

780216-81

FILED

OCT 31 2000

**OREGON
SECRETARY OF STATE**

ARTICLES OF INCORPORATION
OF

Samaritan North Lincoln Hospital
An Oregon Nonprofit Corporation

ARTICLE I

Name of the corporation: Samaritan North Lincoln Hospital.

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. # 057628-85

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.

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OF SAMARITAN NORTH LINCOLN HOSPITAL
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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 or in opposition to 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

~~Until~~ January 1, 2001, the corporation shall have five (5) directors who shall be elected by the member. Thereafter, the corporation ~~shall have~~ nine (9) directors, who shall be elected by the member. ~~Beginning January 1, 2001,~~ the Board of Directors shall consist of:

- 6.1 the CEO of Samaritan Health Services, Inc.; and
- 6.2 eight (8) persons who shall be nominated by the Board of the corporation and who shall be subject to the approval of the member. At the option of the corporation and the member, up to two (2) of the eight persons may be licensed physicians who regularly practice in the service area of Samaritan North Lincoln Hospital at the commencement of service and during their entire term of office. In any event, no more than two of the nine directors shall be physicians.

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ARTICLE XII

The principal office mailing address to which notices as required by ORS Chapter 65 may be mailed is 1043 N.E. 28th St., Lincoln City, OR 97367.

DATED this 30 day of October, 2000.

Peter F. Stoloff
Incorporator

Person to contact about this filing:

Peter F. Stoloff
(503) 224-4664

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OF SAMARITAN NORTH LINCOLN HOSPITAL**
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