Restated Articles of Incorporation—Business/Professional/Nonprofit



Phone: (503) 986-2200 Fax: (503) 378-4381

Secretary of State Corporation Division

Salem, OR 97310-1327

Check the appropriate box below: 255 Capitol St. NE, Suite 151

BUSINESS/P	ROFESSIONAL	CORPORATION
(Complete only 1, 2	2, 3, 4, 6, 7)	. '

NONPROFIT CORPORATION

FILED

y 1, 2, 3, 5, 6, 7) AUG 0, 8 2001
OREGON SECRETARY OF STATE
NONPROFIT CORPORATION ONLY
5) CHECK THE APPROPRIATE STATEMENT
The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendment and restated articles was August 6, 2001. These amendments were duly adopted by the board of directors. The restated articles contain amendments which require membership approval. The date of the adoption of the amendment and restated articles was The vote of the membership
Was as follows: Classics Number of Number of votes Number of votes Number of votes Number of votes Cast AGAINST
to vote FOR
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FEES

NOTE: Fees may be paid

CR114 (Rev. 06/01)



RESTATED ARTICLES OF INCORPORATION

OF

ASANTE

August 6, 2001

The Board of Directors of Asante adopts these Restated Articles of Incorporation pursuant to the Oregon Nonprofit Corporation Act. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to and restatements of them.

ARTICLE I

The name of this corporation is Asante. It is a public benefit corporation, and its duration is perpetual.

ARTICLE II

This corporation shall have no members.

ARTICLE III

The directors of this corporation shall be elected and vacancies filled as provided in its Bylaws.

ARTICLE IV

The purposes and activities for which this corporation is organized and operated are:

- (a) This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section
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- 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code").
- a community-based healthcare organization whose purpose is to promote the health of the community and to provide quality healthcare services, including without limitation the services of acute care hospitals, nursing home services, alcohol and substance abuse services, home health and hospice services, outpatient and physician services, charitable fund-raising services, ambulatory surgery center services, education, research, and other health-related services to meet the health needs of the people of southern Oregon and northern California.
- (c) In general, this corporation shall engage in any activity authorized by the Oregon Nonprofit Corporation Act; provided, however, that it will not engage, except to an insubstantial degree, in any activity not in furtherance of the specific and primary purposes set forth in clause (b) above.
- (d) No part of the net earnings of this corporation shall inure to the benefit of any private individual or entity.
- (e) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.
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(f) Notwithstanding any other provision of this Article IV, this corporation shall engage only in activities which are permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, and by a public charity described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE V

Directors and uncompensated officers of the corporation shall not be personally liable for conduct as directors or officers, except that this provision shall not eliminate or limit the liability of a director or officer for (a) any breach of the director's or officer's duty of loyalty to the corporation; (b) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; or (e) any act or omission in violation of the sections of the Oregon Nonprofit. Corporation Act relating to conflicts of interest, or loans to or guarantees of loans for directors or officers.

ARTICLE VI

All of the properties, monies and other assets of this corporation are irrevocably dedicated to charitable, scientific and educational purposes and shall not inure to the benefit of any private individual. In the event that this corporation shall be

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dissolved or wound up at any time, then all of the properties, monies and other assets of this corporation shall be transferred to and become the property of such other nonprofit funds, foundations, or corporations as are selected and designated by the Board of Directors of this corporation, and which shall at that time qualify as exempt under Section 501(c)(3) of the Code as that section exists or may subsequently be amended.

ARTICLE VII

These restated articles shall become effective on August 6, 2001.

Adopted by the Board of Directors of Asante the 5th day of August, 2001.

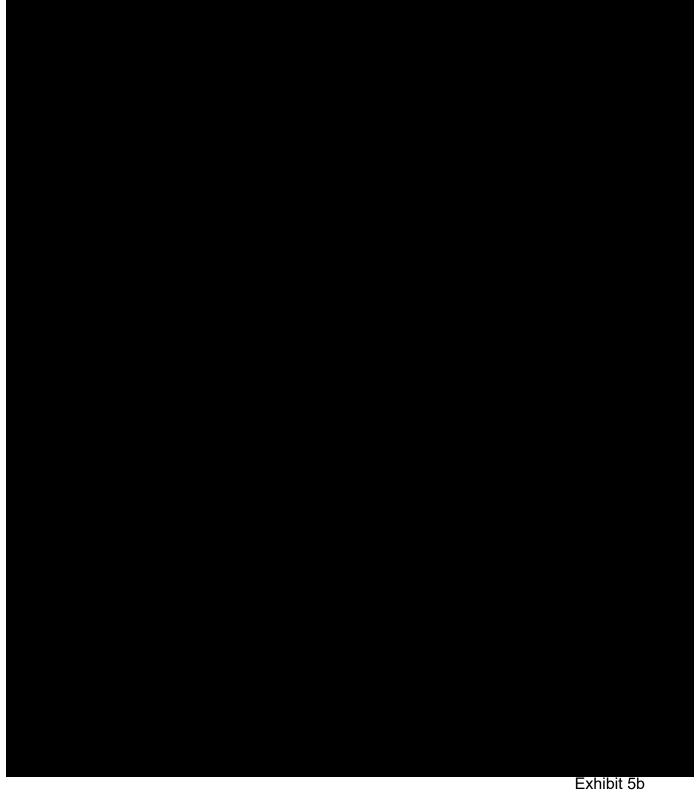
ASANTE

James M. Wright
Board Chair

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2024 RESTATED BYLAWS OF ASANTE

October 1, 2024



HCMO: Asante/SCSO Bates No.184

