



Phone: (503) 986-2200
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Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below:

For office use only

☐ BUSINESS/PROFESSIONAL CORPORATION

(Complete only 1, 2, 3, 4, 6, 7)

☒ NONPROFIT CORPORATION

(Complete only 1, 2, 3, 5, 6, 7)

FILED

AUG 08 2001

OREGON
SECRETARY OF STATE

Registry Number: 03878311

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

1) NAME OF CORPORATION PRIOR TO AMENDMENT Asante

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

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require shareholder approval. The date of the 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 the adoption of the amendments and restated articles was _____. 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

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

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 amendments 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 amendments and restated articles was _____. 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

6) EXECUTION

Printed Name

James M. Wright

Signature

Title

Board Chair

7) CONTACT NAME

Karen C. Allan

DAYTIME PHONE NUMBER — INCLUDING AREA CODE

(541) 770-5466

FEES

Make check for \$20 payable to
"Corporation Division."

NOTE: Fees may be paid
with VISA or MasterCard. The
card number and expiration date
should be submitted on a separate
sheet for your protection.



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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OF ASANTE - August 6, 2001

501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code").

(b) Specifically and primarily, this corporation is formed as 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 6th day of August, 2001.

ASANTE

By James M. Wright
James M. Wright
Board Chair

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OF ASANTE - August 6, 2001

2024
RESTATED BYLAWS
OF
ASANTE

October 1, 2024































