

PERSUN & HAMLIN, P.C.

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Mechanicsburg, PA 17055-0659

[HTTP://WWW.PERSUNHAMLIN.COM](http://www.persunhamlin.com)

December 14, 2017

Joshua Truman
Executive Director
Friends of Bassett, Inc.
One Atwell Road
Cooperstown, NY 13326-1394

**Re: Bassett Healthcare Network Reorganization -
Certificate of Amendment to the Certificate of Incorporation for
Friends of Bassett, Inc.
Our File No. 10067.0438**

Dear Joshua:

Enclosed herewith for retention with the corporate records of Friends of Bassett, Inc., you will find a certified copy of the Certificate of Amendment to the Certificate of Incorporation as filed with the New York State Department of State, Division of Corporations on December 4, 2017, together with a Department of State filing receipt.

Thank you for your assistance in this matter.

Sincerely,

Matthew E. Hamlin

MEH/ajh
Enclosures

cc: William T. Burdick, Secretary
Bassett Healthcare Network
(w/ enclosures)

William Stamp, Vice President of Marketing and Strategic Planning
Bassett Healthcare Network
(w/ enclosures)

FILING RECEIPT

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ENTITY NAME: FRIENDS OF BASSETT, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PROCESS PROVISIONS

COUNTY: OTSE

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FILED:12/06/2017 DURATION:***** CASH#:171206000711 FILM #:171206000683

FILER:

PERSUN & HAMLIN PC
1700 BENT CREEK BOULEVARD
SUITE 160 PO BOX 659
MECHANICSBURG, PA 17055-0659

ADDRESS FOR PROCESS:

THE CORPORATION
ONE ATWELL ROAD
COOPERSTOWN, NY 13326

REGISTERED AGENT:



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SERVICE COMPANY: VANGUARD CORPORATE SERVICES, LTD. - 52 SERVICE CODE: 52

FEEs	85.00	PAYMENTS	85.00
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FILING	30.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	30.00	DRAWDOWN	85.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

STATE OF NEW YORK
DEPARTMENT OF STATE

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



WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 7, 2017.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald
Executive Deputy Secretary of State

DRAWDOWN ACCOUNT #52

Vanguard Corporate Services, Ltd.

171206000 683

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
FRIENDS OF BASSETT, INC.**

**UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW**

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

We, the undersigned, Maureen F. Murray, R.N., President and William J. Moseley, Secretary of Friends of Bassett, Inc., a corporation duly existing under the Not-for-Profit Corporation Law of the State of New York, do hereby make, sign and acknowledge this certificate and do certify as follows:

1. The name of the corporation is Friends of Bassett, Inc. (the "Corporation").
2. The certificate of incorporation of the Corporation was filed in the office of the Secretary of State on May 29, 1969 under the original name Friends of The Mary Imogene Bassett Hospital, Inc.
3. The law the Corporation was formed under is the Membership Corporations Law.
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the New York Not-for-Profit Corporation Law.
5. The certificate of incorporation is hereby amended by adding a new paragraph 2-A. as follows:
 - 2-A. Pursuant to Section 701 of the Not-for-Profit Corporation Law, the management of the affairs of the corporation shall be vested in a board of directors, except that the sole member of the corporation, Bassett Healthcare Network, shall be delegated the following powers:

- (a) appointment and removal with or without cause of all persons that serve on the board of directors of the corporation;
- (b) appointment of the chairperson of the board of directors of the corporation;
- (c) appointment of the president of the corporation, who will serve in a chief executive role for the corporation;
- (d) general oversight of the governance of the corporation, including approval of all investment policies;
- (e) coordination of the policies and procedures of the corporation;
- (f) approval of all operating and capital budgets of the corporation;
- (g) approval of all capital expenditures that exceed budgeted capital expenditures by five percent (5%) or more or the reallocation of capital expenditures contained in an approved budget by five percent (5%) or more;
- (h) approval of all indebtedness of the corporation other than vendor indebtedness not otherwise included in the corporation's approved budget;
- (i) approval of all mergers, consolidations, divisions, liquidations, dissolutions and conversions involving the corporation; and
- (j) approval of all amendments to the certificate of incorporation and bylaws of the corporation.

