

PUBLIC

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

Attachment No. 11



Articles of Amendment - Business/Professional Corporation

Secretary of State - Corporation Division - 255 Capitol St., NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

REGISTRY NUMBER: 671127-80

FILED

DEC 31 2018

For office use only

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.

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

OREGON SECRETARY OF STATE

- 1. ENTITY NAME: Neuromusculoskeletal Center of the Cascades, P.C.
2. THE FOLLOWING AMENDMENT(S) TO THE ARTICLES OF INCORPORATION IS MADE HEREBY: state the article number(s) and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

See Exhibit A attached hereto

- 3. THE AMENDMENT WAS ADOPTED ON: 12/28/18 (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. PLEASE CHECK THE APPROPRIATE STATEMENT:

Shareholder action was required to adopt the amendment(s).

The vote was as follows:

Table with 5 columns: 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. Rows for Class A voting and Class B voting.

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.

5. Principal Place of Business (Physical Street Address)

2200 NE Neff Road Suite 200
Bend, OR 97701

6. INDIVIDUAL WITH DIRECT KNOWLEDGE (Name and Address)

List the name and address of at least one individual who is a director, or controlling shareholder of the corporation or an authorized representative with direct knowledge of the operations and business activities of the corporation.

Derek Garrett
2200 NE Neff Road Suite 200
Bend, OR 97701

7. EXECUTION:

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. 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: [Handwritten Signature]

Printed Name:

Derek Garrett

Title:

CFO

CONTACT NAME: (To resolve questions with this filing)

Brenda Ayers

PHONE NUMBER: (Include area code)

503.226.1191

NEUROMUSCULOSKELETAL CENTER OF



67112780-19638717

AMDART

EXHIBIT A

AMENDMENT TO RESTATED ARTICLES OF INCORPORATION OF NEUROMUSCULOSKELETAL CENTER OF THE CASCADES, P.C.

The Restated Articles of Incorporation of **Neuromusculoskeletal Center of the Cascades, P.C.** are hereby amended as follows:

Article II is hereby deleted in its entirety and replaced with the following:

Article II Shares

2.1 Number of Shares. The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares of Class A voting common stock and 10,000 shares of Class C voting common stock.

2.2 Exchange of Class B Common Stock for Class A Common Stock. Upon the effective filing of this Amendment to Restated Articles of Incorporation, all issued and outstanding shares of Class B common stock shall be automatically exchanged for an equal number of shares of Class A common stock.

2.2 Automatic Conversion of Class A Common Stock to Class C Common Stock. All of the Class A common stock held by a Class A shareholder shall be converted to an equal number of shares of Class C common stock following the request of such holder and approval of the corporation's Board of Directors and Class A shareholders. The date of the conversion from Class A common stock to Class C common stock shall be the effective date of conversion set forth in the shareholder approval, or if no effective date is designated in the shareholder approval, then the conversion shall be effective as of the date of the shareholder approval.

2.3 Mechanics of Exchange or Conversion. Upon an exchange or conversion, if the Class A common stock or Class B common stock is certificated, the holder of the shares of common stock exchanged or converted shall surrender the certificate or certificates for such shares of common stock at the principal office of the corporation. If required by the corporation, any certificates surrendered for exchange or conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. If the shares of common stock received in the exchange or conversion are certificated, the corporation shall, as soon as practicable after the exchange or conversion, issue and deliver to such holder, a certificate for the number of shares of common stock issuable upon such exchange or conversion in accordance with the provisions of these Restated Articles of Incorporation.

2.4 Rights of Class A Common Stock and Class C Common Stock. Except as otherwise required by law and these Restated Articles of Incorporation, the holders of Class A and Class C common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. Upon dissolution the net assets available for distribution to the shareholders shall be distributed among the holders of Class A and Class C common stock pro rata based on the number of shares held by each holder. Transfer of any class of common stock shall be restricted pursuant to the terms of an agreement individually entered into between each shareholder and the corporation.

2.5 Class A Common Stock. The corporation shall issue Class A common stock only to physicians licensed in the State of Oregon. The issuance of Class A common stock shall require the approval of the corporation's Board of Directors and the holders of Class A common stock.

2.6 Class C Common Stock. The corporation shall issue Class C common stock only to physicians licensed in the State of Oregon. The issuance of Class C common stock, including conversions to Class C common stock pursuant to Section 2.2 of this Article II, shall require the approval of the corporation's Board of Directors and the holders of Class A common stock.

2.7 Voting of Stock. Except as otherwise required by law or these Restated Articles of Incorporation, each outstanding share of Class A and Class C common stock is entitled to one vote on each matter such shares are entitled to vote on at a shareholders' meeting. Class A and Class C shareholders shall vote together as one voting group on all matters except as otherwise required by law or these Restated Articles of Incorporation.

