

PUBLIC

**HCMO Notice of Material Change
St. Charles Health System/The Center
September 13, 2024**

Attachment No. 10

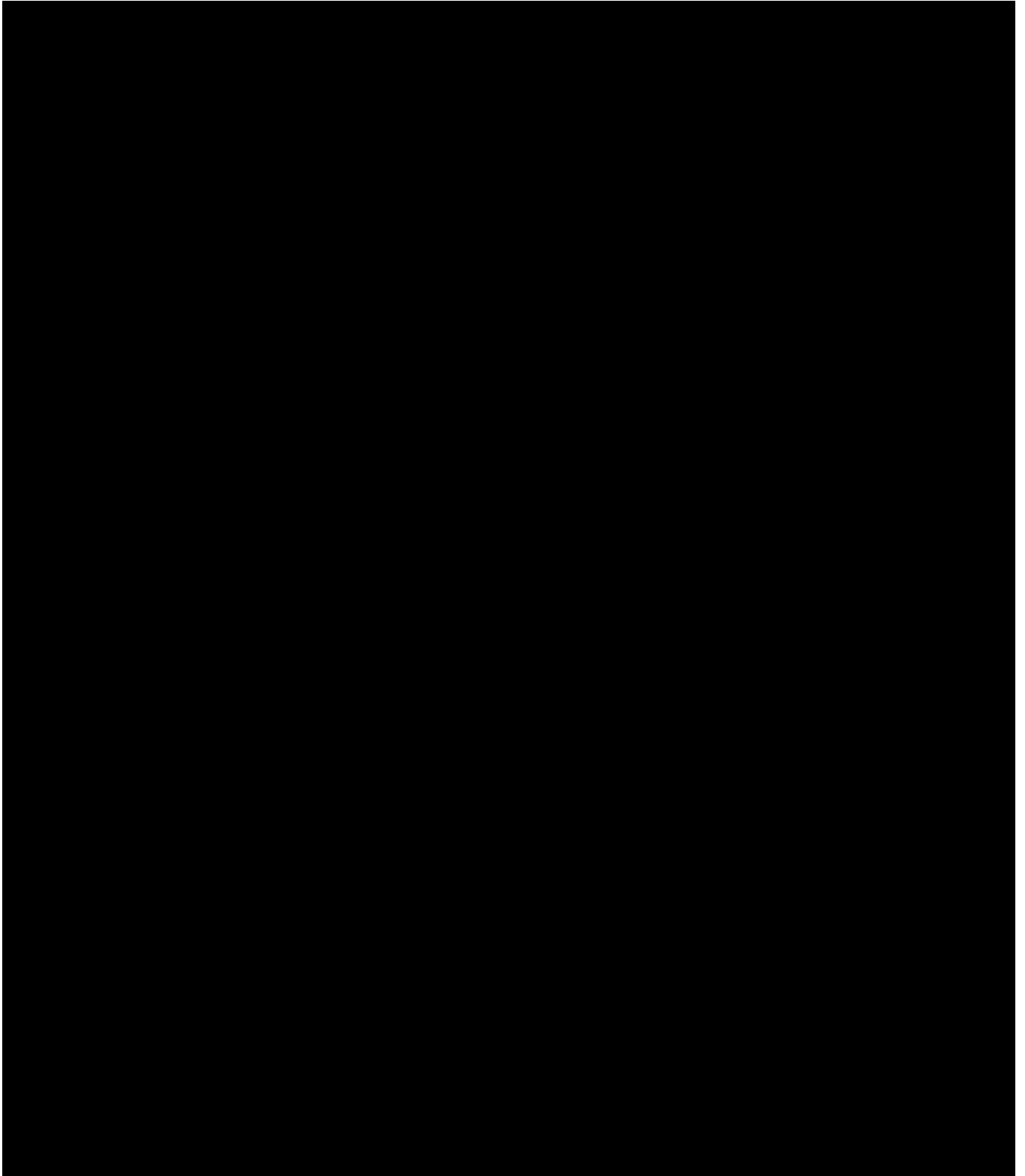
**TWELFTH AMENDED AND RESTATED BYLAWS
OF
ST. CHARLES HEALTH SYSTEM, INC.**

Adopted August 22, 2024

TWELFTH AMENDED AND RESTATED BYLAWS

OF

ST. CHARLES HEALTH SYSTEM, INC.



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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
FAX: (503) 378-4381
sos.oregon.gov/business

REGISTRY NUMBER: 9522616
TYPE: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 12/8/2022

ST. CHARLES HEALTH SYSTEM, INC.
2500 NE NEFF RD
BEND, OR 97701

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

DOCUMENT
RESTATED ARTICLES

FILED ON
12/29/2021

STATUS
ACTIVE

NAME
ST. CHARLES HEALTH SYSTEM, INC.

