

327/103 \$55.00



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 265 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 988-2200

FILED

NOV - 5 2010

OREGON
SECRETARY OF STATEREGISTRY NUMBER: 049552-17

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. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: Santiam Memorial Hospital

2) NEW NAME OF THE CORPORATION: (If changed) _____

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

 The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors. The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was October 30, 2010.

The vote of the members 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
All	361	153	142	4

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:

Printed Name:

Title:

Terry FletchallTerry FletchallCEO

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

Peter F. Stoloff

PHONE NUMBER: (Include area code.)

503-224-4664

SANTIAM MEMORIAL HOSPITAL



4955217-12242700

RSTART

RESTATED ARTICLES OF INCORPORATION
OF
SANTIAM MEMORIAL HOSPITAL

Pursuant to ORS 65.451, Santiam Memorial Hospital, an Oregon nonprofit corporation, adopts the following Restated Articles of Incorporation, which shall supersede the heretofore existing Articles of Incorporation and all amendments or restatements thereto.

ARTICLE I

The corporation is organized pursuant to the Oregon Nonprofit Corporation Act, ORS Chapter 65. The corporation is a public benefit corporation.

ARTICLE II

The name of this nonprofit corporation is Santiam Memorial Hospital and its duration shall be perpetual.

ARTICLE III

The corporation shall not engage in any activity which is not permitted of any organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The corporation is organized and operated exclusively for charitable, educational and scientific purposes, including, for such purposes, 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, or the corresponding section of any future federal tax code. The general purposes and powers are to have and exercise all rights conferred on nonprofit corporations under the laws of Oregon; provided, however, that it will not engage, except to an insubstantial degree, in any activity not in furtherance of the purposes set forth in the immediately preceding sentence.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, 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 set forth in Article IV. 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (c) by a nonprivate foundation described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE VI

The manner of electing or appointing directors and their terms of office shall be as set forth in the Bylaws of the corporation.

ARTICLE VII

The corporation shall have members. Membership in this corporation shall not entitle any person or entity to any vested or other interest in any of the services or property of this corporation during its existence or upon dissolution.

ARTICLE VIII

The mailing address of the corporation to which the Corporation Division may send notices is Santiam Memorial Hospital, Attention: Chief Executive Officer, 1401 N. 10th Ave., Stayton, OR 97383.

ARTICLE IX

1. The corporation shall provide on a nonprofit basis hospital facilities and services for the care and treatment of persons who are acutely ill who otherwise require medical and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

2. The corporation shall have the power to mortgage or otherwise hypothecate its real and personal property and to do and perform all acts reasonably necessary to accomplish the purposes of the corporation including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and

undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successor and assigns, so long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development.

3. So long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development, these Restated Articles may not be amended without the prior written approval of the said Secretary.

4. In the event of a conflict between any of the provisions of these Restated Articles and any of the provisions of the Note, Mortgage, Security Agreement, or the Regulatory Agreement (the "HUD Loan Documents"), the provisions of the HUD Loan Documents shall govern and be controlling in all aspects.

5. The corporation may adopt Bylaws at any regular meeting of the corporation or at any special meeting called for that purpose, so long as they are not inconsistent with these Restated Articles or with the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development.

6. Indemnity Provisions. The corporation may indemnify its directors and officers to the extent permitted or required by State law. However, if the corporation elects to indemnify its directors and officers, the primary vehicle for indemnification must be insurance. Whether or not the corporation elects to corporately indemnify its directors and officers, the corporation shall secure directors and officers (D&O) insurance and maintain such insurance at all times. Such D&O insurance shall be of a type and amount customary in the health care industry and determined by an independent insurance consultant to be adequate to protect the interests of the corporation, the mortgagee and HUD.

ARTICLE X

All of the properties, monies, and assets of the corporation are irrevocably dedicated to charitable purposes and shall not inure to the benefit of any private individual. In the event that the corporation shall be dissolved or wound up at any time, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debt shall be conveyed or distributed exclusively to and become the property of a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code for nonprofit purposes similar to those of the corporation; provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of the Department of Housing and Urban Development or his/her nominee.

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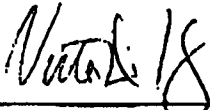
ARTICLE XI

The power to alter, amend or repeal the Articles of Incorporation and Bylaws shall be vested exclusively in the Board of Directors and the members of the corporation as provided in the Bylaws.

ARTICLE XII

The personal liability of a director or uncompensated officer to the corporation or its members for monetary damages for conduct as a director or officer shall be eliminated to the fullest extent provided by the Oregon Nonprofit Corporation Act as it exists on the date hereof or may hereafter be amended. Any amendment to or repeal of this Article XI shall not adversely affect any right or protection of a director or uncompensated officer for or with respect to any acts or omissions of such director or uncompensated officer occurring prior to such amendment or repeal.

These Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments or restatements currently on file with the Oregon Secretary of State.



President of the Board



Vice President of the Board

I, the undersigned, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief it is true, correct and complete.



Secretary/Treasurer of the Board