

09-29-89 12:10:57 FROM: CORP. DIVISION TO: 15032243673

PAGE 2



Phone: (503) 886-2200  
Fax: (503) 376-4661

Secretary of State  
Corporation Division  
550 Capitol St. NE, Suite 181  
Salem, OR 97310-1327

Registry Number: 057628-85

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

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)

FILED

DEC 30 1999

OREGON  
SECRETARY OF STATE

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT SAMARITAN Health Services, Inc.  
2) NEW NAME OF THE CORPORATION (if changed) SAMS  
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 1999. 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 1999. The vote of the shareholders was as follows:

Article Number	Number of shares owned by shareholder	Number of shares owned by board	Number of shares owned by public	Number of shares owned by other

- ☐ 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 1999. 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 1999. The vote of the members was as follows:

Article Number	Number of members owned by member	Number of members owned by board	Number of members owned by public	Number of members owned by other

6) EXECUTION

Printed Name

Larry A. Mullins

Title

President/CEO

7) CONTACT NAME

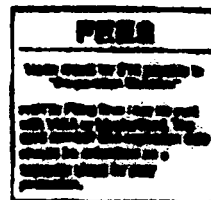
Peter F. Stoloff

Business Phone Number

(503) 224-4664

for to 503-224 3673

12-30-99



OR114 (Rev. 8/98)

SAMARITAN HEALTH SERVICES, INC.



5762885-2804194

060024

057628-85

## **SECOND RESTATED ARTICLES OF INCORPORATION**

**OF**

**SAMARITAN HEALTH SERVICES, INC.**  
**An Oregon Nonprofit Corporation**

### **ARTICLE I**

Name of the corporation: **SAMARITAN HEALTH SERVICES, INC.**

### **ARTICLE II**

The corporation is a public benefit corporation.

### **ARTICLE III**

The corporation will have no members.

### **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 exclusively to Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., and Albany General Hospital in respective amounts as determined by the Board of Directors, or if Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., and/or Albany General Hospital are no longer in existence or organized and operated as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended (the "Code"), or any successor statute, then such assets shall be distributed as the Board of Directors shall determine to such 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 Code, or any successor statute. The decision regarding the distribution of assets shall require an affirmative vote of a majority of the voting directors representing Good Samaritan Hospital Corvallis, a majority of the voting directors representing Mid-Valley Healthcare, Inc., and a majority of the voting directors representing Albany General Hospital at any regular meeting of the directors of the corporation or at any special meeting of the directors of the corporation called for that purpose.

**I - SECOND RESTATED ARTICLES OF INCORPORATION**  
**OF SAMARITAN HEALTH SERVICES, INC.**

C:\PROFESSOR\JMS-ACH-2nd RAAS.wpd December 21, 1998

**ARTICLE V**

This corporation has been organized and shall be operated exclusively for charitable, scientific and educational purposes.

The specific and primary purposes of this corporation are to operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation so long as Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation are exempt from federal income tax under the Code and are each excluded from the definition of private foundation under either Section 509(a)(1), or 509(a)(2) of the Code. In carrying out these specific and primary purposes, this corporation shall be empowered to do the following:

1. To be operated in connection with Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation so long as Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation are organizations as described in Section 509(a)(1) or 509(a)(2) of the Code.
2. To distribute charitable gifts and money and property to, and to support and provide services to Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation so long as Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation are organizations as described in Section 509(a)(1) or 509(a)(2) of the Code.
3. To carry out such other charitable, educational and scientific activities as shall support and benefit Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation in furthering their charitable purposes, including, but not limited to, coordinating the activities of Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation, including their long range planning, fund raising and health education for the betterment of the general health and welfare of the community.

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.

**2 - SECOND RESTATED ARTICLES OF INCORPORATION  
OF SAMARITAN HEALTH SERVICES, INC.**

C:\PP\corp\SHS\inc\2nd RAJ-2.rpt: December 21, 1999

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 directors who shall be nominated and appointed as provided in the Bylaws.

#### ARTICLE VII

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

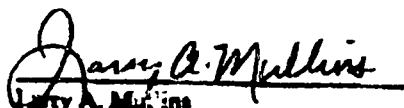
#### ARTICLE VIII

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.

#### ARTICLE IX

These Articles of Incorporation may be amended, restated, altered or repealed, in whole or in part, only by the affirmative vote of a majority of the voting directors who represent Good Samaritan Hospital Corvallis, a majority of the voting directors who represent Mid-Valley Healthcare, Inc., and a majority of the voting directors who represent Albany General Hospital at any regular meeting of the directors or at any special meeting called for that purpose.

DATED this 23 day of December, 1999

  
Larry A. Mullins  
President/CEO

Person to contact about this filing:

Peter F. Stoloff  
(503) 224-4664

3 - SECOND RESTATED ARTICLES OF INCORPORATION  
OF SAMARITAN HEALTH SERVICES, INC.  
CORPORATE FORMS - 601-101-001-2, rev. December 23, 1999