

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: APR 09 2004

WESTCHESTER MEDICAL CENTER
FOUNDATION INC
EXECUTIVE OFFICES RM 112
VALHALLA, NY 10595-0000

Employer Identification Number:
13-4095845
DLN:
17053087828064
Contact Person:
THOMAS C KOESTER ID# 31116
Contact Telephone Number:
(877) 829-5500
Public Charity Status:
170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated March 2000, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity during an advance ruling period.

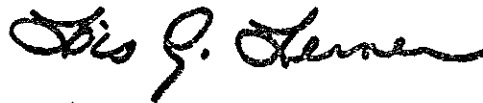
Based on our records and on the information you submitted, we are pleased to confirm that you are exempt under section 501(c)(3) of the Code, and you are classified as a public charity under the Code section listed in the heading of this letter.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:00 a.m. - 6:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,



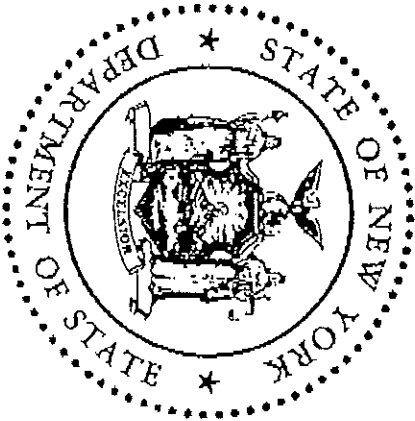
Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Letter 1050 (DO/CG)

State of New York }
Department of State } ss:

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 seal of the Department of State on JUL 0 9 1939



Special Deputy Secretary of State

A handwritten signature in cursive script, appearing to read "Paul", written in black ink.

POS-1266 (5/9/6)

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CONTINENTAL

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CONTINENT.

CERTIFICATE OF INCORPORATION

OF

WESTCHESTER MEDICAL CENTER FOUNDATION, INC.

Under Section 402 of the
New York Not-For-Profit Corporation Law

The undersigned, desiring to form a corporation pursuant to the provisions of the New York Not-For-Profit Corporation Law ("NPCL"), does hereby certify:

FIRST: The name of the corporation is Westchester Medical Center Foundation, Inc. (hereinafter referred to as the "Foundation").

SECOND: The Foundation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL.

THIRD: The Foundation shall be a Type B corporation as defined in Section 201 of the NPCL.

FOURTH: The sole member of the Foundation shall be Westchester County Health Care Corporation, d/b/a/ Westchester Medical Center, a New York Health Care Corporation organized and operated as a public benefit corporation under Article 10-C of Chapter 43-A of the New York Public Authorities Law and exempt from tax as an organization described in Section 501(c)(3) of the Code (hereinafter referred to as "Westchester Medical Center").

FIFTH: (a) The Foundation is organized, and shall be operated, exclusively for charitable, scientific and educational purposes in the United States and abroad within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code, including, without limitation, for the purpose of:

(i) Undertaking and carrying on public relations, public information and public fund-raising activities in connection with the planning, development, support, operation and maintenance of the services and the missions and objectives of Westchester Medical Center, which includes University Hospital at Westchester, the Behavioral Health Center at Westchester, the Westchester Institute for Human Development, the Taylor Care Center at Westchester, and such other hospitals and health care facilities as may be established or otherwise become part of Westchester Medical Center in the future, and to allocate the funds of the Foundation among and/or for the benefit of such facilities and the communities served thereby;

(ii) Utilizing the resources of the Foundation without profit to any of its members, to engage in the study, research and planning with regard to, and

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to render advice and assistance in connection with, the development, construction, operation and maintenance of any of the foregoing facilities;

(iii) Publicly soliciting, collecting, receiving and managing funds, securities, and other contributed assets, to be received by gift, grant, donation, deed, purchase, legacy, bequest, devise or otherwise, and to otherwise acquire money and property (real or personal) of every kind and description, wherever situated, within or without the State of New York, for use in furtherance of the Foundation's purposes, and upon any terms and conditions, without limitations as to amount or value except such limitations, if any, as may now or hereafter be imposed by law, all with a view to obtaining broad based financial support for the Foundation; and

(iv) subject to the limitations set forth herein, engaging in any and all other lawful acts or activities, and exercising all such powers, rights and privileges applicable to not-for-profit corporations organized under the NPCL, in furtherance of accomplishing the foregoing charitable, scientific and educational purposes.

(b) Notwithstanding any other provision of this Certificate of Incorporation to the contrary, nothing contained herein shall authorize the Foundation to establish, operate, lease, or maintain a hospital, a home care services agency, a hospice, or a health maintenance organization, or to provide a comprehensive health services plan, as defined and provided for by Articles 28, 36, 40 and 44, respectively, of the New York State Public Health Law.

(c) The Foundation shall not operate for the purpose of carrying on a trade or business for profit.

SIXTH: In furtherance of the foregoing purposes, the Foundation shall have all the general rights, powers and privileges enumerated in the NPCL, including, in particular Section 202 of the NPCL, together with the power to solicit and receive grants, bequests and contributions for the purposes of the Foundation and the power to maintain a fund or funds of real or personal property in furtherance of the Foundation's purposes. The Foundation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers. Notwithstanding the foregoing, the Foundation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article FIFTH hereof.

