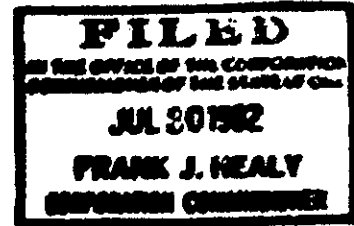


FILE NO 162259-14 ARTICLES OF INCORPORATION  
OF  
PACIFIC HEALTH HORIZONS



Pursuant to the provisions of Section 61.305 of the Oregon Revised Statutes, the undersigned, all natural persons of the age of more than eighteen years, adopt these Articles of Incorporation.

ARTICLE I

The name of the corporation is PACIFIC HEALTH HORIZONS and its duration shall be perpetual.

ARTICLE II

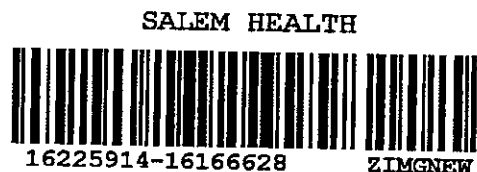
The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes.

ARTICLE III

The corporation's initial registered office is at 665 Winter Street S. E., Salem, Oregon 97309, and the name of its initial registered agent at such address is EVAN S. LEWIS.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of any private person, but the corporation shall be authorized and empowered to pay reason-



able compensation for services rendered and to make payments and distributions in furtherance of its charitable, educational and scientific purposes set forth in Article II.

#### ARTICLE V

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code (the "Code") as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1), (a)(2) or (a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities shall be limited accordingly. The 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. Nor shall any activity of the corporation consist of participation or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE VI

(a) The business affairs of the corporation shall be managed by a Board of Directors. The first Board of Directors shall consist of fifteen (15) persons, and may be increased or

decreased thereafter as provided in the Bylaws. The initial Directors shall serve until on or about September 30, 1983, and their successors have been elected and taken office. Thereafter, Directors shall be elected at the annual meeting of the Board of Directors. Each Director elected shall serve for a term of five (5) years and until his or her successor is elected and takes office; provided, however, that no more than one-fifth of said terms shall expire in any one year. The number of consecutive terms a Director may serve is three; provided, that neither the term of an initial Director nor the balance, if any, of any expired term the Director may have been initially elected to fill, shall be counted for this purpose.

(b) A Director may be removed from office upon a majority vote of the Board of Directors.

#### ARTICLE VII

The names and addresses of the initial Directors are:

LEO E. CHAFFIN  
3698 Augusta National  
Drive South  
Salem, Oregon 97302

URLIN S. PAGE  
495 Lincoln Street South  
Salem, Oregon 97302

SISTER LUCIA GAMROTH  
840 South Main  
Mount Angel, Oregon 97362

BARNES D. ROGERS  
2121 High Street Southeast  
Salem, Oregon 97302

MARK GEHLAR  
774 Cascade Drive N.W.  
Salem, Oregon 97304

ORVILLE ROTH  
884 Woodland Drive  
Silverton, Oregon 97381

LESTER D. GREEN  
1895 Rio Vista Way S.  
Salem, Oregon 97302

KENNETH SHERMAN, SR.  
3399 Vitae Springs Rd. S.  
Salem, Oregon 97306

DONNA HUNTER  
618 Salem Heights South  
Salem, Oregon 97302

REV. JOHN R. STEWART  
3298 9th Court S. E.  
Salem, Oregon 97301

MALCOLM F. MARSH  
2525 Birds Hill Dr. S.  
Salem, Oregon 97302

ALYCE YOSHIKAI  
2187 Juliet Court S.  
Salem, Oregon 97302

DOUGLAS MCGREGOR  
3130 Brush College Rd. NW  
Salem, Oregon 97304

JAMES G. HELTZEL  
2660 Sunrise South  
Salem, Oregon 97302

HARALD G. NELSON  
3145 Mulberry Drive S.  
Salem, Oregon 97302

ARTICLE VIII

The names and addresses of the incorporators are:

