



NC DEPARTMENT OF HEALTH AND HUMAN SERVICES

ROY COOPER • Governor
KODY H. KINSLEY • Secretary
MARK PAYNE • Director, Division of Health Service Regulation

VIA EMAIL ONLY

July 25, 2023

Andrea M. Gymer
amgymer@novanthealth.org

No Review

Record #: 4240
Date of Request: July 14, 2023
Facility Name: Novant Health Matthews Medical Center
FID #: 945076
Business Name: Novant Health Matthews Medical Center, LLC
Business #: 1463
Project Description: Conversion of owner from corporation, formerly Presbyterian Medical Care, Inc., to limited liability company
County: Mecklenburg

Dear Ms. Gymer:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your correspondence regarding the project described above. Based on the CON law in effect on the date of this response to your request, the project as described is not governed by, and therefore, does not currently require a certificate of need. If the CON law is subsequently amended such that the above referenced proposal would require a certificate of need, this determination does not authorize you to proceed to develop the above referenced proposal when the new law becomes effective.

This determination is binding only for the facts represented in your correspondence. If changes are made in the project or in the facts provided in the correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by this office.

Please do not hesitate to contact this office if you have any questions.

Sincerely,

Handwritten signature of Julie M. Faenza

Julie M. Faenza
Project Analyst

Handwritten signature of Micheala Mitchell

Micheala Mitchell
Chief

NC DEPARTMENT OF HEALTH AND HUMAN SERVICES • DIVISION OF HEALTH SERVICE REGULATION
HEALTHCARE PLANNING AND CERTIFICATE OF NEED SECTION

LOCATION: 809 Ruggles Drive, Edgerton Building, Raleigh, NC 27603
MAILING ADDRESS: 809 Ruggles Drive, 2704 Mail Service Center, Raleigh, NC 27699-2704
https://info.ncdhhs.gov/dhsr/ • TEL: 919-855-3873

cc: Acute and Home Care Licensure and Certification Section, DHR



2085 Frontis Plaza Boulevard
Winston-Salem, NC 27103

July 14, 2023

Via Email

Azzie Conley, Chief
Acute and Home Care Licensure and Certification Section
N.C. Department of Health Service Regulation
1205 Umstead Drive
Raleigh, North Carolina 27603

Re: Name change for Novant Health Matthews Medical Center

Dear Ms. Conley:

Novant Health Matthews Medical Center underwent a name change and legal conversion from a nonprofit corporation (Presbyterian Medical Care Corp.) to a limited liability company (Novant Health Matthews Medical Center, LLC). It continues to be the same entity, all existing relationships continue in effect including maintaining the same persons as board members and officers and the same ownership and management control, and there has been no change in the affairs or operation of the hospital that would affect its continued compliance with all applicable laws and regulations. It continues to have the same IRS Employer/Tax Identification Number, NPI, and Acute Care License Number.

Although the Articles of Conversion of Presbyterian Medical Care Corp. converting it to Novant Health Matthews Medical Center, LLC were filed with the North Carolina Secretary of State and became effective on January 31, 2023, due to delays created by the COVID-19 pandemic the IRS processing of the Form 147C letter (and attendant recognition of the name change) was substantially delayed and we only recently received the IRS Form 147C Letter on June 20, 2023 (see attached). The IRS Form 147C letter now confirms that the IRS has formally updated its records as of June 20, 2023 confirming that the IRS Employer/Tax Identification Number (EIN) of Presbyterian Medical Care Corp. continues in place with Novant Health Matthews Medical Center, LLC. Accordingly, we are treating the effective date of the conversion, and attendant name change, as the date the issuance of the IRS Form 147C Letter which is June 20, 2023.

The name change will be reflected on the hospital licensure renewal application to be filed on or before January 31, 2024. Please let us know if there are any questions.

