of the Corporation, consisting of at least three (3) voting Directors. The Quality Improvement/Assurance Committee shall meet at least bi-annually and at such other times as may be requested by the Chairman for the purpose of reviewing the quality assurance plan and the activities of the medical and dental quality assurance committees created pursuant to such plan. The Quality Improvement/Assurance Committee shall make recommendations to the Board concerning the quality improvement/assurance program.

ARTICLE VIII.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. **Indemnification**. The Corporation shall indemnify its present and former Directors and officers to the fullest extent permitted under the laws of the State of New York, against all liability, cost, and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding or other matter having to do with

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their acts and conduct relative to the affairs of the Corporation.

2. **Insurance**. The Corporation may maintain insurance, at its expense, to protect itself and those persons entitled to indemnification under paragraph 1 of this Article against such liability, cost or expense to the extent permitted by law.

ARTICLE IX.

CORPORATE FINANCE

1. Corporate Funds. The funds of the Corporation will be deposited in its name with banks or other depositories designated by the Board. All checks, notes, drafts and other negotiable instruments of the Corporation will be signed only by those officers, agents or employees authorized by the Board to sign. No officers, agents or employees of the Corporation, alone or with others, have the power to make any checks, notes, drafts or other negotiable_ instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

2. **Fiscal Year.** The fiscal year of the Corporation will be the 12-month period ending on December 31 unless otherwise determined by the Board.

3. Loans to Directors and Officers. No loans will be made by the Corporation to its Directors or Officers.

4. **Income from Corporate Activities.** All income from activities of the Corporation will be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

5. Audit. The books and financial records of the Corporation will be audited at least annually by a certified public accountant or firm of certified public accountants selected for that purpose by the Board.

ARTICLE X. EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed and, where required, countersigned, and verified and acknowledged by the Chairman, Vice-Chairman, Secretary or Treasurer. The Board of Directors may also by resolution designate the Executive Director to sign instruments and documents on behalf of the Corporation

ARTICLE XI. AMENDMENT OR REPEAL

Amendment or repeal of the Bylaws shall be by affirmative vote of two-thirds (2/3) of all of the entire Board. Notice shall be mailed to each member of the Board at least thirty (30) days prior to a meeting to consider such amendment or repeal of the Bylaws. Such notice shall fully present the current Bylaws and the proposed amendments thereof.

ARTICLE XII.

EFFECTIVE DATE

These Bylaws shall become effective the 1st day of November 2018, and replace any Bylaws previously adopted by the Corporation.

EZRAS CHOILIM HEALTH CENTER, INC.

By: Ch Abraham Wieder, Chairman Date: 10 28 18

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State of New York Department of Health

Office of Primary Care and Health Systems OPERATING CERTIFICATE

Effective Date: 01/12/2023 Expiration Date: NONE

Diagnostic and Treatment Center

Ezras Choilim Health Center Inc

49 Forest Road

Monroe, New York 10950

Operator:Ezras Choilim Health Center, IncOperator Class:Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified:

Clinic Part Time Services

Dental O/P

Therapy - Occupational O/P

Specialties Therapy - Physical O/P

Medical Services - Other Medical

Medical Services - Primary Care

Therapy - Speech Language Pathology O/P

Optometry O/P

Podiatry O/P

Other Authorized Locations

Diagnostic and Treatment Center Extension Clinic

Ezras Choilim Health Center Mobile Van #1 Facility ID 15401 49 Forest Road Monroe, New York 10950 Ezras Choilim Health Center Mobile Van #2 Facility ID 15402 49 Forest Road Monroe, New York 10950

John Morleyous

Jan M. Der The Mit

20230421

Deputy Commissioner, Office of Primary Care and Health Systems Management

This certificate must be conspicuously displayed on the premises.

Commissioner

State of New York Department of Health

Office of Primary Care and Health Systems OPERATING CERTIFICATE

Effective Date: 01/12/2023 Expiration Date: NONE

Diagnostic and Treatment Center Extension Clinic

Ezras Choilim Health Center Mobile Van #1

49 Forest Road

Monroe, New York 10950

Operator:Ezras Choilim Health Center, IncOperator Class:Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Medical Services - Other Medical Specialties

20230421

Medical Services - Primary Care

John Morleyous

Lin M DE TO HOH

Deputy Commissioner, Office of Primary Care and Health Systems Management

This certificate must be conspicuously displayed on the premises.

Commissioner

State of New York Department of Health

Office of Primary Care and Health Systems OPERATING CERTIFICATE

Effective Date: 01/12/2023 Expiration Date: NONE

Diagnostic and Treatment Center Extension Clinic

Ezras Choilim Health Center Mobile Van #2

49 Forest Road

Monroe, New York 10950

Operator:Ezras Choilim Health Center, IncOperator Class:Voluntary Not for Profit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law to operate an Extension Clinic at the above site for the service(s) specified.

Medical Services - Other Medical Specialties

20230421

Medical Services - Primary Care

John Morleyous

Lin M DE TO HOH

Deputy Commissioner, Office of Primary Care and Health Systems Management

This certificate must be conspicuously displayed on the premises.

Commissioner