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SANTIAM HOSPITAL AND CLINICS... NEWINC

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**ARTICLES OF INCORPORATION
OF
SANTIAM HOSPITAL AND CLINICS FOUNDATION**

**ARTICLE 1
Name**

The name of the corporation is **Santiam Hospital and Clinics Foundation** (the "Foundation").

**ARTICLE 2
Type of Nonprofit**

The Foundation is a public benefit nonprofit corporation.

**ARTICLE 3
Members**

The Foundation has one member. The sole Member is Santiam Memorial Hospital, an Oregon nonprofit corporation exempt under Section 501(c)(3) of the Internal Revenue Code ("**Santiam Hospital**"). The Member will have the rights of a member set forth in the Oregon Nonprofit Corporation Act as specifically delineated in the bylaws of the Foundation.

**ARTICLE 4
Purposes and Powers**

- 4.1 **Primary Purpose.** The Foundation is organized and shall be operated for the benefit and support of Santiam Hospital and its clinics, including without limitation to support its mission and purposes, and to promote, develop, and raise funds for Santiam Hospital and its clinics.
- 4.2 **General Purpose.** The Foundation is organized exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Foundation must be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4.3 **Net Earnings.** No part of the Foundation's net earnings may inure to the benefit of any private shareholder or individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to Santiam Hospital in furtherance of the purposes set forth in these Articles of Incorporation.

- 4.4 **Influencing Legislation.** No substantial part of the Foundation's activities may consist of carrying on propaganda, or otherwise attempting, to influence legislation.
- 4.5 **Political Campaigns.** The Foundation may not participate in, 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.
- 4.6 **General Restrictions.** Notwithstanding any provision in these Articles of Incorporation to the contrary, no part of the Foundation's assets may be used in any manner, and the Foundation may not participate in any activity, that would cause the Foundation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any reference in these Articles of Incorporation to Section 501(c)(3) of the Internal Revenue Code shall be deemed to refer to the corresponding section of any future federal tax code.

ARTICLE 5

Liability of Directors and Officers

The personal liability of a director or officer to the Foundation for monetary damages for conduct as a director or officer is eliminated to the fullest extent permitted by law.

ARTICLE 6

Indemnification

- 6.1 **Indemnification.** The Foundation will indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director or officer to the fullest extent permitted by law as set forth in the Foundation's bylaws.
- 6.2 **Advance for Expenses.** The Foundation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law as set forth in the Foundation's bylaws.
- 6.3 **No Elimination or Impairment.**
- (a) The Foundation may not amend these Articles of Incorporation or the Foundation's bylaws so as to eliminate or impair a director's or officer's right to indemnification after an act or omission occurs that subjects the director or officer to a proceeding or to liability for which the director or officer seeks indemnification under the terms of these Articles of Incorporation or the Foundation's bylaws.
 - (b) The Foundation may not amend or rescind these Articles of Incorporation, the Foundation's bylaws, or a resolution that authorizes a payment of expenses so as to eliminate or impair a director's or officer's right to payments after an act or omission occurs that subjects the director or officer to a proceeding for which the director or officer seeks payment.

ARTICLE 7
Distribution of Assets on Dissolution

Upon dissolution, the Foundation shall distribute its assets to Santiam Hospital, or if the hospital is not then in existence, then for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, to an organization organized for a public or charitable purpose, the United States, a State, or to an organization which is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 8
Registered Office and Registered Agent

The address of the Foundation's initial registered office and the name of its initial registered agent is:

Santiam Memorial Hospital
1401 N 10th Ave
Stayton, OR 97383

ARTICLE 9
Incorporator

The name and address of the incorporator is:

Santiam Memorial Hospital
1401 N 10th Ave
Stayton, OR 97383

ARTICLE 10
Mailing Address for Notices

The mailing address to which notices may be mailed is:

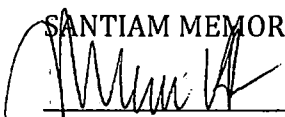
Santiam Hospital and Clinics Foundation
1401 N 10th Ave
Stayton, OR 97383

[signature page follows]

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. 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.

Dated: March 11, 2022

Incorporator:

SANTIAM MEMORIAL HOSPITAL


By: Maggie Hudson, President

Person to contact about this filing: John C. Davis, Attorney
Daytime phone number: 971.801.1325