

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

- ☐ Domestic (Pennsylvania) filing entity already in existence on Department of State records
If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.
- ☐ NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)
Attach to this Statement the public organic record of the new entity.
- ☒ Foreign filing association or foreign limited liability partnership already registered with the Department.
If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.
- ☐ Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State
Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.

Its current registered office address. Complete part (a) **OR** (b) – not both:

(a) 116 Interstate Parkway, Bradford, PA 16701 McKean
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

- ☐ NEW domestic (Pennsylvania) limited liability partnership or electing partnership
Attach completed DSCB:15-8201 (Statement of Registration) or DSCB:15-8701A (Statement of Election)
- ☐ Domestic association that is not a domestic filing association
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its principal office:

Number and street City State Zip County

- ☐ Foreign association that is not, and will not, be registered with the Department of State
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

Number and street City State Zip

B. For the merging association(s) that are not surviving the merger:1. The name of the merging association is: Bradford Hospital2. The jurisdiction of formation of the merging association: Pennsylvania

3. The type of association is (check only one):

☐ Business Corporation☐ Limited Partnership☐ Business Trust☒ Nonprofit Corporation☐ Limited Liability (General) Partnership☐ Professional Association☐ Limited Liability Company☐ Limited Liability Limited Partnership☐ Other _____

4. Check and complete one of the following addresses.

☒	If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. <i>Complete part (a) OR (b) – not both:</i> (a) <u>116-156 INTERSTATE PARKWAY</u> <u>Bradford,</u> <u>PA</u> <u>16701</u> <u>McKean</u> Number and street City State Zip County (b) c/o: _____ Name of Commercial Registered Office Provider County
☐	If the merging association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office: _____ Number and street City State Zip County
☐	If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address: _____ Number and street City State Zip

**Use Statement of Merger – Addendum (DSCB:15-335AD)
 for additional merging parties that are not surviving the merger.**

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

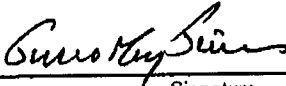
- ☒ This Statement of Merger shall be effective upon filing in the Department of State.
☐ This Statement of Merger shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

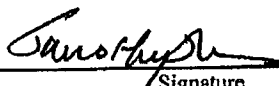
D. Approval of merger by merging associations (check all applicable statement(s)):

- ☒ For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).
☒ For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.
☐ For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this 12th day of January, 20 18.

Olean General Hospital
Name of Merging Association

Signature
President and CEO
Title

Bradford Hospital
Name of Merging Association

Signature
President and CEO
Title

Attachment:

Certificate of Merger
Filed with
New York Secretary of State

**CERTIFICATE OF MERGER
OF
BRADFORD HOSPITAL
INTO
OLEAN GENERAL HOSPITAL**

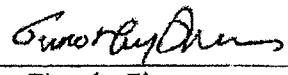
Under Section 904 of the Not-for-Profit Corporation Law

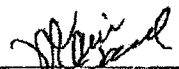
The undersigned being, respectively, the President/CEO and the Vice Chair of Bradford Hospital, and the Chair and the Vice Chair of Olean General Hospital, certify:

1. The names of the constituent corporations are Bradford Hospital, doing business as Bradford Regional Medical Center ("Bradford"), and Olean General Hospital ("Olean"). The surviving corporation is Olean.
2. The Articles of Incorporation of Bradford were filed by the Office of the Recorder of Deeds of McKean County, Commonwealth of Pennsylvania Department on August 4, 1885, pursuant to Section 2 of the Act of April 29th, 1874.
3. The Certificate of Incorporation of Olean was filed by the New York Department of State on July 18, 1898, pursuant to Chapter 559 of the Laws of 1895 of the State of New York.
4. The member of Bradford and Olean is Upper Allegheny Health System, Inc. ("UAHS").
5. The Board of Directors of Bradford adopted a Plan of Merger and authorized filing of a Certificate of Merger, in compliance with the applicable provisions of the laws of Pennsylvania, on March 29, 2017. The laws of Pennsylvania permit the merger herein effected.
6. The Board of Directors of Olean adopted a Plan of Merger and authorized filing of a Certificate of Merger in accordance with Section 903 of the Not-for-Profit Corporation Law (the "N-PCL") on March 29, 2017.
7. The Board of Directors of UAHS, as sole member of Bradford and Olean authorized filing of a Certificate of Merger in accordance with Section 903 of the Not-for-Profit Corporation Law (the "N-PCL") on March 29, 2017.
8. Any charitable gift transferred after the anticipated merger of Bradford and Olean which is contained in any will or other instrument, in trust or otherwise, made before or after the consolidation, directed to or for the benefit of Bradford, shall inure to or for the benefit of and be transferred to Olean for use by Olean to support charitable purposes, consistent with Bradford's charitable purposes, provided Olean is at the time of said disposition, an organization recognized by the Internal Revenue Service as described in Section 501(c)(3) of the Code; and so far as it is necessary for that purpose Olean shall be deemed the successor to Bradford, provided, however, that such disposition shall be devoted by the successor corporation to the purposes intended by the testator, donor or grantor, and, as far as practicable, the needs of the Bradford campus.
9. There are no outstanding certificates evidencing capital contributions or subventions.
10. The merger shall become effective on January 12, 2018.

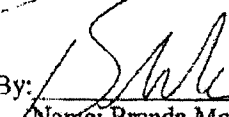
IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this certificate and caused it to be verified this 29th day of March, 2017.

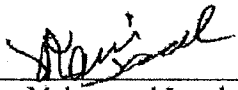
BRADFORD HOSPITAL

By: 
Name: Timothy Finan
Title: President and CEO

By: 
Name: Muhammed Javed, M.D.
Title: Vice Chair

OLEAN GENERAL HOSPITAL

By: 
Name: Brenda McGee
Title: Chair

By: 
Name: Muhammed Javed, M.D.
Title: Vice Chair

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Melissa H. Thore 1-8-2018
ASSISTANT ATTORNEY GENERAL 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

December 26, 2017

Mr. Timothy Finan
President/Chief Executive Officer
Olean General Hospital
515 Main Street
Olean, New York 14760

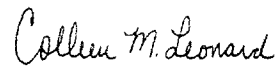
Re: Certificate of Merger of Bradford Hospital into Olean General Hospital

Dear Mr. Finan:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 7th day of December, 2017, I hereby certify that the Certificate of Merger of Bradford Hospital into Olean General Hospital, dated March 29, 2017 is approved.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov.

Sincerely,


Colleen M. Leonard
Executive Secretary

/cl

**CERTIFICATE OF MERGER
OF
BRADFORD HOSPITAL
AND
OLEAN GENERAL HOSPITAL**

Under Section 904 of the New York Not-For-Profit Corporation Law

Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604