

(10) Ref # 6587

Submit the original
and two true copy
\$10.00



Corporation Division - Business Registry
Public Service Building
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 300-2200 Facsimile (503) 378-4381

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JAN 16 1998

OREGON
SECRETARY OF STATE

Registry Number:

046821-18

RESTATED ARTICLES OF INCORPORATION

Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment: Good Samaritan Hospital Corvallis
2. New name of the corporation (if changed): N/A
3. A copy of the restated articles is 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 _____
19____. 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 Sept 29
1997. 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
1	1	1	1	0

Execution: Robert L. Ladehoff The Right Rev. Robert L. Ladehoff Chairman of the Board
Signature Printed name Title

Person to contact about this filing: Peter F. Stoloff (503) 724-4664
Name Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND
EXPIRATION DATE _____ SUBMIT THE COMPLETED FORM AND FEE TO
THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

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(10) jf

SECOND RESTATED ARTICLES OF INCORPORATION
OF
GOOD SAMARITAN HOSPITAL CORVALLIS
An Oregon Nonprofit Corporation

ARTICLE I

Name of the corporation: GOOD SAMARITAN HOSPITAL CORVALLIS

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

There shall be one member of this corporation: 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 exclusively to Samaritan Health Services, Inc., or if Samaritan Health Services, Inc. is no longer in existence or organized and operated as an exempt organization under Section 501(c)(3) of the Internal Revenue 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 other 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.

1 - SECOND RESTATED ARTICLES OF INCORPORATION
OF GOOD SAMARITAN HOSPITAL CORVALLIS

C:\wp70\lgood-hs.doc January 9, 1998

for to 503-224-3673

046821-18

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 twelve (12) directors. The Board of Directors shall consist of:

6.1 the Bishop of the Diocese of Oregon;

6.2 the Rector of the Church of the Good Samaritan, Corvallis, Oregon;

6.3 two (2) persons to be appointed by the Bishop of the Diocese of Oregon; and

6.4 eight (8) persons shall be elected by the Board of which three shall be licensed physicians and active members of the medical staff of Good Samaritan Hospital Corvallis at the commencement of service and during their entire term of office.

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.

2 - SECOND RESTATED ARTICLES OF INCORPORATION OF GOOD SAMARITAN HOSPITAL CORVALLIS

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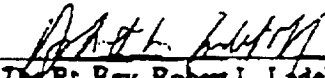
ARTICLE VII

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 Second 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 24 day of September, 1997.


The Rt. Rev. Robert L. Lidehoff
Chairman of the Board

Person to contact about this filing:

Peter F. Stoloff
(503) 224-4664

3 - SECOND RESTATED ARTICLES OF INCORPORATION
OF GOOD SAMARITAN HOSPITAL CORVALLIS
C:\np\98\good-sam.doc January 9, 1998

TOTAL P. 29

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