

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4763150

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/31/2015
CONVEYING PARTY DATA	
Name	Execution Date
ST. PETER'S HEALTH CARE SERVICES	07/30/2015
NEWLY MERGED ENTITY DATA	
Name	Execution Date
ST. PETER'S HEALTH PARTNERS	07/30/2015
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	ST. PETER'S HEALTH PARTNERS
Street Address:	315 MANNING BOULEVARD
City:	ALBANY
State/Country:	NEW YORK
Postal Code:	12208
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13723403
CORRESPONDENCE DATA	
Fax Number:	(518)452-5579
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	5184525600
Email:	kimberly.collins@hrfmlaw.com
Correspondent Name:	HESLIN ROTHENBERG FARLEY & MESITI P.C.
Address Line 1:	5 COLUMBIA CIRCLE
Address Line 4:	ALBANY, NEW YORK 12203
ATTORNEY DOCKET NUMBER:	3509.001A
NAME OF SUBMITTER:	KRISTIAN E. ZIEGLER, ESQ.
SIGNATURE:	/Kristian E. Ziegler/
DATE SIGNED:	01/05/2018
Total Attachments: 10	

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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 January 4, 2016.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

PATENT
REEL: 044547 FRAME: 0622

**CERTIFICATE OF MERGER
OF
ST. PETER'S HEALTH CARE SERVICES
AND
NORTHEAST HEALTH, INC.
AND
ST. PETER'S HEALTH PARTNERS
INTO
ST. PETER'S HEALTH PARTNERS**

Under Section 904 of the NYS Not-for-Profit Corporation Law

FIRST: The names of the constituent corporations to be merged are (each a "Constituent Corporation"):

- (a) St. Peter's Health Care Services ("SPHCS"), a New York not-for-profit corporation that was formed under the name *Mercycare Corporation*;
- (b) *Northeast Health, Inc. ("NEH")*, a New York not-for-profit corporation that was formed under the name *SH, Inc.*; and
- (c) *St. Peter's Health Partners ("SPHP")*, a New York not-for-profit corporation.

SECOND: The certificates of incorporation of each Constituent Corporation were filed with the New York Department of State on the following dates: SPHCS, on May 13, 1985; NEH on January 7, 1983; and SPHP on August 15, 2011.

THIRD: SPHP is the sole member of both SPHCS and NEH. SPHP's sole member is *Trinity Health Corporation*, an Indiana nonprofit corporation. None of these entities have any holders of any certificates evidencing capital contributions or subventions.

FOURTH: SPHP will be the surviving corporation of the merger (the "Surviving Corporation").

FIFTH: The certificate of incorporation of SPHP, as the Surviving Corporation, is amended as follows:

- (a) Article THIRD, subparagraph (a), regarding the Surviving Corporation's purposes, is amended in its entirety and shall read:

“(a) The Corporation's purposes shall be to foster acts of caring for the health care needs of the community by being organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), and for the benefit of, and to support the charitable functions, purposes, mission and identity of, the following New York not-

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for-profit corporations (each for so long as it is exempt from federal income taxation under Section 501(c)(3) of the Code and is a public charity under Section 509(a)(1) or 509(a)(2) of the Code): St. Peter's Hospital of the City of Albany, Memorial Hospital, Albany, N.Y., Samaritan Hospital of Troy, New York, Sunnyview Hospital and Rehabilitation Center, Seton Health System, Inc., and such other charitable, tax exempt organizations that have the Corporation as their member within the meaning of the N-PCL, or are related to the Corporation through a direct chain of subsidiary membership relationships (collectively, the "Supported Affiliates"), with Trinity Health Corporation ("Trinity Health"), an Indiana nonprofit corporation, as the sole member of the Corporation within the meaning of the N-PCL and with the Corporation as a "Regional Health Corporation" of Trinity Health, as defined in Trinity Health's Governance Documents (as herein defined). The Corporation shall carry out such purposes as part of and in concert with the Roman Catholic health care system governed by Trinity Health. The Corporation shall not have a Catholic mission or identity, but shall (i) conduct its operations and affairs in a way that respects the mission and identity of each Supported Affiliate, and (ii) pursue its purposes in conformity with the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Conference of Catholic Bishops ("ERDs").

