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Phone: (503) 846-2200  
Fax: (503) 376-4861

Secretary of State  
Corporation Division  
825 Capital Bld. NE, Suite 181  
Salem, OR 97310-1327

Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 5, 6, 7)
- NONPROFIT CORPORATION  
(Complete only 1, 2, 4, 5, 7)

FILED

DEC 30 1999

OREGON  
SECRETARY OF STATE

Registry Number: 057628-85

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

- 1) NAME OF CORPORATION FROM TO AGENCY: SAMARITAN Health Services, Inc.
- 2) NEW NAME OF THE CORPORATION (if changed): SAME
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_, 19 \_\_\_\_ . These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_, 19 \_\_\_\_ . The vote of the shareholders was as follows:

No. of shares owned	Number of shares owned by each	Number of shares owned by each	Number of shares owned by each	Number of shares owned by each

- The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporator or by the board of directors.

NONPROFIT CORPORATION ONLY

5) 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 \_\_\_\_\_, 19 \_\_\_\_ . 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 \_\_\_\_\_, 19 \_\_\_\_ . The vote of the members was as follows:

Number of members	Number of members owned by each	Number of members owned by each	Number of members owned by each	Number of members owned by each

6) EXECUTION

Printed Name

Larry A. Mullins

*Larry A. Mullins*

Title

President/CEO

7) CONTACT NAME

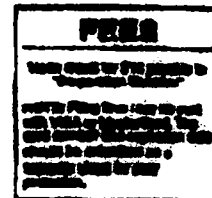
Peter F. Stoloff

Business Phone Number

(503) 224-4664

fax to 503-224 3673

12-30-99



057628-85

**SECOND RESTATED ARTICLES OF INCORPORATION**

**OF**

**SAMARITAN HEALTH SERVICES, INC.  
An Oregon Nonprofit Corporation**

**ARTICLE I**

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 Corvallis, Mid-Valley Healthcare, Inc., and Albany General Hospital in respective amounts as determined by the Board of Directors, or if Good Samaritan Hospital Corvallis, 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 amended (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 Samaritan 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.

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

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**ARTICLE V**

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 benefit 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 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.
3. To 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 FirstCare 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 FirstCare 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 501(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.**

C:\P\corp\99\316a\04-7ad\SAI-2.rpt: December 21, 1999

