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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form
The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions.	C Name of organization FRAMED FOUNDATION, INC. Number and street (or P.O. box, if mail is not delivered to street address) Room/suite C/O MICHAEL GOONAN 601 ELMWOOD AVE. BOX 706 City or town, state or country, and ZIP + 4 ROCHESTER, NY 14642-0001		D Employer identification number 16-1490497
		E Telephone number 585-275-3300		F Group Exemption Number

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: Cash Accrual
Other (specify) ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶
J Tax-exempt status (check only one) — 501(c)(3) ◀ (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 62

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

1	Contributions, gifts, grants, and similar amounts received	1	62
2	Program service revenue including government fees and contracts	2	
3	Membership dues and assessments	3	
4	Investment income	4	
5a	Gross amount from sale of assets other than inventory	5a	
5b	Less: cost or other basis and sales expenses	5b	
5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
6a	Gross revenue (not including \$ reported on line 1)	6a	
6b	Less: direct expenses other than fundraising expenses	6b	
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0
7a	Gross sales of inventory, less returns and allowances	7a	
7b	Less: cost of goods sold	7b	
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0
8	Other revenue (describe ▶)	8	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	62
10	Grants and similar amounts paid (attach schedule)	10	
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	
13	Professional fees and other payments to independent contractors	13	4,928
14	Occupancy, rent, utilities, and maintenance	14	
15	Printing, publications, postage, and shipping	15	
16	Other expenses (describe ▶)	16	
17	Total expenses. Add lines 10 through 16	17	4,928
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	(4,866)
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	4,866
20	Other changes in net assets or fund balances (attach explanation)	20	
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	0

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	4,866	22 0
23	Land and buildings	0	23 0
24	Other assets (describe ▶)	0	24 0
25	Total assets	4,866	25 0
26	Total liabilities (describe ▶)	0	26 0
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	4,866	27 0

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2009)

ENVELOPE
POSTMARK DATE
JUL 26 2012

REVENUE
EXPENSES
NET ASSETS
SCANNED
AUG 07 2012

6129

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	X	
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved		
38b	N/A		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9		
39a	N/A		
b	Gross receipts, included on line 9, for public use of club facilities		
39b	N/A		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ NONE ; section 4912 ▶ NONE ; section 4955 ▶ NONE		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
	▶ NONE		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		
	▶ NONE		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		X
41	List the states with which a copy of this return is filed. ▶ NY		
42a	The organization's books are in care of ▶ MICHAEL C. GOONAN Telephone no. ▶ 585-275-3300 Located at ▶ 601 ELMWOOD AVE. BOX 706, ROCHESTER, NY ZIP + 4 ▶ 14642-0001		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	If "Yes," enter the name of the foreign country: ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		X
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		<input type="checkbox"/>
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	X
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	X
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	X
b If "Yes," was the related organization a section 527 organization?	49b	

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 NONE

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 NONE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

X Michael C. Goonan Signature of officer Date 7/24/12

X Michael C. Goonan, Treasurer Type or print name and title

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed Preparer's identifying number (See instructions) _____

Firm's name (or yours if self-employed), address, and ZIP + 4 _____ EIN _____ Phone no. _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

FRAMED FOUNDATION, INC.

Employer identification number

16-1490497

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X
 - (ii) A family member of a person described in (i) above? 11g(ii) X
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii) X
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see Instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
UNIVERSITY OF ROCHESTER	16-0743209	2	X		X		X		0
Total									0

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) **12**

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- b 33 1/3% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area with horizontal dashed lines for supplemental information.

Part I Liquidation, Termination, or Dissolution (continued)

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B) should equal -0-

3	Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III	Yes	No
4a	Did the organization request or receive a letter from the IRS that the organization's exempt status was terminated?		
b	If "Yes," provide the date of the letter. Attach a copy of the letter and, if applicable, the organization's request for the letter.		
5a	Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?		
b	If "Yes," did the organization provide such notice?		
6	Did the organization have any tax-exempt bonds outstanding during the year?		
7a	Did the organization have any tax-exempt bonds outstanding during the year?		
b	Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?		
c	If "Yes," describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III.		

Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Schedule N-1 if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	LEGAL AND ACCOUNTING FEES	9/30/2009	4,866	COST	N/A	N/A	N/A

2 Did or will any officer, director, trustee, or key employee of the organization:

a	Become a director or trustee of a successor or transferee organization?	Yes	No
b	Become an employee of, or independent contractor for, a successor or transferee organization?		
c	Become a direct or indirect owner of a successor or transferee organization?		
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?		
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III.		