6. This amendment to the certificate of incorporation of the Corporation was authorized by the sole member of the Corporation on April 18, 2017.

7. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process in any action or proceeding against the Corporation 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 or her as agent of the Corporation is:

Friends of Bassett, Inc.
One Atwell Road
Cooperstown, New York 13326

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and affirmed the statements herein as true under the penalties of perjury this 24th day of August, 2017.

Maureen F. Murray, R.N.

Maureen F. Murray, R.N.
President

William J. Moseley

William J. Moseley, Secretary

VERIFICATION

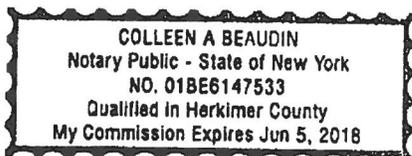
STATE OF NEW YORK)
)
COUNTY OF OTSEGO) ss.:

MAUREEN F. MURRAY, being duly sworn, deposes and says: I am the President of Friends of Bassett, Inc., I have read the foregoing Certificate of Amendment to the Certificate of Incorporation of Friends of Bassett, Inc. and know the contents thereof and the same is true of my knowledge.

Maureen F. Murray
Maureen F. Murray

Sworn to before me this
28th day of August, 2017.

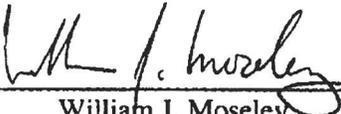
Colleen A. Beaudin
Notary Public



VERIFICATION

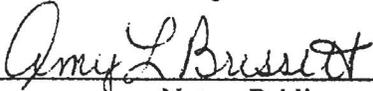
STATE OF NEW YORK)
) ss.:
COUNTY OF OTSEGO)

WILLIAM J. MOSELEY, being duly sworn, deposes and says: I am the Secretary of Friends of Bassett, Inc., I have read the foregoing Certificate of Amendment to the Certificate of Incorporation of Friends of Bassett, Inc. and know the contents thereof and the same is true of my knowledge.



William J. Moseley

Sworn to before me this
24th day of August, 2017.



AMY L. BRISSETT
NOTARY PUBLIC, State of New York
No. 01BR6009605
Qualified in Otsego County
Commission Expires 6/29/18

THE ATTORNEY GENERAL HEREBY APPROVES
THE FOREGOING CERTIFICATE OF AMENDMENT
FOR FILING WITH THE DEPARTMENT OF STATE.



ASSISTANT ATTORNEY GENERAL

11/30/17

DATE



PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

REVISED *

October 19, 2017

Christina Staples
Coordinator Operations & Capital Development
Corporate Support Services and Facilities Planning
Bassett Healthcare Network
One Atwell Road
Cooperstown NY 13326

Re: Certificate of Amendment of the Certificate of Incorporation of Friends of Bassett, Inc.

Dear Ms. Staples:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 8th day of June, 2017, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Friends of Bassett, Inc., dated *August 24, 2017.

Sincerely,

A handwritten signature in cursive script that reads "Colleen M. Leonard".

Colleen M. Leonard
Executive Secretary

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF

FRIENDS OF BASSETT, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED
2017 DEC -6 PM 3:53

FILED BY:

PERSUN & HAMLIN, P.C.
1700 Bent Creek Boulevard
Suite 160
P.O. Box 659
Mechanicsburg, PA 17055-0659

RECEIVED
2017 DEC -6 AM 9:13
RECEIVED
2017 DEC -4 PM 12:11

3cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 06 2017
TAX \$
BY: 

DRAWDOWN ACCOUNT #52
Vanguard Corporate Services, Ltd.
Customer Reference: 131790J

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