Sincerely,

Andrea Gymer

Andrea Gymer
Vice President, Strategic and Business Planning
Manager, Strategic Planning

Enclosures

Cc: Micheala Mitchell, Lisa Pittman, Gloria Hale, Julie Faenza

State of North Carolina
Department of the Secretary of State

**ARTICLES OF ORGANIZATION
INCLUDING ARTICLES OF CONVERSION
OF A CHARITABLE OR RELIGIOUS CORPORATION**

Pursuant to §§ 57D-2-21, 57D-9-20 and 57D-9-22 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company pursuant to the conversion of a charitable or religious corporation.

1. The name of the limited liability company is: Novant Health Matthews Medical Center, LLC. The limited liability company is being formed pursuant to a conversion of a charitable or religious corporation.
2. The name of the converting business entity is: Presbyterian Medical Care Corp. and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of North Carolina.

A plan of conversion has been approved by the converting business entity as required by law.

3. The converting business entity is a domestic nonprofit charitable or religious corporation.
4. The mailing address of the converting entity prior to the conversion is:

2085 Frontis Plaza Blvd.
Winston-Salem, NC 27103
Forsyth County

If different, the mailing address of the resulting business entity is: N/A

5. The **name** and **address** of each organizer executing these articles of organization is as follows:

Novant Health, Inc.
2085 Frontis Plaza Blvd.
Winston-Salem, NC 27103
Forsyth County

6. The name of the initial registered agent is: Corporation Service Company

7. The street address and county of the initial registered office of the limited liability company is:

2626 Glenwood Avenue, Suite 550
Raleigh, NC 27608
Wake County

8. If different, the mailing address of the initial registered office is: N/A

9. Principal Office Information:

The principal office telephone number: 336-718-2050

The street address and county of the principal office of the limited liability company is:

2085 Frontis Plaza Blvd.
Winston-Salem, NC 27103
Forsyth County

10. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.

11. The **name** and **address** of the sole member of the LLC is:

Novant Health, Inc.
2085 Frontis Plaza Blvd.
Winston-Salem, NC 27103
Forsyth County

The sole member is a charitable or religious corporation as defined in N.C.G.S. §55A-1-40(4).

12. These articles will be effective upon filing, unless a future date is specified:
January 31, 2023 at 11:59:59 P.M.

[Signature Page Follows]

Exhibit A
Additional Provisions of the
Articles of Organization for
Novant Health Matthews Medical Center, LLC

- A. Novant Health Matthews Medical Center, LLC (the “Company”) is formed and shall be operated exclusively for charitable purposes. Notwithstanding any other provision of these articles, the Company shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.
- B. The Company is organized exclusively:
- (a) To promote and advance charitable, educational and scientific purposes and to provide health care for the treatment of the sick, afflicted, infirm or injured persons through the erection (or lease), management and operation of a hospital, hospitals, other medical care or other ancillary facilities or through the creation and operation of another or other nonprofit entities.
 - (b) To do or provide for the doing of anything and everything necessary, expedient, incidental or appropriate to the operation of a hospital or provision of health care in all of its phases.
 - (c) To engage in any other lawful act or activity for which limited liability companies may be organized so long as the Company does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c)(3) of the Code.
- C. The Company is not organized for and shall not be operated for pecuniary gain or profit. No part of the net earnings of the Company shall inure to the benefit of or be distributable to its trustees, directors, managers, officers or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- D. No substantial part of the activities of the Company shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Company engage in any activities that are unlawful under applicable federal, state or local laws.
- E. To the full extent from time to time permitted by law, no person who is serving or has served as a member or manager of the Company (including, without limitation, any person serving in the capacity as a director, advisor, manager or trustee on a board of directors, board of advisors, board of managers or board of trustees of the Company) shall be personally liable in any action for monetary damages for breach of his or her duty as a member or manager, whether such action is brought by or in the right of the Company or otherwise. Neither the amendment or repeal of this Paragraph E, nor the adoption of any provision of these Articles of Organization

inconsistent with this Paragraph E, shall eliminate or reduce the protection afforded by this Paragraph E to a member or manager of the Company with respect to any matter which occurred, or any cause of action, suit or claim, which but for this Paragraph E, would have accrued or arisen, prior to such amendment, repeal or adoption.