Part III **Supplemental Information.** Complete to provide the information required by Part I, lines 2e, 7c; Part II, line 2e; and any additional information.

ON JANUARY 6, 2009, THE CORPORATION UNDERWENT A REORGANIZATION WHEREBY THE EXISTING OFFICERS AND DIRECTORS RESIGNED AND NEW OFFICERS AND DIRECTORS WERE APPOINTED. THE CORPORATION PAID LEGAL AND ACCOUNTING FEES THAT RESULTED IN A SIGNIFICANT DISPOSITION OF NET ASSETS.

090722000701

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
FRAMED FOUNDATION, INC.**
(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: Framemed Foundation, Inc.

If the name of the corporation has been changed, the name under which it was formed is:
Framemed, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is:
October 26, 1995

THIRD: The law the corporation was formed under is: Not-For-Profit Corporation Law

FOURTH: The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type B corporation. If the corporate purposes are being enlarged, limited or otherwise changed, the corporation shall be a Type _____ corporation.

FIFTH: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: "Paragraph First of the Certificate of Incorporation relating to the corporate name is hereby amended to read in its entirety as follows: First: The name of the corporation is ... (new name) ...")

Paragraph Third of the Certificate of Incorporation relating to the purpose is hereby [check the appropriate box(es)] added to read in its entirety as follows or amended to read in its entirety as follows:

The Corporation is formed for the purpose of developing and implementing an information system (a computerized medical data system with standard coded terminology), through which medical resources would be shared electronically and disseminated to the University of Rochester, and its affiliated teaching institutions, and to other academic and health care institutions and providers to (i) facilitate the development of a patient lifetime medical record in the community, (ii) further the efficient delivery of high quality of care to patients and the community generally, and (iii) advance medical and health education, and biomedical research, and to engage in any other lawful act or activity incidental to or in connection with the foregoing purposes, or in advancement thereof.

090722000701

The Corporation shall not exercise any power or authority, nor shall it engage in any activity, that would prevent the Corporation from qualifying (and continuing to qualify) as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code"). Any reference herein to any provision of the Code shall mean such provision as now existing or hereafter amended.

No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, director, officer, employee or any private individual, and no member, director, officer, employee or any private individual shall ultimately share in the distribution of any of the corporate assets on dissolution of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Nothing herein shall authorize the corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

Paragraph Sixth of the Certificate of Incorporation relating to the Principal Office is hereby [check the appropriate box(es)] added to read in its entirety as follows or amended to read in its entirety as follows:

The principal office of this Corporation is to be located in the County of Monroe and State of New York.

Paragraph Eighth of the Certificate of Incorporation relating to the Agent for Service of Process is hereby [check the appropriate box(es)] added to read in its entirety as follows or amended to read in its entirety as follows:

The Secretary of State of the State of New York is hereby designated the agent of this Corporation upon whom process against this Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against this Corporation served upon him as agent of the Corporation is: Framemed Foundation, Inc., 55 Pineview Drive, Suite 500, Amherst, New York 14228-2101.

Paragraph Ninth of the Certificate of Incorporation relating to the Distribution on Dissolution is hereby [check the appropriate box(es)] added to read in its entirety as follows or amended to read in its entirety as follows:

In the event of dissolution, or upon liquidation of the Corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the Corporation of whatsoever kind or nature, the repayment of the capital contributions and, if any, distributive rights of the members, the remaining funds or other property and rights shall be paid to the University of Rochester so long as it is qualified under Section 501(c)(3) of the Internal Revenue Code or if not so qualified to one or more tax-exempt organization(s) qualified under Section 501(c)(3) as selected by the Board of Directors of the Corporation. In the event the Directors fail to so select, the New York Supreme Court, Eighth Judicial District, shall select such organization or organizations.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: 55 Pineview Drive, Suite 500, Amherst, New York 14228-2101

SEVENTH: The certificate of amendment was authorized by: (Check the appropriate box)

- The amendment was authorized by a vote of a majority of the members at a meeting.
- The amendment was authorized by the unanimous written consent of the members entitled
- The amendment was authorized by a vote of a majority of the entire board of directors. The corporation has no members.