SEVENTH: No part of the Foundation's assets, net earnings, income or profit shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Foundation or other private person; provided, however, that the Foundation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Foundation in furtherance of one or more of its purposes. No trustee, director, officer or employee of the Foundation or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

EIGHTH: No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Foundation makes an election thereunder), and the Foundation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

NINTH: Notwithstanding anything to the contrary in this Certificate, the Foundation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

TENTH: Nothing herein shall authorize the Foundation, directly or indirectly, to engage in or to include among its purposes any of the activities mentioned in Section 404(a) through (n), (p) through (r), (u) and (v) of the NPCL.

ELEVENTH: In the event of dissolution of the Foundation, all of the remaining assets and property of the Foundation shall, after payment of or due provision for all necessary expenses and liabilities thereof, be distributed to:

(a) Westchester Medical Center and/or one or more affiliates or successors thereof, as are then in good standing and qualifying under Section 501(c)(3) of the Code; or

(b) in the event that Westchester Medical Center or its successor has ceased to exist or is not then qualifying under Section 501(c)(3) of the Code, to one or more such other charitable or educational organizations as are then in existence and qualifying under Section 501(c)(3) of the Code, or to the Federal, State and/or local governments for a related public purpose, in such proportions as the Board of Trustees of the Foundation shall determine,

in either case, subject to compliance with (i) the rules and regulations of the New York State Department of Health and any other applicable laws of the State of New York and (ii) an order of a Justice or the Supreme Court of the State of New York.

TWELFTH: The office of the Foundation shall be located in the County of Westchester, State of New York.

THIRTEENTH: The names and addresses of the initial trustees of the Foundation until the first meeting, each of whom is at least eighteen (18) years of age, are as follows:

<u>Name</u>	<u>Address</u>
Edward Gibbs	1368 Longview Avenue Peekskill, NY 10566
Jon Halpern	10 Sylvanleigh Road Purchase, NY 10577
Betsy Stern	450 Fort Hill Road Scarsdale, NY 10583

FOURTEENTH: In accordance with Section 508(e) of the Code, if in any taxable year the Foundation is a private foundation as defined in Section 509(a) of the Code, then in such year:

(a) The Foundation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the Foundation to tax on undistributed income under Section 4942 of the Code;

(b) The Foundation shall not engage in any act of self-dealing which is subject to tax under Section 4941(d) of the Code;

(c) The Foundation shall not retain any excess business holdings which are subject to tax under Section 4943(c) of the Code;

(d) The Foundation shall not make any investments in such manner so as to subject the Foundation to tax under Section 4944 of the Code; and

(e) The Foundation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

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

liability is otherwise required by, or can not otherwise be eliminated in accordance with, the NPCL.

SIXTEENTH: The Foundation shall, to the fullest extent permitted by the NPCL, indemnify any present or former trustee, director, officer, employee or agent of the Foundation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that such trustee, director, officer, employee or agent, or his or her testator or intestate, is or was a member, trustee, director, officer, employee or agent of the Foundation or, at the request of the Foundation, served any other organization, entity or other enterprise in any capacity, to the full extent and in all such circumstances as shall be permitted under the NPCL, and all such indemnified costs and expenses incurred shall be advanced by the Foundation pending the final disposition of such action or proceeding. Such required indemnification shall be subject only to the exception that no indemnification may be made to or on behalf of any trustee, director, officer, employee or agent in the event and to the extent that a judgment or other final adjudication adverse to the trustee, director, officer, employee or agent establishes that such trustee's, director's, officer's, employee's or agent's acts were committed in bad faith or involved intentional misconduct or a knowing violation of law or that such trustee, director, officer, employee or agent personally gained in fact a financial profit or other advantage to which he or she was not legally entitled (provided, however, that indemnification shall be made upon any successful appeal of any such adverse judgment or final adjudication). The Foundation shall have the power to purchase and maintain insurance to indemnify the Foundation, its members, trustees, directors, officers, employees and agents of the Foundation, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the NPCL. No indemnification shall be made under this Article SIXTEENTH if such indemnification would be inconsistent with the provisions of the Foundation's By-Laws, a resolution of Foundation's member(s) or Board of Trustees or other proper corporate action, or, the provisions of Sections 4941 through 4945 or Section 4958 of the Code, as any such of the foregoing may be in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification.

SEVENTEENTH: All references herein to the Code are to the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and corresponding statutory provisions of future United States Internal Revenue Laws which supercede the Code or particular provisions thereof.

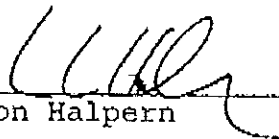
EIGHTEENTH: The Secretary of State of New York is hereby designated as agent of the Foundation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Foundation which is served upon him is:

President and Chief Executive Officer
Westchester Medical Center
Valhalla, New York 10595

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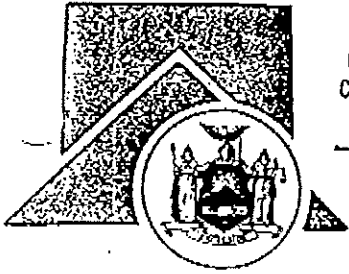
NINETEENTH: The Incorporator is at least eighteen (18) years of age.

IN WITNESS WHEREOF this Certificate has been signed and the statements made herein affirmed as true under penalties of perjury this 13th day of *MAY*, 1999.



Jon Halpern

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

PUBLIC HEALTH COUNCIL

July 1, 1999

Jay E. Gerzog, Esq.
Epstein Becker & Green, P.C.
Attorneys at Law
250 Park Avenue
New York, New York 10177-0077

Re: Certificate of Incorporation of Westchester Medical Center Foundation, Inc.

Dear Mr. Gerzog:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 25th day of June, 1999, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Westchester Medical Center Foundation, Inc., dated May 13, 1999.

Sincerely,

Karen S. Westervelt
Executive Secretary