JURISDICTION
OREGON

NONPROFIT TYPE
PUBLIC BENEFIT

PRINCIPAL PLACE OF BUSINESS
2500 NE NEFF RD
BEND, OR 97701

REGISTERED AGENT
C T CORPORATION SYSTEM
780 COMMERCIAL ST SE STE 100
SALEM, OR 97301

MAILING ADDRESS
2500 NE NEFF RD
BEND, OR 97701

PRESIDENT
JOSEPH C SLUKA
2500 NE NEFF RD
BEND, OR 97701

SECRETARY
DARREN BINDER
2500 NE NEFF RD
BEND, OR 97701

ROBBRO
ACK - RSTART
12/29/2021

9522-16



**SEVENTH RESTATED ARTICLES OF INCORPORATION OF
ST. CHARLES HEALTH SYSTEM, INC.
An Oregon Nonprofit Corporation**

Pursuant to the provisions of ORS 65.451 of the Oregon Nonprofit Corporation Act, the undersigned corporation adopts the following Seventh Restated Articles of Incorporation.

ARTICLE I

Name of the corporation: ST. CHARLES HEALTH SYSTEM, INC.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The mailing address and the physical address of the registered office of the corporation is 780 Commercial Street SE, STE 100, Salem, OR 97301. The name of the Registered Agent at such address is CT Corporation System.

ARTICLE IV

This corporation has been organized and shall be operated exclusively for charitable, religious, scientific, and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Its purposes shall include, but not be limited to, the maintenance, ownership and operation of inpatient and outpatient healthcare facilities; the care of the sick, injured, and infirm; and the carrying on, participation in, and sponsorship of health-related services and activities in the service areas of Central Oregon and such other areas as may be defined from time to time.

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, 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 non-private 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 its 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 V

The corporation shall have no members.

ARTICLE VI

The corporation shall be managed by a board of directors as provided by law, these restated articles of incorporation and the bylaws. The terms and conditions relating to the corporation's board of directors, including, but not limited to, the authority of the board, board size and composition, election, term of office, quorum and voting requirements, vacancies, board meetings and other rights, responsibilities and requirements relating to the board of directors, shall be set forth in the corporation's bylaws.

ARTICLE VII

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, no individual shall be personally liable for actions, omissions, or decisions made by the individual in good faith and within the course and scope of his or her capacity as a director, officer, trustee, employee or agent of the corporation, or in his or her capacity at the corporation's request as a director, officer, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

ARTICLE VIII

A. INDEMNIFICATION. The corporation shall defend and indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any individual who has been made, or is threatened to be made a part of an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of actions, omissions, or decisions made by the individual in good faith and within the course and scope of his or her capacity as a director, officer, trustee, employee or agent of the corporation, or in his or her capacity at the corporation's request as a director, officer, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The right to, and the amount of indemnification, shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of determination.

B. INTERESTED PARTIES. A director of the corporation shall not be disqualified from contracting with the corporation as a vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by, or on behalf of the corporation, in which any director is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in

such majority the director so interested, although such director may be counted toward a quorum, and the interest shall have been disclosed or known to the approving or ratifying directors.

ARTICLE IX

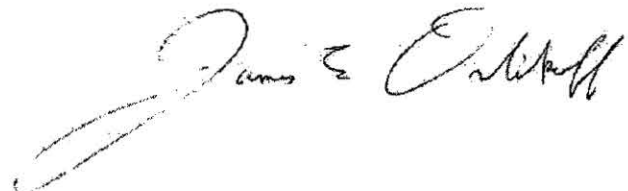
A. The corporation may be dissolved at any time by a unanimous vote of the entire Board of Directors at any meeting for which thirty (30) days' written notice of consideration of such action shall be duly given or notice thereof shall be waived or acknowledged in writing by all the directors who are required for such vote.

B. All the assets and net earnings of the corporation shall be used for charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Code, and no part of the same shall inure to the benefit of any officer, director or other individual, except as reasonable compensation for services rendered or as reimbursement for expenses incurred in the conduct of his or her affairs on behalf of the corporation. In the event of the dissolution of the corporation, all the assets thereof shall first be applied toward the satisfaction of all debts, obligations, and liabilities of and claims, demands, actions and causes of action against the corporation. All remaining assets of the corporation shall be applied and disposed of for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt under Section 501(c)(3) of the Code within the Central Oregon communities then served by the corporation.

ARTICLE X

Except for dissolution vote in Article IX, these Articles of Incorporation may be amended by two-thirds (2/3) vote of the entire Board of Directors at any meeting for which notice for consideration of such action shall be duly given or notice thereof shall be waived or acknowledged in writing by all the directors who are required for such vote.

Adopted this 16th day of December 2021, upon two-thirds (2/3) vote of the entire Board of Directors entitled to vote pursuant to ORS 65.447.



Jamie Orlikoff
Chairperson of the Board

9522-16

Person to contact about this filing:

Darren T. Binder, Esq.
SVP/Chief Legal & Risk Officer
St. Charles Health System, Inc.
2500 NE Neff Road
Bend, OR 98801
(541) 706-4494