Charles W. Bishop
(Signature)

Charles W. Bishop, Ph.D., Director
(Name and Title of Signer)

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.
Carl Hill 1-23-09
ATTORNEY GENERAL DATE

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ERIE**

**In the Matter of The Application for Approval of
Certificate of Amendment of the Certificate of
Incorporation of Framemed Foundation, Inc.,
a Not-For-Profit Corporation**

AFFIDAVIT

State of New York)
County of Erie) ss:

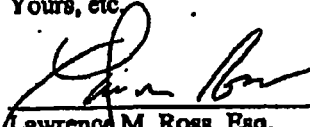
I, Lawrence M. Ross, do hereby affirm under the penalties of perjury that:

1. I am the attorney for the subscribers to the foregoing Certificate of Amendment of the Certificate of Incorporation of Framemed Foundation, Inc., a Corporation organized under Section 1412 of the Not-For-Profit Corporation Law.

2. No previous application has ever been made to any Justice of the Supreme Court for approval of such Certificate of Amendment.

Dated: Buffalo, New York
February 2, 2009


Yours, etc.


Lawrence M. Ross, Esq.
HURWITZ & FINE, P.C.
Attorneys for Applicant
1300 Liberty Building
Buffalo, New York 14202
(716) 849-8900

APPROVAL BY SUPREME COURT JUSTICE
OF
CERTIFICATE OF AMENDMENT
WHICH CHANGES, ELIMINATES, OR ADDS
A POWER OR PURPOSE OF A TYPE B CORPORATION

I, GERALD J. WHALEN, a Justice of the Supreme Court of the State
of New York, Eighth Judicial District, do hereby approve the foregoing Certificate of
Amendment of a Certificate of Incorporation of Framerned Foundation, Inc. pursuant to
Section 804(a)(ii) of the Not-For-Profit Corporation Law and consent that the same be
filed.

Dated: February 2, 2009
Supreme Court _____ Term, Part 22
Buffalo, New York


Justice of the Supreme Court
Eighth Judicial District

GERALD J. WHALEN

GRANTED
FEB 02 2009
BY Susan M. Monahan
SUSAN M. MONAHAN
COURT CLERK

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

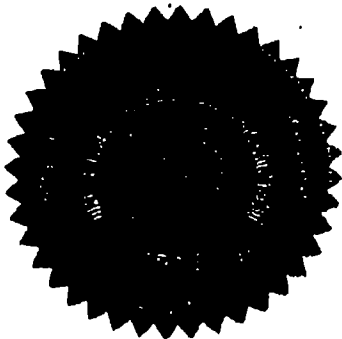
**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of amendment

of FRAMED FOUNDATION, INC.
(name of entity)

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and 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 entity, nor shall it be construed as giving the officers or agents of such entity 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.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

CAROLE F. HUXLEY
Interim Commissioner of Education

By: Kathleen Marinelli
Kathleen Marinelli

Commissioner's authorized designee

7/9/09
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

090722000701

UNI-37

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

FRAMED FOUNDATION, INC.

(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Lawrence M. Ross, Esq.

Address Hurwitz & Fine, P.C., 1300 Liberty Building

City, State and Zip Code Buffalo, New York 14202

Cust Ref FRAME89663

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment. The certificate must be submitted with a \$30 filing fee.

For Office Use Only

FILED
JUL 22 PM 06 06

lee
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 22 2009

TAX \$ _____

BY: Lee/Morav

DRAWDOWN

2009 JUL 22 PM 12:06

RECEIVED

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FILING RECEIPT

=====

ENTITY NAME: FRAMED FOUNDATION, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
COUNTY PURPOSES PROCESS PROVISIONS

COUNTY: MONR

=====

FILED: 07/22/2009 DURATION: ***** CASH#: 090722000776 FILM #: 090722000701

FILER:

LAWRENCE M ROSS ESQ
HURWITZ & FINE PC
1300 LIBERTY BLDG
BUFFALO, NY 14202

ADDRESS FOR PROCESS:

THE CORPORATION
55 PINEVIEW DRIVE, STE. 500
AMHERST, NY 14228-2101

REGISTERED AGENT:

=====

SERVICE COMPANY: UNITED CORPORATE SERVICES - 37

SERVICE CODE: 37

FEEs 90.00

FILING 30.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 90.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 90.00
OPAL 0.00
REFUND 0.00

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DOS-1025 (04/2007)