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BUSINESS REGISTR

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10-28-1999 16:35 FROM: PETER F. STOLOFF, P.C 503-224-3673 TO: 503 378 4381

ac-23-99 01:47P First Care Physicians 541 967 3448

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12/30/99

03-29-99 12:10:57 FROM: CORP. DIVISION TO: 15032243673

PAGE 2

Phone: (503) 806-2200
Fax: (503) 870-4341Secretary of State
Corporation Division
355 Capitol St. NE, Suite 181
Salem, OR 97310-1327

Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below

- ☐ BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 5, 7)
- ☒ NONPROFIT CORPORATION
(Complete only 1, 2, 3, 4, 5, 7)

For office use only
FILED

DEC 30 1999

OREGON
SECRETARY OF STATE

Registry Number: 026987-19

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink1) NAME OF CORPORATION PRIOR TO AMENDMENT Albany General Hospital2) NEW NAME OF THE CORPORATION (if changed) SAME

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 11/24/99. 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 11/24/99. The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of shares owned by CEO	Number of votes cast FOR	Number of votes cast AGAINST

- ☐ 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.

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 11/24/99. 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 11/24/99. The vote of the members was as follows:

Class(es) owned by CEO	Number of members owning shares	Number of votes cast FOR	Number of votes cast AGAINST
1	1	1	0

6) Execution

Printed Name

Richard J. DeLano

Title

President/CEO

7) Contact Name

Peter F. Stoloff

Daytime Phone Number

503-224-4664

12/30/99

fax to 503-224-3673

FEE

Make check to the payable to
"Corporation Division"

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

RESTATED ARTICLES OF INCORPORATION
OF

ALBANY GENERAL HOSPITAL
An Oregon Nonprofit Corporation

ARTICLE I

Name of the corporation: ALBANY GENERAL HOSPITAL

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

This corporation shall have one member, which shall be: Samaritan Health Services, Inc., an Oregon nonprofit corporation.

ARTICLE IV

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to a charitable, educational or scientific organization or organizations as qualify at the time as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"), or any successor statute, and whose charitable mission or purpose is the promotion of health.

ARTICLE V

This corporation has been organized and shall be operated exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

This corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; by a corporation, contributions to which are deductible under Section 170(a) of the Code by virtue of its being an organization described in Section 170(c)(2) of the Code; or by a nonprivate foundation described in Section 509(a)(1), (2) or (3) of the Code.

This corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. The corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE VI

The corporation shall have a board of directors consisting of 11 persons as provided in the bylaws.

ARTICLE VII

The personal liability of the directors and uncompensated officers to the corporation or its member for monetary damages for their conduct as such is eliminated to the full extent permitted by the Oregon Nonprofit Corporation Act.

ARTICLE VIII

The corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Oregon Nonprofit Corporation Act.

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OF ALBANY GENERAL HOSPITAL

C:\WP7\Wp99\AGH.art.wpd; October 4, 1999

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ARTICLE IX

These Restated Articles of Incorporation shall be amended, restated, altered or repealed only by the Board of Directors of this corporation with the approval of the member of this corporation.

DATED this 24th day of August, 1999.

Richard J. DeLano
Richard J. DeLano
President/CEO

Person to contact about this filing:

Peter F. Stolfo
(503) 224-4664

3. RESTATED ARTICLES OF INCORPORATION OF ALBANY GENERAL HOSPITAL