

**RESTATED ARTICLES OF INCORPORATION  
OF**

**MID-VALLEY HEALTHCARE, INC.  
An Oregon Nonprofit Corporation**

**ARTICLE I**

Name of the corporation: MID-VALLEY HEALTHCARE, INC.

**ARTICLE II**

The corporation is a public benefit corporation.

**ARTICLE III**

The corporation is a membership corporation, and shall have a sole member as set forth in the corporation's bylaws. The member's right to participate in the activities of the corporation shall be subject to the terms of the corporation's bylaws.

**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 one or more charitable, educational or scientific 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. One purpose of the corporation is to establish and maintain an integrated health care organization that includes a hospital for the care of persons suffering from illness, injuries, or disabilities, which require hospital care.

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 non-private 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 between 3 and 18 persons as provided in the bylaws. Nominations for members of the board of directors shall be voted on at the Annual Meeting as set forth in the bylaws, and shall be subject to final approval by Samaritan Health Services, Inc.

#### **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.

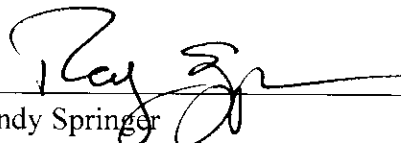
#### **ARTICLE VIII**

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.

#### **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 Sole Member as defined by the bylaws of the corporation.

DATED this 15 day of July, 2011.

  
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Randy Springer  
Board Chair

Person to contact about this filing:

Doug Boysen  
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