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Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 266 Capitol St. NE, Suite 161 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 988-2200

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APR 18 2014

OREGON SECRETARY OF STATE

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REGISTRY NUMBER: 949079-96

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

- 1) NAME OF CORPORATION: Legacy Health Foundation
- 2) NEW NAME OF THE CORPORATION: (If changed) Legacy Health Foundation
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was 02-13-2014. These amendments were duly adopted by the board of directors.

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The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that 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:

Title:

Robert E. DeWitt

Robert E. DeWitt

Secretary

CONTACT NAME: (To resolve questions with this filing.)

LEGACY HEALTH FOUNDATION



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FEES	
Required Processing Fee	\$60
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."	
Free copies are available at <a href="http://FilingInOregon.com">FilingInOregon.com</a> , using the Business Name Search program.	

PUBLIC

**RESTATED ARTICLES OF INCORPORATION  
OF  
LEGACY HEALTH FOUNDATION  
A Nonprofit Corporation**

The Incorporator of Legacy Health Foundation adopts the following Restated Articles of Incorporation.

**ARTICLE I**

The name of the corporation is Legacy Health Foundation (hereinafter the "Corporation").

**ARTICLE II**

The Corporation is a public benefit corporation.

**ARTICLE III**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. In particular, the Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Legacy Health, an Oregon nonprofit corporation, so long as Legacy Health is in existence and remains an organization described in Sections 501(c)(3) and 509 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

**ARTICLE IV**

Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and the Corporation shall not 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.

## PUBLIC

**ARTICLE V**

The Corporation shall make distributions only to or for the benefit of 1) Legacy Health so long as Legacy Health is in existence and remains an organization described in Sections 501(c)(3) and 509 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, or 2) the health and well-being of the community.

**ARTICLE VI**

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to Legacy Health; provided, however, that if Legacy Health is not then in existence or is not then an organization that is described in Sections 170(b)(1)(A) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, the remaining assets of the corporation shall be distributed, after consultation with the Sole Member, to (a) such other organizations as are described in Sections 170(b)(1)(A) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and/or (b) the State of Oregon or any political subdivision thereof for exclusively public purposes, as the Board of Trustees shall determine.

**ARTICLE VII**

The Corporation shall have members. The Sole Member of the Corporation shall be Legacy Health.

**ARTICLE VIII**

All Trustees of the Corporation other than the initial Trustees shall be appointed by the Sole Member at the time and in the manner to be set forth in the Corporation's bylaws.

**ARTICLE IX**

No Trustee or uncompensated officer shall have any personal liability to the Corporation for monetary damages for conduct as a Trustee or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a Trustee or officer for:

- (a) Any breach of the Trustee's or officer's duty of loyalty to the Corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the Trustee or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of ORS 65.361 to 65.367, or the corresponding provisions of any future Oregon nonprofit corporation law.

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**ARTICLE X**

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a Trustee or officer of the Corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

**ARTICLE XI**

The name of the Corporation's registered agent is Robert E. DeWitt. The address of the Corporation's registered office is 1919 N.W. Lovejoy, Portland, Oregon 97209. The agent has consented to this appointment.

**ARTICLE XII**

The alternate corporate mailing address to which notices may be mailed until the principal office of the Corporation has been designated by the Corporation in its next annual report is:

1919 N.W. Lovejoy  
Portland, Oregon 97209

DATED: FEBRUARY 13, 2014.

Legacy Health Foundation

By: \_\_\_\_\_

Robert E. DeWitt

Title: Incorporator