FROM: CORP. DIVISION

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6) Execution Proved Name LATTY A. Mulling	Hony	a Mullens P.	remident/CE	o		
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SAMARITAN HEALTH SERVICES, INC.



5762885-2804194

NBA

057628-85

SECOND RESTATED ARTICLES OF INCORPORATION

OF

SAMARITAN HEALTH SERVICES, INC. As Oregon Nonprofit Corporation

ARTICLE 1

Name of the corporation: SAMARITAN HEALTH SERVICES, INC.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation will have no members.

ARTICLE IV

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to Good Samaritan Hospital Convallis, Mid-Valley Healthcare, Inc., and Albany General Hospital in respective amounts as determined by the Board of Directors. or if Good Sameritan Hospital Corvallia, Mid-Valley Healthcare, Inc., and/or Albany General Hospital are no longer in existence or organized and operated as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986, as umended (the "Code"), or any successor statute, then such assets shall be distributed as the Board of Directors shall determine to such charitable, educational or scientific organization or organizations as qualify at the time as exempt from federal income tax under Section 501(c)(3) of the Code, or any successor statute. The decision regarding the distribution of assets shall require an affirmative vote of a majority of the voting directors representing Good Samuritan Hospital Corvallis, a majority of the voting directors representing Mid-Valley Healthcare, Inc., and a majority of the voting directors representing Albany General Hospital at any regular meeting of the directors of the corporation or at any special meeting of the directors of the corporation called for that purpose.

I - SECOND RESTATED ARTICLES OF INCORPORATION OF SAMARITAN HEALTH SERVICES, INC. CHOPPIN POPULITY ACHIEVE RASE WAS THE BRUNDER ZD. 1850

ARTICLE Y

This corporation has been organized and shall be operated exclusively for charitable, scientific and educational purposes.

The specific and primary purposes of this corporation are to operate exclusively for the henefit of, to perform the functions of and to carry out the purposes of Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation so long as Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation are exempt from federal income tax under the Code and are each excluded from the definition of private foundation under either Section 509(a)(1), or 509(a)(2) of the Code. In carrying out these specific and primary purposes, this corporation shall be empowered to do the following:

- 1. To be operated in connection with Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation so long as Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation are organizations as described in Section 509(a)(1) or 509(a)(2) of the Code.
- 2. To distribute charitable gifts and money and property to, and to support and provide services to Good Samuritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and PirstCare Medical Foundation so long as Good Samuritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and FirstCare Medical Foundation are organizations as described in Section 509(a)(1) or 509(a)(2) of the Code.
- 3. Fo carry out such other charitable, educational and scientific activities as shall support and benefit Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and PiratCare Medical Foundation in furthering their charitable purposes, including, but not limited to, coordinating the activities of Good Samaritan Hospital Corvallis, Mid-Valley Healthcare, Inc., Albany General Hospital, and PiratCare Medical Foundation, including their long range planning, fund raising and health education for the betterment of the general health and welfare of the community.

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 SOL(c)(3) of the Code; by a corporation, 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 nonprivate 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 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 any candidate for public office.

2 - SECOND RESTATED ARTICLES OF INCORPORATION OF SAMARITAN HEALTH SERVICES, INC.

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No part of the net earnings of the corporation shall inuite 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 VI

The corporation shall have directors who shall be nominated and appointed as provided in the Bylaws.

ARTICLE VII

The personal liability of the directors and uncompensated officers to the corporation for monetary damages for their conduct as such is eliminated to the full extent permitted by the Oragon Nonprofit Corporation Act.

ARTICLE VIII

The corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Oregon Nonprofit Corporation Act.

ARTICLEIX

These Articles of Incorporation may be amended, restated, altered or repealed, in whole or in part, only by the affirmative vote of a majority of the voting directors who represent Good Samaritan Haspital Corvallia, a majority of the voting directors who represent Mid-Valley Healthcare, Inc., and a majority of the voting directors who represent Albany General Hospital at any regular meeting of the directors or at any special meeting called for that purpose.

DATED this 3day of Januares . 1999

President/CEO

Person to contact about this fifting:

Peter F. Stoloff (503) 224-4664

3 - SECOND RESTATED ARTICLES OF INCORPORATION OF SAMARITAN HEALTH SERVICES, INC. CHEPTOGREDAGE-RELAGE-RESTANDED. 1999