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CERTIFICATE OF INCORPORATION OF

PERINATAL NETWORK OF MONROE COUNTY, INC.

Under Section 402 of the Business Corporation Law

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SEP 11

JWJ-TYPE-B

1-CC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 11 1996

TAX \$ 0

BY: JWJ

MONROE

Chamberlain, D'Amanda  
Oppenheimer & Greenfield  
1600 Crossroads Building  
Rochester, New York 14614  
(716) 332-3730

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SEP 3 12 12 PM '96

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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 SEP 13 1996



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE  
ALBANY, NY 12231

FILING RECEIPT

ENTITY NAME : PERINATAL NETWORK OF MONROE COUNTY, INC.

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATIO TYPE: B COUNTY: MONR

SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\* SERVICE CODE: 00

FILED: 09/11/1996 DURATION: PERPETUAL CASH #: 960911000751 FILM #: 960911000711

ADDRESS FOR PROCESS  
THE CORPORATION  
1 MT. HOPE AVENUE  
ROCHESTER, NY 14620-1088  
EXIST DATE  
09/11/1996

REGISTERED AGENT



FILER

CHAMBERLAIN, D'AMANDA  
OPPENHEIMER & GREENFIELD  
1600 CROSSROADS BUILDING  
ROCHESTER, NY 14614

FEES	PAYMENTS
FILING : 75.00	CASH : 0.00
TAX : 0.00	CHECK : 110.00
CERT : 0.00	BILLED: 0.00
COPIES : 10.00	
HANDLING: 25.00	
	REFUND: 0.00

The University of the State of New York  
Education Department



STATE OF NEW YORK :  
: ss.:  
COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of PERINATAL NETWORK OF MONROE COUNTY, INC., as a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

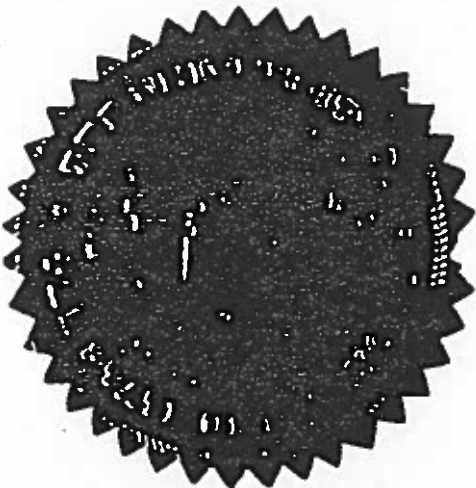
This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 21st day of August, 1996.

Richard P. Mills  
Commissioner of Education

By: 

Richard J. Trautwein  
Assistant Counsel



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**CERTIFICATE OF INCORPORATION  
OF  
PERINATAL NETWORK OF MONROE COUNTY, INC.**

**Under Section 402 of the Not-For-Profit Corporation Law**

The undersigned, being 18 years of age or older, for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certifies:

1. The name of the corporation is **PERINATAL NETWORK OF MONROE COUNTY, INC.** (the "Corporation").
2. The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for a pecuniary profit or financial gain. No part of the assets, income or profits of the Corporation shall inure for the benefit of any member, trustee, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation) and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
3. The Corporation is a Type B Corporation as defined in Section 201(b) of the Not-For-Profit Corporation Law.
4. The purposes for which the Corporation is formed are:
  - (a) To provide a network base of providers, agencies, organizations, groups and individuals who will collectively cooperate to insure high quality and comprehensive programs and services which address a broad range of perinatal health issues by:

(1) Promoting high quality, comprehensive and accessible perinatal care and services for all women and infants, especially those who are economically disadvantaged and who are medically underserved; and

(2) Promoting perinatal education for women and families in the community at large.

(b) To acquire by purchase, lease, gift, grant, devise, bequest or otherwise, real estate and interest in real estate in the State of New York or any other state or territory in the United States.

(c) To own, hold, improve, employ, develop, use, manage and deal with any real estate or interest in real estate so acquired, to erect or cause to be erected on any real estate so acquired buildings or other structures with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures so erected.

(d) To mortgage, pledge, sell, convey, lease, change, transfer or otherwise dispose of any real estate or interest in real estate or in any buildings or other structures, or parts of any buildings or other structures, at any time owned or held by the Corporation.

(e) To acquire by gift, grant, devise, bequest or otherwise, any monies or other property.

