

NONPROFIT ARTICLES OF INCORPORATION

OF

048231-91 SAMARITAN PACIFIC HEALTH SERVICES, INC.

FILED
NOV 07 2001
OREGON
SECRETARY OF STATE

The undersigned individual 18 years of age or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1

CORPORATE NAME

The name of this corporation is Samaritan Pacific Health Services, Inc. and its duration shall be perpetual.

ARTICLE 2

PUBLIC BENEFIT CORPORATION

This corporation is a public benefit corporation.

ARTICLE 3

ONE MEMBER

The corporation will have one member, Samaritan Health Services, Inc., an Oregon nonprofit corporation.

ARTICLE 4

PURPOSE OF THE CORPORATION

The purpose of the corporation shall be to provide, promote, and support health services in those communities the corporation's board of directors determines appropriate and to engage in such related activities as determined appropriate by the corporation's board of directors.

The corporation shall be operated exclusively for scientific, educational and charitable purposes, and no part of its net earnings (if any) shall inure to the benefit of any member, officer

or director or any private individual (but the corporation may pay reasonable compensation for services rendered, reimburse any person for reasonable expenses incurred on behalf of the corporation, and make payments and distributions as provided in these Articles); no substantial part of the corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate or public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE 5

REGISTERED AGENT NAME AND ADDRESS

The address, including street address and number of the corporation's initial registered office is:

c/o Roy D. Lambert
1211 SW Fifth Avenue, Suite 1800
Portland, OR 97204

and the name of the corporation's initial registered agent at that location is:

SW&W Legal Services, Inc.

ARTICLE 6

INCORPORATOR'S NAME AND ADDRESS

The name and address of the incorporator is:

Roy D. Lambert
1211 SW Fifth Avenue, Suite 1800
Portland, OR 97204

ARTICLE 7

PRINCIPAL OFFICE ADDRESS

Until the principal office of the corporation has been designated by the corporation in its annual report, notices may be mailed to the alternate corporate mailing address (which is that of the principal office) as follows:

930 SW Abbey Street
Newport, Oregon 97365

ARTICLE 8

BOARD OF DIRECTORS

The corporation will have a board of directors of at least nine (9) members. The process for designating or selecting the directors will be governed by the Bylaws.

ARTICLE 9

DISTRIBUTION OF ASSETS ON DISSOLUTION

Incident to its dissolution, the corporation will satisfy or pay and discharge or make provision for the satisfaction or payment and discharge of all of its debts, liabilities, and obligations.

Following such action(s), when the corporation has or is entitled to any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and set over to an organization which is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation, or to a public health district or other

state or local government entity for a public purpose, as selected by the directors of the corporation.

ARTICLE 10

PROHIBITION OF LOSS OF 501(c)(3) STATUS

The directors and member shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE 11

DIRECTOR OR UNCOMPENSATED OFFICER NOT LIABLE

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or uncompensated officer of the corporation shall not be liable to the corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of this Article 11 or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, 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 or its members;
- B. Acts or omissions not in good faith or which involve 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 ORS 65.361 to 65.367.

ARTICLE 12

INDEMNIFICATION

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the corporation:

A. Shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director of the corporation; and

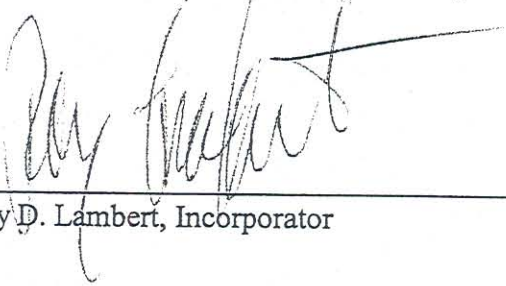
B. May indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was an officer, employee or agent of the corporation, or a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974), with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director or officer of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise.

This Article 12 shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any

official capacity and action in any other capacity while holding office, or while an employee or agent of the corporation.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing, and to the best of my knowledge and belief it is true, correct, and complete.

DATED: November 7, 2001.



Roy D. Lambert, Incorporator

Person to contact and daytime phone number: Roy D. Lambert, 503-796-2923.

048231-91

Attachment C
PUBLIC

FILED

DEC 13 2001

OREGON
SECRETARY OF STATE

**CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION
OF
SAMARITAN PACIFIC HEALTH SERVICES, INC.**

**ARTICLE 1
Name**

The name of the corporation is Samaritan Pacific Health Services, Inc.