In furtherance of the foregoing purposes, the Corporation shall support the charitable purposes, functions and missions of the Supported Affiliates by:

- (i) promoting the coordination, rationalization, and quality of health care services provided by the Supported Affiliates, optimizing the availability of and access to such services, and improving patient transitions across the continuum of such services; and
 - (ii) exercising any reserved powers that are delegated to the Corporation by the Supported Affiliates;"
- (b) Article EIGHTH, first sentence, regarding the Surviving Corporation's establishment of a committee to review compliance with the ERDs, is amended in its entirety and shall read:
- "The Corporation shall establish a committee to review its compliance and the compliance of the Supported Affiliates with the ERDs, including any relationships with The Burdett Care Center, Inc."
- (c) Article ELEVENTH, regarding dissolution, reference to "St. Peter's, NEH and Seton" is replaced with "St. Peter's Health Care Services, Northeast Health, Inc., and Seton Health System, Inc."

SIXTH: The effective date of the merger shall be December 31, 2015,

SEVENTH: The merger was authorized by affirmative vote of the board of directors and the sole member of each Constituent Corporation.

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IN WITNESS WHEREOF, the Constituent Corporations, by their duly authorized officers, have executed this Certificate of Merger on this 30th day of July, 2015.

ST. PETER'S HEALTH CARE SERVICES

By: _____

Robert N. Swidler
Robert N. Swidler, Secretary

NORTHEAST HEALTH, INC.

By: _____

Robert N. Swidler
Robert N. Swidler, Secretary

ST. PETER'S HEALTH PARTNERS

By: _____

Robert N. Swidler
Robert N. Swidler, Secretary

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**Department
of Health**

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

August 10, 2015

Karen E. Sosler, Esq.
Iseman, Cunningham, Reister & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

Re: Proposed Certificate of Merger of St. Peter's Health Care Services and Northeast Health, Inc. and St. Peter's Health Partners into St. Peter's Health Partners

Dear Ms. Sosler:

The above referenced Certificate of Merger dated July 30, 2015 and signed by Robert N. Swidler does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law. The purposes of the surviving corporation, St. Peter's Health Partners, which is already established under Article 28 of the Public Health Law, will not substantively change as a result of the merger.

The Department of Health does not object to the Certificate being filed with the Department of State.

Sincerely,

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF ALBANY

In the Matter of the Application of

**St. Peter's Health Care Services,
Northeast Health, Inc., and
St. Peter's Health Partners,**

**ATTORNEY GENERAL
APPROVAL**

OAG No. 2015-040

For Approval of their Plan of Merger Under Section 907-b
of the Not-for-Profit Corporation Law and Authorizing the
Filing of a Certificate of Merger under Section 904 of the
Not-for-Profit Corporation Law

1. By Petition verified on June 10, 2015, as amended and verified on July 31, 2015, St. Peter's Health Care Services ("SPHCS"), Northeast Health Inc. ("NEH"), and St. Peter's Health Partners ("SPHP"), with SPHP being the surviving corporation, applied to the Attorney General pursuant to Article 9 of the Not-for-Profit Corporation Law for approval of an application of merger (the "Merger").
2. The name of the surviving corporation is St. Peter's Health Partners (the "Surviving Corporation").
3. The purpose of the merger is to merge SPHCS, NEH and SPHP (each, a "Constituent Corporation"), with SPHP being the Surviving Corporation of the Merger. SPHCS and NEH are each the sole member of certain operating entities, including Article 28 hospitals and nursing homes and other health care entities (collectively, "Affiliates"). In 2011, SPHCS, NEH and Seton Health System, Inc., entered into an affiliation that resulted in the creation of SPHP, which is the sole member of each. The Merger subject to the current application will (a) allow SPHP to hold SPHCS's and NEH's membership interests in the Affiliates, and (b) create administrative efficiencies and reduce costs because there will be fewer corporate entities to maintain. The proposed Merger was contemplated for completion on or about December 31, 2015.
4. The Merger is authorized by the laws of the State of New York, the jurisdiction in which each Constituent Corporation was formed and all requisite approvals from the Department of Health for the State of New York were obtained and provided by Petitioner prior to this approval.
5. The effective date of the Merger shall be December 31, 2015, at 11:59p.m.
6. As of the date of execution of this Approval, the Petitioners have not provided any objections from their Affiliates, the Constituents or any Third Party that have been raised to the proposed Merger. Nor have any Affiliates, Constituents or Third Parties provided

Notice of any objections to the proposed Merger to the attention of the Attorney General's Office.