2.8 Matters Requiring Supermajority Vote of Class A and Class C Shareholders. The following matters shall require the approval of seventy-five percent (75%) of all Class A and Class C shares voting together as one voting group:

2.8.1 Establishing or changing criteria for the hiring of employee physicians;

2.8.2 Hiring or termination of a physician other than a physician who is a Class A or Class C shareholder;

2.8.3 Amendments to the buy-sell agreement among the shareholders of the corporation;

2.8.4 Sale of the corporation or all or substantially all of the assets of the corporation;

2.8.5 Merger, sale or acquisition of the corporation;

2.8.6 Removal of a director of the corporation with or without cause; and

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2.8.7 Any amendment to the Articles of Incorporation or Bylaws that changes the shareholder voting requirements set forth in this Section 2.8.

2.9 Matters Requiring Supermajority Vote of Class A Shareholders. The following matters shall require the approval of seventy-five percent (75%) of all Class A shares:

- 2.9.1 Conversion of Class A shares to Class C shares;
- 2.9.2 Admission of and issuance of Class A shares to a new Class A Shareholder;
- 2.9.3 Hiring or termination of a physician who is a Class A or Class C shareholder;
- 2.9.4 The continuation or termination of a shareholder's status as a Class C shareholder;
- 2.9.5 Changes to the income allocation of the corporation; and
- 2.9.6 Any amendment to the Articles of Incorporation or Bylaws that changes the shareholder voting requirements set forth in this Section 2.9 of this Article II.

The following is hereby added as Article VIII to the Restated Articles of Incorporation:

**Article VIII
Majority Shareholder Voting By Written Consent**

Action required or permitted by the 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.

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BUSINESS FILED 10.00

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RESTATED ARTICLES OF INCORPORATION

APR 22 1999

OF

**OREGON
SECRETARY OF STATE**

NEUROMUSCULOSKELETAL CENTER OF THE CASCADES, P.C.

Pursuant to the Oregon Professional Corporation Act ("the Act") and ORS 60.451, the undersigned corporation adopts the following Restated Articles of Incorporation, which shall supersede the existing Articles of Incorporation and all amendments thereto:

**ARTICLE I
Corporate Name**

The name of the corporation is Neuromusculoskeletal Center of the Cascades, P.C.

**ARTICLE II
Shares**

2.1 Number of Shares. The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares of Class A voting common stock and 10,000 shares of Class B voting common stock.

2.2 Rights of Class A and Class B Common Stock. Except as otherwise required by law and these Articles of Incorporation, the holders of Class A and Class B common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. Transfer of any Class of common stock shall be restricted pursuant to the terms of an agreement individually entered into between each shareholder and the corporation.

2.3 Class A Common Stock. The corporation shall issue Class A common stock only to physicians licensed by the State of Oregon, and who perform surgical services.

2.4 Class B Common Stock. The corporation shall issue Class B common stock only to physicians licensed by the State of Oregon, and who do not perform surgical services.

2.5 Voting of Stock. Except as otherwise required by law, each outstanding share of Class A and Class B common stock is entitled to one vote on each matter voted on at a shareholders' meeting. Class A and Class B shareholders shall vote as one voting group on all matters except as otherwise required by law or these Articles of Incorporation. Class A and Class B shareholders shall vote as separate voting groups on income allocation formulas and on-call schedules as set forth in the terms of an agreement individually entered into between each shareholder and the corporation.

PAGE 1 - RESTATED ARTICLES OF INCORPORATION

Handwritten signature/initials: H004209

NEUROMUSCULOSKELETAL CENTER OF



67112780-4935578

NBA

ARTICLE III
Mailing Address For Notices

The mailing address of the initial Principal Office of the corporation is:

2600 N.E. Neff Road, Suite 1
Bend, OR 97701

ARTICLE IV
Professional Services Rendered

The professional services to be rendered through the corporation are medical services.

ARTICLE V
Other Business Purposes

The corporation also may engage in any lawful business as permitted by the Act.

ARTICLE VI
Professional License

The requisite number of the corporation's shareholders and directors are licensed in accordance with Oregon Board of Medical Examiners.

Article VII
Indemnification

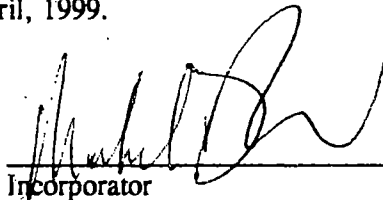
7.1 Indemnification. To the fullest extent permitted by the Oregon Business Corporations Act, the corporation shall indemnify any director of the corporation made a party to a proceeding because the person is or was a director of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any director from or on account of: (1) any breach of the director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law; (3) any unlawful distribution; (4) any transaction from which the director derived an improper personal benefit; and (5) any act or omission in violation of ORS 60.357 to 60.367.

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7.2 Advancement of Expenses. The corporation may, but shall not be required to, pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Oregon Business Corporation Act.

7.3 Certain Definitions. For the purposes of this Article, the terms director, expenses, liability, officer, party, and proceeding shall have the meanings given to them in ORS 60.387 as in effect as of the date these Articles of Incorporation are filed.

DATED this 15th day of April, 1999.



Incorporator

Person to contact about this filing:
Michael D. Crew
(503) 224-7600

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Certificate Accompanying

RESTATED ARTICLES OF INCORPORATION

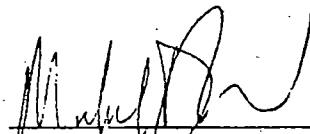
OF

NEUROMUSCULOSKELETAL CENTER OF THE CASCADES, P.C.

