

EXHIBIT 1

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 April 1, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

110331000 891

**CERTIFICATE OF INCORPORATION
OF
DOWNSTATE AT LICH HOLDING COMPANY, INC.**

**UNDER SECTION 402 OF THE
NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, being a natural person over the age of eighteen, and desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby certify:

1. The name of the corporation is Downstate at LICH Holding Company, 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 and is not formed, conducted, or operated for the purpose of pecuniary profit or financial gain. The corporation is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed for the purpose of acquiring, developing, holding, maintaining and supporting health care and educational facilities and their related properties for use by and for the benefit of the State University of New York, a governmental entity of the State of New York constituting an educational corporation organized and existing under the laws of the State of New York ("SUNY"), and in particular, SUNY's Health Science Center at Brooklyn ("HSCB"). The public or quasi-public objective of the Corporation is to support the operation of health care facilities by SUNY (and particularly HSCB) and to support SUNY (and particularly HSCB) in carrying out its governmental purposes of health care education and research, and to lessen the burdens of government.
4. The Corporation is organized exclusively for scientific, educational and charitable purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as it may be amended, or corresponding provisions of any subsequent federal tax laws (the "Code").
5. The Corporation is organized to act exclusively as an instrumentality of SUNY, performing essential governmental functions in support and for the benefit of the governmental, charitable, scientific and educational purposes of SUNY.
6. The Corporation shall support the operation of hospital facilities on a non-profit basis by SUNY, for the care and treatment of persons who are acutely ill or who otherwise require medical and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.
7. The Corporation shall have the power to purchase, receive, take by grant, gift, devise,

bequest or otherwise acquire, own, hold, manage, improve, employ, use and otherwise deal in and with, real or personal property, wherever situated, from any source and without limit as to the amount, including, without limitation, lands and buildings, and to hold, reinvest, use, mortgage, pledge, sell, lease, sublease, assign, give, exchange, transfer or otherwise dispose of same; and in furtherance thereof, shall have the power to;

(a) assume and satisfy debt obligations in the manner determined by the Board of Directors of the Corporation to be in the best interests of the Corporation;

(b) to support 1) the educational activities of HSCB, 2) the students, faculty and administration of HSCB in the furtherance of their education and studies, research and work activities incidental thereto, in collaboration and coordination with the educational and research goals of HSCB, 3) SUNY's operation of The Long Island College Hospital ("LICH") facilities as a teaching hospital for the training of HSCB's students, and 4) the provision of clinical care by SUNY to an underserved population in the Brooklyn area around LICH; and

(c) subject to the limitations set forth herein, to engage in or otherwise conduct any and all other lawful activities, to perform any and all lawful acts, or to exercise any and all such powers, rights and privileges applicable to not-for-profit corporations organized under the Not-for-Profit Corporation Law which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any of the activities described in clauses (a) and (b) hereof.

8. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to (a) solicit grants and contributions for any corporate purpose, (b) maintain a fund or funds of real and/or personal property in furtherance of such purposes, and (c) organize one or more partially-or wholly-owned organizations.

9. The Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned but not otherwise authorized or approved in subparagraphs (a) through (v) of Section 404 of the Not-for-Profit Corporation Law.

10. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively as an instrumentality of SUNY performing essential governmental functions in support and for the benefit of the governmental, charitable, scientific and educational purposes of SUNY for such purposes as may be described in Section 501(c)(3) of the Code, and in connection therewith:

(a) all assets, income and net earnings of the Corporation shall inure solely to the benefit of SUNY, and in particular its HSCB; the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or net earnings shall be distributed to or inure to the benefit of any director, officer or other private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for

services rendered to or for the Corporation in furtherance of one or more of its purposes; no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) of the Code or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in any political campaign on behalf of or in opposition to any candidate for public office (including the publication or distribution of statements); the Corporation shall not engage in any other activities that would cause it to be characterized as an "action organization" as defined in Treasury Regulation § 1.501(c)(3)-1, promulgated under the Code;

(b) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation as an instrumentality of SUNY under Section 115 of the Code or as a charitable, scientific or educational organization under Section 501(c)(3) of the Code; and

(c) the Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

11. The office of the Corporation within the State of New York shall be located in Kings County.

12. The sole member of the Corporation shall be SUNY. SUNY, acting as the sole member, shall have such specific rights, powers, duties and obligations as shall be permitted by law or otherwise set forth in this Certificate of Incorporation or the By-Laws of the Corporation.

