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ARTICLES OF INCORPORATION
OF
UNIVERSAL HEALTH CARE FOR OREGON

FILED

OCT 16 2000

OREGON
SECRETARY OF STATE

I, David E. Atkin, a natural person of the age of more than 18 years, and a citizen of the United States, acting as Incorporator under Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation, and do hereby certify:

ARTICLE I
NAME AND DURATION

The name of the corporation is Universal Health Care for Oregon and its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a public benefit corporation.

ARTICLE III
REGISTERED AGENT AND STREET ADDRESS OF REGISTERED AGENT

The initial Registered Agent of the corporation is David Atkin. David Atkin has consented to this appointment. The address and location of the Registered Agent is 259 E. 5th Avenue, Second Floor, Eugene, OR 97401. This address is for the service of legal process and papers.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Registered Agent is P.O. Box 10008, Eugene, Oregon 97440. This is the address for mailing notices.

ARTICLE V
VOTING MEMBERS

Universal Health Care for Oregon does not have voting members as defined in Chapter 65 of the Oregon Revised Statutes.

ARTICLE VI
DIRECTORS

There are three initial directors of Universal Health Care for Oregon and they will hold office until their successors are elected either at the first regular annual election of Directors or earlier if necessary to fill a vacancy. The names and addresses of persons who are the initial directors of Universal Health Care for Oregon are as follows. Each director named has consented to this appointment:

Mark Lindgren, 1313 N.E. Granger Avenue, Corvallis, Oregon 97330

Ruth Duemler, 1745 Fircrest Drive, Eugene, Oregon 97403

Mary Jane Gray, 1622 N. W. Ribier Place, Corvallis, Oregon 97330

ARTICLE VII PURPOSE AND POWERS

This corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

The corporation will have all the following powers:

- A. To conduct its business, carry on its operations, and have offices and exercise all of the powers granted by Oregon Law.
- B. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

ARTICLE VIII RESTRICTION ON ACTIVITIES

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 §501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX
NO PRIVATE BENEFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 the purposes set forth in these Articles of Incorporation.

ARTICLE X
NO INFLUENCING OF LEGISLATION OR POLITICAL CAMPAIGNS

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.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the corporation, assets be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XII
INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by Oregon law, provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance.

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of Universal Health Care for Oregon is David E. Atkin, 259 E. 5th Avenue, 2nd Floor, Eugene, Oregon 97401.

ARTICLE XIV
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be those stated in the bylaws.

I, the undersigned Incorporator, hereby witness and verify the foregoing Articles of Incorporation and certify under penalty of perjury that I have examined them and that they are the accurate, complete and sole Articles of Incorporation of Universal Health Care for Oregon.

Incorporator:  October 13, 2000
David E. Atkin