

CERTIFICATE OF **F** 010716000 380

INCORPORATION

OF

ITHACA HEALTH ALLIANCE, INC.

*Under Section 402 of the Not for Profit Corporation Law*

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Type B  
BZ

STATE OF NEW YORK  
DEPARTMENT OF STATE

JUL 16 2001

FILED  
TAXS

BY:

Tompkins

JUL 12 11 01

Filed by:

Colby Attorneys Service Co.  
41 State Street, Suite 106  
Albany, NY 12207

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D.C. -08

ROUTINE

SAME DAY

24 HOUR

2 HOUR

X

DRAWDOWN

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 18 2001



A handwritten signature in black ink, appearing to read "J. Shub", with a long horizontal line extending to the right.

*Special Deputy Secretary of State*

DC-08

6010716000380

CERTIFICATE OF INCORPORATION

of

ITHACA HEALTH ALLIANCE, INC.

Pursuant to Section 402 of the Not-For-Profit Corporation Law

It is hereby certified that:

1. The name of the corporation is Ithaca Health Alliance, Inc.
2. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law; the corporation is a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law.

3. The purposes for which the corporation is formed are:

To promote community health and wellness in general and specifically to support activities which will increase the availability to the public of low cost, quality health care.

To provide information and outreach about the role and value of local health networks.

To provide information about health services to members.

To facilitate lower-cost access to health services.

To make grants to local health-related organizations and to individuals.

To operate a newsletter and to serve as a forum for discussion of issues related to personal and public health.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404 (b) through (v).

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501, (c) (3) of the Internal Revenue Code. It shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501, (c) (3) of the Internal Revenue Code of 1986, as amended and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code.

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual, except that reasonable compensation which may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of as directed by a justice of the Supreme Court of the State of New York of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, including the publication or distribution of statement, any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, and the Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Code, retain any excess business holdings as defined in Section 4943 (c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945 (d) of the Code.

Nothing contained in this Certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340, or any other anti-monopoly statute of the State of New York.

4. The Corporation is hereby authorized by resolution of the Board of Directors to accept subventions from members or non-members on terms and conditions not inconsistent with the Not-For-Profit Corporation Law of the State of New York and to issue certificates therefore. Such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof, and shall be evidence by the issuance of subvention certificates in accordance with the provisions of Section 505 of the Not-For-Profit Corporation Law.

5. The office of the corporation is to be located in the County of Tompkins, State of New York.

6. The initial directors of the corporation until the first annual meeting are as follows:

Talie Adini  
314 Forest Home Dr.  
Ithaca, NY 14850

Diane Hecht  
233 Elm Street  
Ithaca, NY 14850

Mark Sammo  
109 Elston Place  
Ithaca, NY 14850

David Corson  
327 West State St.  
Ithaca, NY 14850

Sarah Highland  
204 Utica St.  
Ithaca, NY 14850

Shawn Tubridy  
Box 6543  
Ithaca, NY 14850

Paul Glover  
203 College Ave.  
Ithaca, NY 14850

Dianea Kohl  
1251 Dryden Rd.  
Ithaca, NY 14850

Nancy Young  
Box 283  
Trumansburg, NY 14886

7. The duration of the corporation is perpetual.

8. 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 it is as follows:

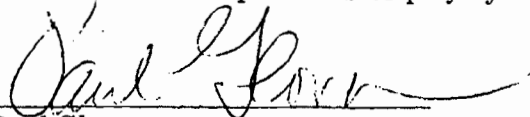
**ITHACA HEALTH ALLIANCE, INC.  
P.O. BOX 362  
ITHACA, NEW YORK 14850**

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9. The undersigned incorporator is of the age 18 or older.

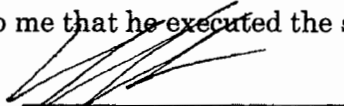
IN WITNESS WHEREOF, the undersigned affirms under the penalties of perjury that the statements contained herein are true.

Dated: July 10, 2001

  
Paul Glover  
203 College Avenue  
Ithaca, New York 14850

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

On this 10 day of July, 2001 before me personally came Paul Glover, to me known and known to me to be the individual described in and who executed the foregoing instrument and he duly acknowledged to me that he executed the same.

  
Notary Public  
W. CHARLES J. GRIFFMAN  
Notary Public, State of New York  
No. 4633755  
Qualified in Tompkins County  
Commission Expires June 30, 2002

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