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COQUILLE VALLEY HEALTH

NEWINC

**ARTICLES OF INCORPORATION
OF
COQUILLE VALLEY HEALTH**

The undersigned, in order to form a nonprofit corporation under ORS Chapter 65, the Oregon Nonprofit Corporation Act (the "Act"), hereby signs and verifies the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation (the "Corporation") is Coquille Valley Health.

**ARTICLE II.
TYPE AND DURATION**

The Corporation is a public benefit corporation and its duration shall be perpetual.

**ARTICLE III.
MEMBERSHIP**

The Corporation has no voting members within the meaning of the Act.

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 940 E. Fifth Street, Coquille, Oregon 97423, and the initial registered agent at such address is Jeffrey Lang.

**ARTICLE V.
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation, to which notices as required under the Act may be mailed, is 940 E. Fifth Street, Coquille, Oregon 97423.

**ARTICLE VI.
PURPOSES, LIMITATIONS AND POWERS**

Section 6.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, and/or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereto (the "Code"), including but not limited to providing clinically related diagnostic, treatment and rehabilitative services on an inpatient or outpatient basis; providing outreach programs in healthcare education, health care research and patient care; serving as a resource for healthcare providers; and promoting the physical and mental health and well-being of residents in its community.

Section 6.2 Limitations.

6.2.1 The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or of any private individual.

6.2.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or upon the winding up of its affairs.

6.2.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

6.2.4 Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Section 170(c)(2).

6.2.5 In any taxable year in which the Corporation is a private foundation, as defined in Code Section 509(a):

(a) the Corporation shall not carry on propaganda, or otherwise attempt to influence legislation;

(b) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(c) the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d);

(d) the Corporation shall not retain any excess business holdings as defined in Code Section 4943(c);

(e) the Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944; and

(f) the Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

Section 6.3 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purpose.

ARTICLE VII. BOARD OF DIRECTORS

The management of the Corporation is vested in a Board of Directors, subject to any limitation set forth in these Articles of Incorporation or in the Bylaws of the Corporation, as the same may be amended from time to time. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be as prescribed by the Bylaws of the Corporation, as the same may be amended from time to time.

ARTICLE VIII. LIMITATION OF DIRECTORS' LIABILITY

Directors and uncompensated officers of the Corporation shall have no civil liability to the Corporation or its members for conduct as a director or officer, except for breaches of the duty of loyalty to the Corporation, acts or omissions which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which such director or officer derives an improper personal benefit, and any act or omission in violation of ORS 65.361 through 65.367, as in effect, or hereinafter amended. If the Oregon Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer shall be eliminated or limited to the full extent permitted by the Oregon Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE IX. INDEMNIFICATION

Section 9.1 Indemnification. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Oregon Nonprofit Corporation Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation that has not been authorized by the Corporation's Board of Directors) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

Section 9.2 Advancement of Expenses. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 9.3 Insurance. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

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Section 9.4 Nonexclusivity of Rights. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

Section 9.5 Definitions. Capitalized terms used in this Article and not otherwise defined herein shall have the same meanings given them in ORS 65.387 to 65.414.

**ARTICLE X.
AMENDMENTS**

Any amendment to these Articles of Incorporation must be approved in writing by Coquille Valley Hospital District (the "District"). Such written approval of the District is also required for any amendment to those sections of the Bylaws that the Bylaws expressly identify as requiring the District's approval.

**ARTICLE XI.
DISSOLUTION**

Upon dissolution or winding up, the Board of Directors shall distribute the Corporation's net remaining assets for similar or identical uses and purposes to Coquille Valley Hospital District, provided it is then in existence. If not, the Board of Directors shall distribute the Corporation's net remaining assets for similar or identical uses and purposes among one or more organizations then qualified under Code Section 501(c)(3) and/or state or local governments.

**ARTICLE XII.
INCORPORATOR**

The incorporator's name and address are:

<u>Name</u>	<u>Address</u>
Jeffrey Lang	940 E. Fifth Street Coquille, Oregon 97423

IN WITNESS WHEREOF, I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. 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..

DATED this 27th day of July, 2023.



Jeffrey Lang, Incorporator