

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**HOUSECALL PROVIDERS, PC**

I.

The name of the professional corporation is Housecall Providers, PC (the "Corporation").

II.

A. The Corporation is organized and shall be operated to engage in any lawful activity permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Subject to the preceding sentence of this Article II.A. and Article II.B., the specific purposes of the Corporation are to provide medical services and services ancillary thereto and to engage in such other activities that are authorized under the Act.

B. Notwithstanding any other provision of these Articles, the Corporation shall have no purposes and shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

III.

A. The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock, no par value, and one (1) share of preferred stock, no par value. The shares of common stock have unlimited voting rights. The share of preferred stock shall have no voting rights. Except as provided by Article XI, no distributions shall be made by the Corporation to the shareholders of the Corporation with respect to their common stock or preferred stock.

B. A majority of the directors of the Corporation shall be physicians licensed to practice in the State of Oregon. The directors of the Corporation shall be elected by the unanimous vote or consent of the holders of the common stock of the Corporation. Any director may be removed without cause by, and only by, the unanimous vote or consent of the holders of the common stock of the Corporation.

C. The Corporation shall not, either directly or indirectly, do any of the following without the unanimous vote or consent of the holders of the common stock of the Corporation:

1. liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation, or transfer all or substantially all of the Corporation's assets, or consent to any of the foregoing;

2. effect any conversion of the corporation from one form of business entity to another;
3. amend, alter or repeal any provision of the articles of incorporation or bylaws of the Corporation;
4. create, or hold capital stock in, any subsidiary;
5. make any loan or advance to, or own any stock or other securities of, any corporation, partnership, or other entity;
6. increase or decrease the authorized number of directors constituting the Board of Directors;
7. approve any operating or capital budget for the Corporation;
8. enter into, terminate, waive, or make any change in any material contract to which the corporation is a party with respect to (i) any loan, guaranty, indebtedness, or advance to any person, (ii) borrowing of funds or lending of funds, including capital and operating leases, or (iii) any mortgage, pledge, transfer of a security interest in, or lien with respect to any properties or assets of the Corporation;
9. amend, alter, waive, or terminate any provisions of any agreement by and between or by and among the Corporation, the preferred shareholder, or any affiliate thereof, including, without limitation, any management services agreements or professional services agreements;
10. waiver or compromise of a valuable right of the Corporation or of a material debt owed to it or by it, including settlement of any claims, actions, suits, arbitration, complaints, charges, or other proceedings to which the Corporation is a party;
11. hire, replace, or terminate the professional advisors of the Corporation, including, without limitation, legal, accounting, and tax advisors;
12. change any method of accounting or accounting practice of the Corporation; or
13. take any other action not described herein that requires approval of the shareholders under the Oregon Business Corporation Act.

IV.

The address of the registered office of the Corporation is \_\_\_\_\_, and the name of its initial registered agent at such address is \_\_\_\_\_. The mailing address of the Corporation for notices is 5100 SW Macadam Avenue, Suite 200, Portland, OR 94239.

V.

Not less than a majority of the shareholders of the Corporation holding common stock shall be individuals licensed within the State of Oregon to render the professional services for which the Corporation is organized, except in the case of individuals who are successors in interest

to a shareholder who is deceased or in the case of a trustee in bankruptcy. Any shares of common stock held by a successor in interest or a trustee in bankruptcy shall be subject to transfer to a designee of the holder of preferred stock or redemption by the Corporation in accordance with the terms of a then-current agreement by and among the Corporation and the shareholders or, in the absence of any such agreement, in accordance with the provisions of the Act.

## VI.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act or the Oregon Business Corporation Act. No amendment to the Act or the Oregon Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

## VII.

Action required or permitted by the Oregon Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken pursuant to written consent by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

## VIII.

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under ORS 60.047(2)(d).

B. Advancement of Expenses. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

1. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Oregon Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Person is not entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such Person.

Such advances shall be made without regard to the Person's ability to repay such advances and without regard to the Person's ultimate entitlement to indemnification under this Article or otherwise.

C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer 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 is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such Person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

E. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

#### IX.

No holder of any shares of any class of capital stock of the Corporation shall be entitled, by preemptive or other right, to subscribe for or otherwise to purchase any share of any class of capital stock which the Corporation may issue. No share of any class of capital stock of the Corporation shall be subject to any such preemptive or similar right.

#### X.

Except to the extent otherwise required in these Articles, these Articles may be altered, amended, or repealed and new Articles may be adopted only by the unanimous vote or consent of the holders of the common stock of the Corporation.

#### XI.

Upon the dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

A. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged or adequate provision shall be made therefor;

B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements; and

C. Any remaining assets shall be distributed to the holder of the preferred stock of the Corporation, provided that the holder of the preferred stock is recognized as exempt from federal income tax under Section 501(c)(3) of the Code at the time of the distribution. If the holder of the preferred stock is not recognized as exempt from federal income tax under Section 501(c)(3) of the Code at the time of the distribution, then any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, which shall include improving health care for citizens of the State of Oregon, as determined by the holder of the preferred stock. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

DATE: \_\_\_\_\_

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