- F. Upon dissolution of the Company, after paying or making provisions for the payment of all liabilities and obligations of the Company and the establishment of any reserves therefor, all of the remaining assets shall be distributed to those of the Company's members that are organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and qualify as exempt under Section 501(c)(3) of the Code; and in the event that no member of the Company is so qualified all of the remaining assets shall only be transferred to one or more organizations that are organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and qualify as exempt under Section 501(c)(3) of the Code.

INTERNAL REVENUE SERVICE



FAX TRANSMISSION
Cover Sheet

Date: June 20, 2023

To: _____

Address/Organization: _____

Fax Number: (336) 733-8406 Office Number: _____

From: **Mathews Karen A**

Address/Organization: _____

Fax Number: _____ Office Number: _____

Number of pages: *Including cover page*

Subject:

This communication is intended for the sole use of the individual to whom it is addressed and may contain confidential information that is privileged, confidential and exempt from disclosure under applicable law. If you are not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited by the provisions of the Internal Revenue code. If you have received this communication in error, please contact the sender immediately by telephone. Thank you.



Department of the Treasury
Internal Revenue Service
Ogden, UT 84201

In reply refer to: 0457329119
Jun 20, 2023 LTR 147C
56-1376368

NOVANT HEALTH MATTHEWS MEDICAL CENTER LLC
2085 FRONTIS PLAZA BLVD
WINSTON SALEM NC 27103-5614 858

Taxpayer Identification Number: 56-1376368

Form(s):

Dear Taxpayer:

Thank you for your telephone inquiry of June 20th, 2023.

Your Employer Identification Number (EIN) is 56-1376368. Please keep this letter in your permanent records. Enter your name and your EIN on all business federal tax forms and on related correspondence.

If you have any questions regarding this letter, please call our Customer Service Department at 1-800-829-0115 between the hours of 7:00 AM and 10:00 PM. If you prefer, you may write to us at the address shown at the top of the first page of this letter. When you write, please include a telephone number where you may be reached and the best time to call.

Sincerely,

Mrs. Mathews
1004638893
Customer Service Representative

From: [Faenza, Julie M](#)
To: [Stancil, Tiffany C](#)
Subject: FW: [External] Novant Health Matthews Medical Center Name Change
Date: Friday, July 14, 2023 2:43:53 PM
Attachments: [MMC Name Change Conversion Letter 7.14.23.docx](#)
[01.26.2023 - Novant Health Matthews Medical Center, LLC - Articles of Organizaton.pdf](#)
[FAX-MACA-VM06_2306202246599755.PDF](#)

Can you please log this as a no review? Thanks!

Julie M. Faenza, Esq.

Pronouns: She/her

Project Analyst, Certificate of Need

[Division of Health Service Regulation, Healthcare Planning and Certificate of Need Section](#)
[NC Department of Health and Human Services](#)

Office: 919-855-3873

Julie.Faenza@dhhs.nc.gov

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From: Gymer, Andrea M <amgymer@novanthealth.org>

Sent: Friday, July 14, 2023 2:25 PM

To: Conley, Azzie <azzie.conley@dhhs.nc.gov>

Cc: Mitchell, Micheala L <Micheala.Mitchell@dhhs.nc.gov>; Faenza, Julie M <Julie.Faenza@dhhs.nc.gov>; Pittman, Lisa <lisa.pittman@dhhs.nc.gov>; Hale, Gloria <gloria.hale@dhhs.nc.gov>

Subject: [External] Novant Health Matthews Medical Center Name Change

CAUTION: External email. Do not click links or open attachments unless verified. Report suspicious emails with the Report Message button located on your Outlook menu bar on the Home tab.

Azzie,

Attached, please find documentation regarding a recent name change at Matthews Medical Center.

Please let us know if you have any questions.

Thank you,

Andrea

Andrea Gymer

Vice President, Strategic and Business Planning

Novant Health | Internal Consulting Group

Cell: 336.341.0408

We are here to help you get the care you need. Visit [Novant Health](#) for up-to-date information.

Estamos aquí para ayudarle con el cuidado que usted necesita. Visite [Novant Health](#) para información actualizada.

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