7. As a result of the Merger, the Certificate of Incorporation of the Surviving Corporation, SPHP, shall be amended to replace subparagraph (a) of Article Third with the following language:
 - (a) The Corporation's purposes shall be to foster acts of caring for the health care needs of the community by being organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), and for the benefit of, and to support the charitable functions, purposes, mission and identity of, the following New York not-for-profit corporations (each for so long as it is exempt from federal income taxation under Section 501(c)(3) of the Code and is a public charity under Section 509(a)(1) or 509(a)(2) of the Code): St. Peter's Hospital of the City of Albany, Memorial Hospital, Albany, N.Y., Samaritan Hospital of Troy, New York, Sunnyview Hospital and Rehabilitation Center, Seton Health System, Inc., and such other charitable, tax exempt organizations that have the Corporation as their member within the meaning of the N-PCL, or are related to the Corporation through a direct chain of subsidiary membership relationships (collectively, the "Supported Affiliates"), with Trinity Health Corporation ("Trinity Health"), an Indiana nonprofit corporation, as the sole member of the Corporation within the meaning of the N-PCL and with the Corporation as a "Regional Health Corporation" of Trinity Health, as defined in Trinity Health's Governance Documents (as herein defined). The Corporation shall carry out such purposes as part of and in concert with Roman Catholic health care system governed by Trinity Health. The Corporation shall not have a Catholic mission or identity, but shall (i) conduct its operations and affairs in a way that represents the mission and identity of each Supported Affiliate, and (ii) pursue its purposes in conformity with Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Conference of Catholic Bishops ("ERDs").
8. The Petitioner agrees that there shall be no changes in the board of directors for the Surviving Corporation and that the Constituent Corporations do not own any real estate which would require transfer to the Surviving Corporation.
9. Pursuant to 907-b(d), two Constituent Corporations, SPHCS and SPHP do not have restricted funds. NEH does have restricted funds, however the Merger herein will not affect the continued use for their intended purposes and therefore a petition for *Cy Pres* relief is not necessary at this time. Petitioner asserts that all intended use for said funds will be strictly enforced by the Surviving Corporation.

10. The interests of the Constituent Corporations and the public interest will not be adversely affected by this Merger.
11. The Petitioner has supplied and the Attorney General has relied on the accuracy of said documents having based this approval thereon. All approvals and resolutions were supplied to the Attorney General containing original signatures certified to be that of Robert N. Swidler as Secretary to SPHCS, NEH and SPHP. The Attorney General has not received any notice that his position or authority to sign in said capacity has been terminated.

Based on a review of the Petition, the assertions made therein and the Exhibits attached thereto, the consent of the New York State Department of Health, the consent of Trinity Health (and any additional documents and information requested by the Attorney General), and the verifications of Robert N. Swidler, Secretary of each of the Constituent Corporations, the Attorney General has determined that:

- (a) the Petitioners have complied with the provisions of Article 9 of the Not-for-Profit Corporation Law applicable to the Merger of the Constituent Corporations;
- (b) neither the Petitioners nor any third party having raised with the Attorney General any objections to the proposed Merger, and it appearing to the satisfaction of the Attorney General that the interest of the Constituent Corporations and the public interest will not be adversely affected by the Merger;
- (c) based on the above assertions, the Plan of Merger is hereby APPROVED and the Certificate of Merger is authorized to be filed with the Department of State.

A copy of the Certificate of Merger, as filed with the Department of State, shall be sent to the Attorney General's office within ten (10) days of its filing.

Eric T. Schneiderman
Attorney General of the State of New York

By: 
Assistant Attorney General

Date: December 30, 2015.

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**CERTIFICATE OF MERGER
OF
ST. PETER'S HEALTH CARE SERVICES
AND
NORTHEAST HEALTH, INC.
AND
ST. PETER'S HEALTH PARTNERS
INTO
ST. PETER'S HEALTH PARTNERS**

Under Section 904 of the NYS Not-for-Profit Corporation Law

Filed by: Karen E. Sosler, Esq.
Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

Drawdown Account# J8

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 3 1 2015

TAX \$ _____

BY: mc

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FILING RECEIPT

ENTITY NAME: ST. PETER'S HEALTH PARTNERS

DOCUMENT TYPE: MERGER (DOM. NFP) COUNTY: ALBA
PURPOSES PROVISIONS

FILED:12/31/2015 DURATION:***** CASH#:151231000348 FILM #:151231000324

FILER: EFFECT DATE

KAREN E. SOSLER, ESQ., ISEMAN, 12/31/2015
CUNNINGHAM, RIESTER & HYDE, LLP
9 THURLOW TERRACE
ALBANY, NY 12203

ADDRESS FOR PROCESS:

REGISTERED AGENT:



CONSTITUENT NAME: ST. PETER'S HEALTH CARE SERVICES (ET AL)

SERVICE COMPANY: ISEMAN, CUNNINGHAM, RIESTER & HYDE, LL SERVICE CODE: J8

FEEs	190.00	PAYMENTS	190.00
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FILING	30.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	190.00
HANDLING	150.00	OPAL	0.00
		REFUND	0.00

PATENT 025 (04/2007)