(f) To solicit, receive and expend funds from any governmental body, department, agency or authority or any public or private institution or foundation or any private individual consistent with any of the purposes and objectives stated herein.

(g) To transact business in the State of New York or any other jurisdiction of the United States or elsewhere.

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(h) To have and exercise all rights and powers conferred upon a not-for-profit corporation under the laws of the State of New York.

(i) To do any and all other lawful acts or things incidental or connected with or useful, suitable, necessary or proper for the furtherance of accomplishment of the foregoing purposes and objectives stated herein.

5. In addition to the foregoing corporate purposes, the Corporation shall have all of the general powers set forth in Section 202 of the New York Not-For-Profit Corporation Law, or any successor law thereto.

6. The office of the Corporation shall be located in the County of Monroe, State of New York.

7. The names and addresses of the initial directors, who shall serve until the first annual meeting of the members, are:

<u>NAME</u>	<u>ADDRESS</u>
M. Gabrielle Weiss	200 Fairport Village Landing Fairport, NY 14450
Dr. Beth Cooper	601 Elmwood Avenue Rochester, NY 14642
Cathy Curran	1000 South Avenue Rochester, NY 14620
Libbyada Estin	289 Garnsey Rd. Pittsford, NY 14534
Molly McNulty Jagel	601 Elmwood Avenue Rochester, NY 14642

Laurie Allan Kaiser	595 Blossom Rd. Rochester, NY 14610
Wendy Love	1150 University Avenue Rochester, NY 14607
Gary Wm. Rood	6767 Pittsford Palmyra Rd. Fairport, NY 14450
Margaret A. Rotondo-Hauer	150 E. Main Street Rochester, NY 14647
Linda Russell	50 Genesee Street Rochester, NY 14611

8. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process 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 is c/o the Corporation, 1 Mt. Hope Avenue, Rochester, New York 14620-1088.

9. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary or educational purposes, as specified in Section 501(c)(3) of the United States Internal Revenue Code, as amended or any corresponding provision of any subsequent federal tax law.

10. 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 statements), any political campaign on behalf of any candidate for public office.

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11. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation 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 United States Internal Revenue Code, as amended or the corresponding provision of any future federal tax law, or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code, as amended, or any corresponding provision of any future federal tax law.

12. The Corporation will not engage in any of the activities mentioned in Section 404(b) - (v) of the New York Not-For-Profit Corporation Law.

13. In the event of the liquidation, winding up, or dissolution of the Corporation, whether voluntary or involuntary, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute all remaining assets and property of the Corporation to an organization or organizations exempt under Section 501(c)(3) of the United States Internal Revenue Code, as amended, or any corresponding provision of any future federal tax law, as the Board of Directors shall determine, subject to the approval of a justice of the Supreme Court of the State of New York.

14. In the event that in any year the Corporation shall be a "private foundation" as that term is defined in the United States Internal Revenue Code, as amended:

a. 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 United States Internal Revenue Code, as amended; and

b. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the United States Internal Revenue Code, as amended; (ii) retain any excess business holdings as defined in Section 4943 (c) of the United States Internal Revenue Code, as amended;

(iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the United States Internal Revenue Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the United States Internal Revenue Code, as amended.

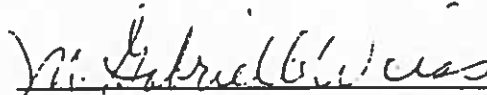
15. To the extent permitted by Section 720-a of the New York Not for Profit Corporation Law or any successor law thereto, no person serving without compensation as a director, officer or trustee of the Corporation shall be liable to any person other than the Corporation based solely on his or her conduct in the execution of such office unless the conduct of such director, officer or trustee with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting such liability. For purposes of this paragraph, such a director, officer or trustee shall not be considered compensated solely by reason of payment of his or her actual expenses incurred in attending meetings or otherwise in the execution of such office.

16. The Corporation, to the fullest extent permitted by Article 7 of the New York Not-For-Profit Corporation Law, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Article 7 from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Article and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of the members, resolution of the directors, agreement or otherwise, as permitted by said Article.

17. Nothing herein shall authorize the corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.



IN WITNESS HEREOF, the undersigned has duly signed and executed this Certificate of Incorporation this 9<sup>th</sup> day of July, 1996, and affirms under penalties of perjury that all of its contents are true and complete.



\_\_\_\_\_  
M. Gabrielle Weiss, Incorporator  
200 Fairport Village Landing  
Fairport, NY 14450

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