



Restated Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1127 | sos.oregon.gov/business - Phone: (503) 986-2200

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Reset Form

REGISTRY NUMBER: 125117-13

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. NAME OF CORPORATION: Northwest Permanente, P.C.

2. NEW NAME OF CORPORATION: (If changed) _____

3. A COPY OF THE RESTATED ARTICLES IS ATTACHED. (Required)

4. CHECK THE APPROPRIATE STATEMENT:

- The restated articles contain amendments which do not require shareholder approval. The date of adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require shareholder approval. The date of adoption of the amendments and restated articles was Nov. 22, 2017.

The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
A	778	778	472	109

- The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the Incorporators or by the board of directors.

5. EXECUTION:

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature

Printed Name:

Michael M. Ratoza

Title:

Attorney for corporation

CONTACT NAME: (To resolve questions with this filing)

Michael M. Ratoza

PHONE NUMBER: (Include area code)

503.499.4695Restated Articles of Incorporation - Business/Professional (11/17)
HCMO - 000229

NORTHWEST PERMANENTE, P.C.



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Division:
Arch

NORTHWEST PERMANENTE, P.C.

RESTATED AND AMENDED ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation shall be Northwest Permanente, P.C., and its duration shall be perpetual.

ARTICLE II

- (a) The Professional service to be rendered by the Corporation is the practice of medicine and services ancillary thereto, including affording aid to the sick and afflicted, encouraging medical study and research, promoting administration in the practice of medicine, and any other activities which may be authorized under the Oregon Professional Corporation Act.
- (b) The Corporation shall have the power of any individual, partnership, association, corporation or other entity to enter into any type of contract which would be helpful in furthering the purposes of this Corporation. This includes, but is not limited to, the following: 1) acquire and dispose of property, 2) borrow money or otherwise incur indebtedness, 3) to issue, buy and sell stocks, bonds and other securities, 4) to enter into and perform contracts, undertakings and obligations of every kind and character.
- (c) The Corporation is a benefit corporation subject to ORS 60.750 – 60.770. The purposes of the Corporation shall include creating a material positive impact on society and the environment, taken as a whole, from the business and operations of the Corporation.

ARTICLE III

- (a) The aggregate number of shares of each class that the Corporation shall have the power to issue is:
 - (i) Class A shares: 1,000,000 shares, of common stock, having a par value of \$1,000 per share;
 - (ii) Class B shares: 1,000,000 shares of common stock, having no par value, and
 - (iii) Class C shares: 1,000,000 shares of common stock, having no par value.
- (b) The preferences, voting powers, rights, limitations and restriction of each class of capital stock of the Corporation are as follows:
 - 1) Voting Rights: Except as provided under the Oregon Revised Statutes the holders of the Class B common stock shall have no voting rights, and all voting power shall be vested exclusively in the Class A and the Class C common stock of the Corporation. The holders of the Class A and the Class C common stock shall have one vote for each share thereof held by them.
 - 2) No Preemptive Rights: No class of stock of the Corporation shall carry with it the right to subscribe to any additional shares of that class of stock or of any other class of stock of the Corporation.
 - 3) Issuance of Shares: Shares of stock in Classes, A, B, and C shall only be issued under the decision of a majority of the Board of Directors. At all times the ownership and governance of the Corporation shall comply with the requirements of Oregon law that apply to a professional corporation organized for the purpose of practicing medicine. Any shares issued or transferred in violation of this restriction shall be void. The Board of Directors shall from time to time establish the qualifications to issue, acquire and hold the share classes of the Corporation, together with any terms, preferences, limitations and relative rights of the share classes.

- 4) Transfer of Shares: Outstanding shares of this Corporation shall be transferred only to this Corporation. Any transfer in violation of this restriction shall be void.
- 5) Redemption of Shares: Any shares held by an individual no longer licensed to practice in Oregon or Washington or by a released individual or individual otherwise disqualified to hold a share, shall be sold to the Corporation within sixty (60) days of the date of disqualification or within three months of the date of death upon such terms and conditions as set forth in the By-Laws of the Corporation or applicable Agreement.
- 6) Voting Trust Arrangements: No shareholder of this Corporation shall enter into a voting trust, proxy or any other arrangement vesting in any person, other than another shareholder of this Corporation, the authority to exercise the voting power of any or all of his shares. Any such voting trust, proxy or other arrangement entered into in violation of this subsection shall be void.

ARTICLE IV

- a) All of the power and authority of the Corporation shall be vested in and may be exercised by the Board of Directors except as otherwise provided by the law, these Articles of Incorporation, or the By-Laws of the Corporation; and in furtherance and not in limitation of said general powers, the Board of Directors shall have the power: to acquire and dispose of property; to appoint chiefs of service of departments, and such other managers, officers or agents of the Corporation as in its judgment its business may require, and to confer upon and to delegate to them by power of attorney or otherwise such power and authority as it shall determine; to fix the salaries or compensation of any or all of its officers, agents and employees and in its discretion require security of any of them for the faithful performance of any of their duties; to declare dividends in accordance with law when it shall deem it expedient; to make rules and regulations not inconsistent with the law or these Articles of Incorporation or the By-Laws, for the transaction of business; to instruct the officers or agents of the Corporation with respect to, and to authorize the voting of, stock of other corporations owned or held by this Corporation; to incur such indebtedness as may be deemed necessary, which indebtedness may, at any time and from time to time and without the necessity of any approval or consent of the shareholders or any majority of them, exceed the amount of the Corporation's capital stock; to create such committees and to designate as members of such committees such power and authority as may be required for any purpose of carrying on or exercising any of the powers of the Corporation; to create and set aside reserve funds for any purpose, and to invest any funds of the Corporation in such securities or other property as to it may see proper; to remove or suspend any officer and generally to do any and every lawful act necessary or proper to carry into effect the powers, purposes and objects of the Corporation.

ARTICLE V

No Director or Shareholder shall be liable for the debts of the Corporation beyond the amount which may be due or unpaid upon any share of stock of the Corporation owned by him or her.

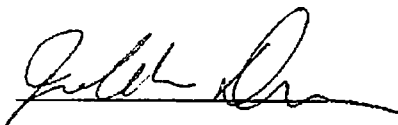
ARTICLE VI

The Articles of Incorporation may be amended only as follows: the proposed amendment shall be approved by the affirmative vote of at least two-thirds of the full Board of Directors at a duly held meeting of the Board of Directors, and approved at a duly held meeting of the shareholders, at which at least three-fourths of the Classes A and C common shares outstanding are voted (in person or by proxy) and at which at least three-fourths of the Class A common shares voted are voted in favor of the Amendment. Provided, that if under the Oregon Revised Statutes the Class B common shareholders shall be entitled to vote on such amendment, the passage thereof shall require the affirmative approval of at least three-fourths of those shares voting at a meeting where at least three-fourths of those shares outstanding are voted (in person or by proxy).

125117-13

I, Imelda Dacones, M.D. declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED: 22nd November, 2017



IMELDA DACONES, M.D.
President/CEO