LEO E. CHAFFIN  
3698 Augusta National Dr. S.  
Salem, Oregon 97302

DONNA HUNTER  
618 Salem Heights S.  
Salem, Oregon 97302

MALCOLM F. MARSH  
2525 Birds Hill Dr. S.  
Salem, Oregon 97302

DOUGLAS MCGREGOR  
3130 Brush College Rd. N. W.  
Salem, Oregon 97304

HARALD G. NELSON  
3145 Mulberry Drive S.  
Salem, Oregon 97302

ARTICLE IX

Upon the winding up and dissolution of the corporation, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed exclusively for charitable, educational or scientific purposes in accordance with a plan of liquidation approved by the Board of Directors to an organization which has established its tax exempt status under Section 501(c)(3) of the Code and which is engaged in substantially similar charitable activities. However, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation, or if the organization participates or intervenes in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

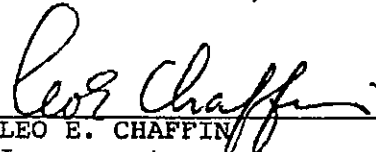
ARTICLE X

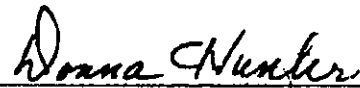
These Articles may be amended or restated only by a vote of the number of directors equalling at least a majority of the number of directors then in office.

ARTICLE XI

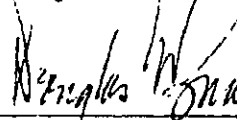
Any reference in these Articles to a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

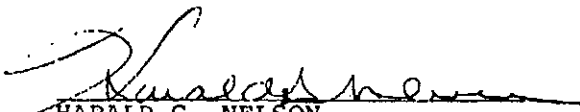
WE, THE UNDERSIGNED INCORPORATORS, each for ourselves and not for one another, herewith execute the foregoing in duplicate, and under penalty of perjury, declare that we have examined these Articles of Incorporation and to the best of our knowledge and belief, the statements contained herein are true, correct and complete, as we verily believe.

  
\_\_\_\_\_  
LEO E. CHAFFIN  
Incorporator

  
\_\_\_\_\_  
DONNA HUNTER  
Incorporator

  
\_\_\_\_\_  
MALCOLM F. MARSH  
Incorporator

  
\_\_\_\_\_  
DOUGLAS MCGREGOR  
Incorporator

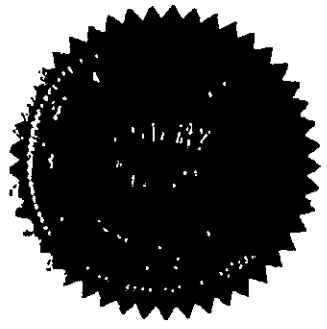
  
\_\_\_\_\_  
HARALD G. NELSON  
Incorporator

DATED: July 29, 1982

162259-14

STATE OF OREGON, )  
( ss.  
County of Marion. )

On this 29<sup>th</sup> day of July, 1982, before me personally appeared LEO E. CHAFFIN, DONNA HUNTER, MALCOLM F. MARSH, DOUGLAS MCGREGOR and HARALD G. NELSON, to me known to be the individuals described in and who executed, the foregoing instrument and who severally acknowledged to me that they executed it as their voluntary act and deed.



*Thomas Brand*  
NOTARY PUBLIC FOR OREGON  
My commission expires: 27 Feb 1986



Phone: (503) 986-2200  
 Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State  
 Corporation Division  
 255 Capital St. NE, Suite 151  
 Salem, OR 97310-1327

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION  
 (Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION  
 (Complete only 1, 2, 3, 5, 6, 7)

For office use only

FILED  
 SEP 28 1998  
 8:51 AM  
 19 28 98  
 BUSINESS REG  
 A50  
 \$10.00  
 SECRETARY OF STATE

Registry Number: 162 259-14

Attach Additional Sheet if Necessary  
 Please Type or Print Legibly in Black Ink

1) NAME OF CORPORATION PRIOR TO AMENDMENT PACIFIC HEALTH HORIZONS

2) STATE THE ARTICLE NUMBER (s) AND SET FORTH THE ARTICLE (s) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)  
Articles II and V, see attached.