13. The duration of the Corporation shall be perpetual.

14. The Corporation shall be operated by a board of directors, which shall be appointed by, and subject to removal by, SUNY, acting as the sole member, consisting of such number of persons, but not less than three (3), as may be set forth in the By-Laws of the Corporation. The names and addresses of the initial directors, each of whom is of full age, and who shall serve until the first annual meeting or until their successors be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Ivan M. Lisnitzer	450 Clarkson Ave., Brooklyn, NY 11203
John C. LaRosa	450 Clarkson Ave., Brooklyn, NY 11203
Debra Carey	450 Clarkson Ave., Brooklyn, NY 11203
Paul Davis	450 Clarkson Ave., Brooklyn, NY 11203

15. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The address within the state to which the Secretary of State shall mail a copy of any process against the Corporation

served upon him or her is c/o Corporation Service Company, 80 State Street, Albany, New York, 12207-2543.

16. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to SUNY, acting as the sole member, for the benefit of HSCB. Dissolutions and dispositions of the Corporation's assets are subject to all applicable laws and regulations.

17. The Corporation, with the approval of SUNY, acting as the sole member, reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, provided that no amendment, alteration, change or repeal shall be effected which will result in (a) the denial of treatment of the Corporation as an instrumentality of SUNY, acting as the sole member, for federal income tax or other regulatory purposes, or (b) denial of tax-exempt status to the Corporation under either Section 115 or Section 501(c)(3) of the Code and the respective regulations thereunder.

18. To the extent that the Corporation is qualified as tax-exempt under Section 501(c)(3), then in any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

19. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ivan M. Lisnitzer	450 Clarkson Ave., Brooklyn, NY 11203

20. Notwithstanding any other provisions of this Certificate of Incorporation to the contrary, nothing contained herein or in the Bylaws shall authorize the Corporation to establish, operate, construct, or maintain a hospital or provide a hospital service or health-related service or to operate a drug maintenance program, a certified home health agency, a hospice, or a health maintenance organization, or to provide a comprehensive health services plan as defined and covered by Articles 28, 33, 36, 40 and 44, respectively, of the Public Health Law, or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source for the establishment or operation of any such entity. In addition, nothing contained in this Certificate of Incorporation or the Bylaws shall authorize the Corporation to establish, operate or maintain an adult care facility as provided for by Article 7 of the Social Services Law, or to solicit contributions for any such purpose.

21. The Corporation shall have the power to mortgage or otherwise hypothecate its real and personal property and to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation including the execution of a Regulatory Agreement with the

Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successor and assigns, so long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

22. So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development, this Certificate may not be amended without the prior written approval of the said Secretary.

23. In the event of a conflict between any of the provisions of this Certificate and the provisions of any mortgage notes ("Mortgage Notes") assumed by the Corporation in connection with bonds ("Bonds") issued by the Dormitory Authority of the State of New York ("DASNY"), any mortgages ("Mortgages") granted by the Corporation to DASNY in connection with such Bonds and Mortgage Notes, any security agreement granting an interest in equipment, fixtures and revenues at the property subject to the Mortgages ("Mortgaged Property") or any regulatory agreement between the Corporation and the Secretary of Housing and Urban Development relating to the Mortgaged Property (collectively, the "HUD Loan Documents"), the provisions of the HUD Loan Documents shall govern and be controlling in all aspects.

24. The Corporation may amend its By-Laws at any regular meeting of the Corporation or at any special meeting called for that purpose, so long as they are not inconsistent with this Certificate or with the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development.

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed and the statements made herein affirmed as true under the penalties of perjury this 30th day of March, 2011.



Ivan M. Lisnitzer
President, Director
Sole Incorporator

110331000 891

Certificate of Incorporation

Of

Downstate at LICH Holding Company, Inc.

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

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 31 2011

[Signature]
King

Filed by: Harris Beach PLLC
Name:

Address: 677 Broadway, Suite 1101
Albany, New York 12207

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