Pursuant to ORS 60.451, the undersigned corporation submits for filing this certificate, together with the corporation's Restated Articles of Incorporation. The undersigned corporation hereby certifies that:

1. The name of the corporation is Neuromusculoskeletal Center of the Cascades, P.C.
2. A copy of the Restated Articles of Incorporation is attached hereto.
3. The Restated Articles of Incorporation do not contain amendments that require shareholder approval. The Restated Articles of Incorporation were adopted by the incorporator without shareholder action.
4. The date of adoption of the Restated Articles of Incorporation was April 15, 1999, which is the date of adoption of the amendments included in the Restated Articles of Incorporation.

**NEUROMUSCULOSKELETAL CENTER
OF THE CASCADES, P.C.**

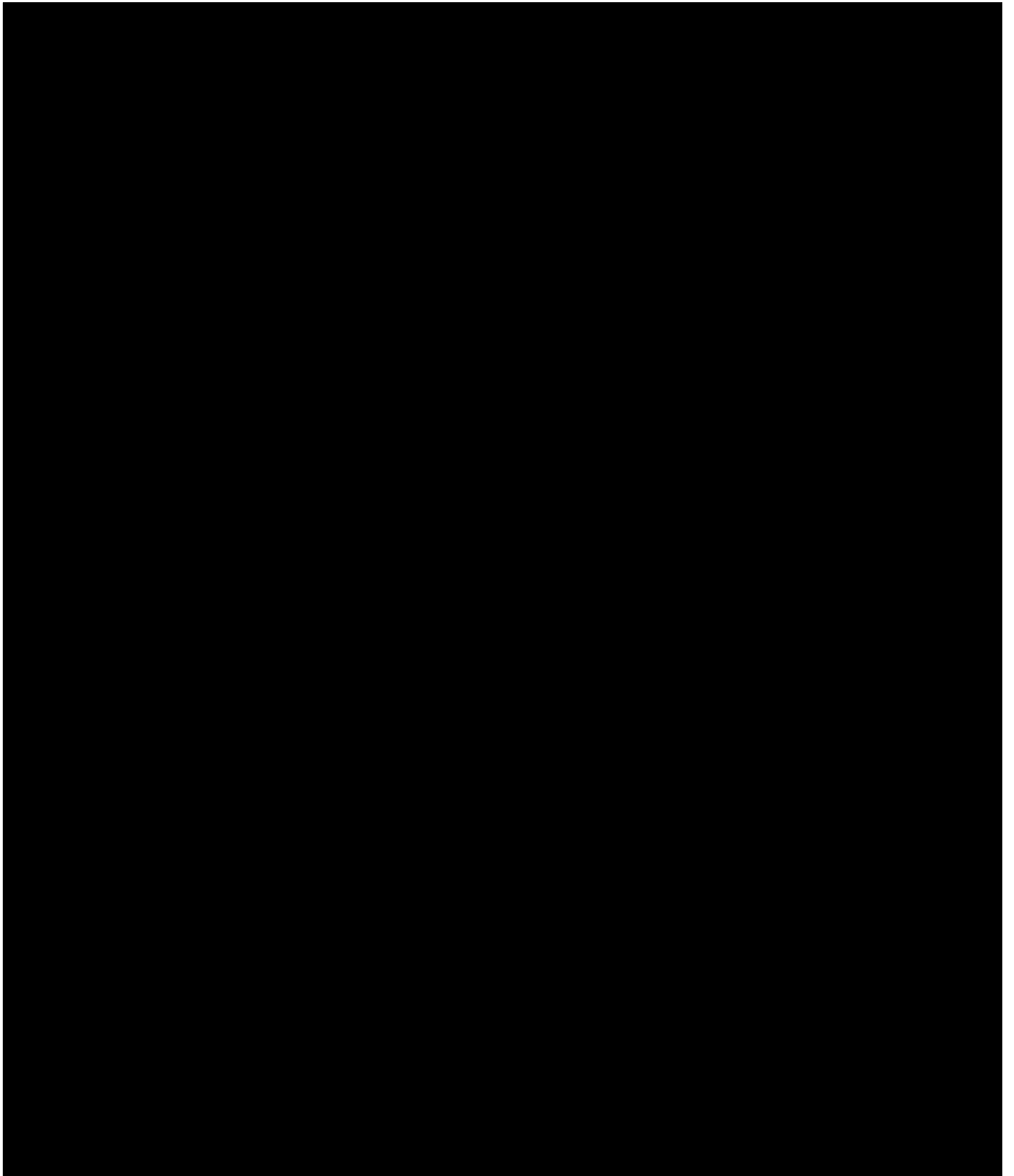


Michael D. Crew, Incorporator

Person to contact about this filing:

Michael D. Crew
(503) 224-7600

**THIRD RESTATED BYLAWS
OF
NEUROMUSCULOSKELETAL CENTER OF THE CASCADES, P.C.**



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