3) THE AMENDMENT WAS ADOPTED ON: September 4, 1997  
 (If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote 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

6) EXECUTION

Printed Name  
Michael S. Compton

Signature

Title  
Treasurer

7) CONTACT NAME  
Keith Bauer

DAYTIME PHONE NUMBER  
503-371-3502

CR113 (Rev. 6/96)

SALEM HEALTH



16225914-109167 NBA

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

#167259-14

**PHH ARTICLES OF INCORPORATION**

The current Article II will be deleted and the following will be inserted:

**ARTICLE II**

2.1 The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future federal income tax laws (the "Code").

2.2 Specifically and primarily, this corporation is organized and operated:

(a) To carry out the purposes of, perform functions, and to be operated in connection with Salem Hospital and Salem Hospital Foundation so long as Salem Hospital and Salem Hospital Foundation are exempt from Federal taxation under Section 501(C)(3) of the Code and are non-private foundations under Section 509(a)(1) or Section 509(a)(2) of the Code;

(b) To support and provide services and to distribute gifts and money and property to Salem Hospital and/or Salem Hospital Foundation.

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The last two sentences in Article V will be deleted and the following will be inserted:

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.



Phone: (503) 966-2200  
Fax: (503) 378-4361

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingOregon.com

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

**FILED**

**DEC 04 2007**

**OREGON  
SECRETARY OF STATE**

REGISTRY NUMBER: 162259-14

In accordance with Oregon Revised Statute 182.410-182.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: Pacific Health Horizons

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

Article 1: The name of the Corporation is SALEM HEALTH and its duration shall be perpetual.

3) THE AMENDMENT WAS ADOPTED ON: October 4, 2007

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

**BUSINESS/PROFESSIONAL CORPORATION ONLY**

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

**NONPROFIT CORPORATION ONLY**

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote 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

6) EXECUTION  
Signature

Printed Name

Title

*Norman F. Gruber* Norman F. Gruber

President/CEO

7) CONTACT NAME (To resolve questions with this filing.)

Keith J. Bauer, Corporate Counsel

DAYTIME PHONE NUMBER (include area code.)

(503) 371-3502

**FEES**

Required Processing Fee \$50  
No Fee for Nonprofit Type Change Only

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

SALEM HEALTH



16225914-9814651

AMDART



Articles of Amendment - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

JUL 22 2016

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 162259-14

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: Salem Health 07/22/2016 12:44PM 000001 #4370

2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.) Article I: The name of the corporation is SALEM HEALTH HOSPITALS & CLINICS and its duration shall be perpetual. BUSINESS REG \$50.00 CHECK \$10.00

3) THE AMENDMENT WAS ADOPTED ON: July 7, 2016, effective July 1, 2016. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

- Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
Membership approval was required.

The membership vote was as follows:

Table with 5 columns: 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.

5) EXECUTION: (Must be signed by at least one officer or director.) By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: Cheryl Nester Wolfe Printed Name: Cheryl Nester Wolfe, RN Title: President & Chief Executive Officer

CONTACT NAME: (To resolve questions with this filing.)

Jonathan H. Bauer, Attorney

PHONE NUMBER: (Include area code.)

(503)371-3502

FEES section containing Required Processing Fee \$50, No Fee for Nonprofit, and SALEM HEALTH HOSPITALS & CLINIC.



16225914-17184498

AMDART

HCMO 000078



FILED

AUG 04 2016

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 162259-14

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: Salem Health
2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. Article I: The name of the corporation is SALEM HEALTH HOSPITALS & CLINICS and its duration shall be perpetual.

3) THE AMENDMENT WAS ADOPTED ON: July 7, 2016, effective July 1, 2016
(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

- Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
Membership approval was required.

The membership vote was as follows:

Table with 5 columns: 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.

5) EXECUTION: (Must be signed by at least one officer or director.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: Cheryl Nester Wolfe Printed Name: Cheryl Nester Wolfe, RN Title: President & Chief Executive Officer

CONTACT NAME: (To resolve questions with this filing.) Jonathan H. Bauer, Attorney
PHONE NUMBER: (Include area code.) (503)371-3502

SALEM HEALTH HOSPITALS & CLINIC
Barcode: 16225914-17216768 AMDART