**ARTICLE 2
Restatement**

The text of the restated articles of incorporation is attached as Exhibit A.

**ARTICLE 3
Amendments and Adoption**

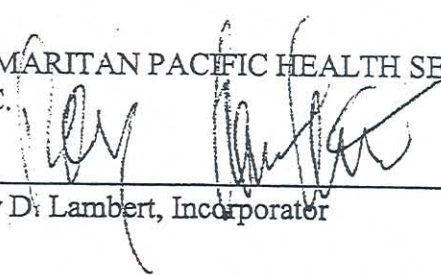
The restatement contains one or more amendments to the articles of incorporation requiring member approval. The amendment was adopted on December 12, 2001.

**ARTICLE 4
Effective Date**

This certificate and the restated articles of incorporation will become effective on December 13, 2001.

DATED: December 12, 2001.

SAMARITAN PACIFIC HEALTH SERVICES,
INC.



Roy D. Lambert, Incorporator

Person to contact about this filing: Roy D. Lambert
Daytime phone number: 503-796-2923

EXHIBIT A

RESTATED NONPROFIT ARTICLES OF INCORPORATION
OF
SAMARITAN PACIFIC HEALTH SERVICES, INC.

The undersigned individual 18 years of age or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Restated Nonprofit Articles of Incorporation:

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The name of this corporation is Samaritan Pacific Health Services, Inc. and its duration shall be perpetual.

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PUBLIC BENEFIT CORPORATION

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The corporation will have one member, Samaritan Health Services, Inc., an Oregon nonprofit corporation.

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The corporation shall be operated exclusively for scientific, educational and charitable purposes, and no part of its net earnings (if any) shall inure to the benefit of any member, officer or director or any private individual (but the corporation may pay reasonable compensation for services rendered, reimburse any person for reasonable expenses incurred on behalf of the corporation, and make payments and distributions as provided in these Articles); no substantial part of the corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate or public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

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REGISTERED AGENT NAME AND ADDRESS

The address, including street address and number of the corporation's initial registered office is:

c/o Roy D. Lambert
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Incident to its dissolution, the corporation will satisfy or pay and discharge or make provision for the satisfaction or payment and discharge of all of its debts, liabilities, and obligations.

Following such action(s), when the corporation has or is entitled to any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto

shall not be transferred to private ownership, but shall be transferred and set over to an organization which is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation, or to a public health district or other state or local government entity for a public purpose, as selected by the directors of the corporation.

ARTICLE 10

PROHIBITION OF LOSS OF 501(c)(3) STATUS

The directors and member shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE 11

DIRECTOR OR UNCOMPENSATED OFFICER NOT LIABLE

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or uncompensated officer of the corporation shall not be liable to the corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of this Article 11 or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, 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 or its members;
- B. Acts or omissions not in good faith or which involve 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 ORS 65.361 to 65.367.

ARTICLE 12
INDEMNIFICATION

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the corporation:

A. Shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director of the corporation; and

B. May indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was an officer, employee or agent of the corporation, or a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974), with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a

director or officer of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise.

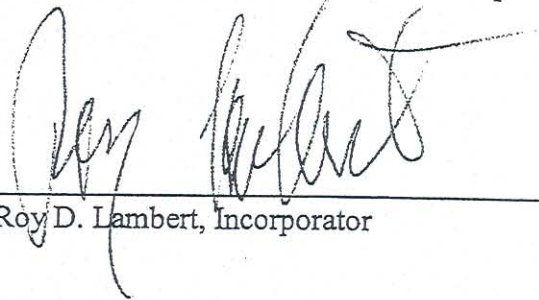
This Article 12 shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the corporation.

ARTICLE 13

Pursuant to ORS 65.301(3), a person or persons designated by the sole member may sign and deliver all documents and take or cause to be taken all other acts on behalf of the corporation necessary or appropriate to effect and carry out the Lease and Operating Agreement between Pacific Communities Health District and the corporation and to carry on the business of the corporation. Upon appointment of the initial board of directors pursuant to the Lease and Operating Agreement between Pacific Communities Health District and the corporation, the person or persons designated under this Article 13 lose all authority to act in such capacity on behalf of the corporation.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing, and to the best of my knowledge and belief it is true, correct, and complete.

DATED: December 12, 2001.



Roy D. Lambert, Incorporator

Person to contact and daytime phone number: Roy D. Lambert, 503-796-2923.