

**ARTICLES OF INCORPORATION  
OF  
CAREOREGON FOUNDATION**

**An Oregon Public Benefit Nonprofit Corporation**

In accordance with the Oregon Nonprofit Corporation Act (the “**Act**”), Eric C. Hunter, being the undersigned individual of the age of eighteen years or more, acting as incorporator of the corporation, hereby adopts the following Articles of Incorporation (these “**Articles**”):

**Article I.  
NAME OF CORPORATION**

The name of the corporation is CareOregon Foundation (the “**Corporation**”).

**Article II.  
TYPE OF NONPROFIT CORPORATION**

The Corporation is a public benefit corporation.

**Article III.  
PURPOSE**

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**”), and the Oregon Nonprofit Corporation Act (the “**Act**”), exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of CareOregon, Inc., an Oregon nonprofit corporation (“**CareOregon**”), and any other organization described in Section 509(a)(1) or (2) of the Code whose purposes include addressing health equity and improving the health of populations in Oregon facing health disparities.

B. Each organization supported by the Corporation shall be exempt from federal income tax under Section 501(c)(3) of the Code and not a private foundation by reason of qualifying under Section 509(a)(1) or (2) of the Code.

C. 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 the purposes of the Corporation. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or (3) by a supporting organization described in Section 509(a)(3) 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, the provisions of the Act, and Section 501(c)(3) of the Code.

**Article IV.  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 698 12<sup>th</sup> Street SE, Suite 200, Salem, Oregon 97301, and the name of the registered agent of the Corporation at such address is Cogency Global Inc.

**Article V.  
MAILING ADDRESS AND PHYSICAL ADDRESS**

The mailing address and the physical address of the Corporation for notices is 315 SW 5<sup>th</sup> Avenue, Portland, Oregon 97204.

**Article VI.  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator are: Eric C. Hunter, c/o CareOregon, Inc., 315 SW 5<sup>th</sup> Avenue, Portland, Oregon 97204.

**Article VII.  
NO MEMBERS**

The Corporation will have no members.

**Article VIII.  
MANAGEMENT AND DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors (the “**Board**”) as provided by law, these Articles and the Bylaws of the Corporation.

The number of voting directors constituting the Board of the Corporation and the manner of their election or appointment, shall be established in the Bylaws of the Corporation.

**Article IX.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

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 attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding.

B. Advancement of Expenses. Expenses incurred by a director or officer of the Corporation 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 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. Definitions

(1) The term “**Proceeding**” shall include 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.

(2) The term “**Person**” means any individual serving in a capacity described above in the definition of Proceeding.

D. Non-Exclusivity and Continuity of Rights. This Article IX: (1) 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, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office; (2) shall continue as to a Person who has ceased to be a director or officer; (3) shall inure to the benefit of the heirs, executors, and administrators of such Person; and (4) 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.

**Article X.**

**NO LIABILITY FOR DIRECTOR OR UNCOMPENSATED OFFICER LIABILITY**

No director or uncompensated officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or uncompensated officer; provided that this Article shall not eliminate the liability of a director or uncompensated officer for any act

or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment.

**Article XI.  
AMENDMENT**

Except to the extent otherwise required in these Articles, the authority to make, alter, amend, or repeal these Articles or the Bylaws of the Corporation is vested exclusively in the Board and may be exercised upon the affirmative vote of two-thirds (2/3) of the Board then in office, at any duly held meeting at which a quorum of three-fourths (3/4) of the directors are present; provided, however, that any amendment to these Articles or the Bylaws of the Corporation is subject to the approval of CareOregon. The notice for the meeting must state the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Articles or the Corporation's Bylaws and contain or be accompanied by a copy or summary of the amendment.

**Article XII.  
DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be applied and distributed consistent with the requirements of the Act, and as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged or adequate provision shall be made therefor;

(2) 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

(3) Any remaining assets shall be distributed to CareOregon provided that CareOregon is then in existence and recognized as exempt from federal income tax under Section 501(c)(3) of the Code and as a public charity described in Section 509(a)(1) or (2) of the Code. If CareOregon is not in existence or recognized as exempt from federal income tax under Section 501(c)(3) of the Code or as a public charity described in Section 509(a)(1) or (2) of the Code, then any remaining assets shall be distributed as determined by the affirmative vote of a majority of the directors entitled to vote in respect thereof to one or more other organizations supported by the Corporation pursuant to Article III hereof that are then in existence and recognized as exempt under Section 501(c)(3) of the Code and as a public charity described in Section 509(a)(1) or (2) of the Code. 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.

**Article XIII.  
KNOWLEDGE**

The undersigned incorporator, Eric C. Hunter, shall be a member of the Board with direct knowledge of the operations and business activities of the Corporation and has an address of 315 SW 5th Avenue, Portland, Oregon 97204.

I, Eric C. Hunter, declare, as an authorized signer, under penalty of perjury, that these Articles do not fraudulently conceal, obscure, alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the Corporation. These Articles have been examined by me and are, to the best of my knowledge and belief, true, correct, and complete. Making false statements in these Articles is against the law and I may be penalized by fines, imprisonment or both.

DATED: \_\_\_\_\_, 2023.

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Eric C. Hunter, Incorporator

Person to contact regarding this filing:  
Brenda Ayers at (503) 226-1191