

FILED  
SECRETARY OF STATE

AUG 22 2008

**ARTICLES OF INCORPORATION  
OF  
EMPIRE HEALTH FOUNDATION**

602 858 247

STATE OF WASHINGTON

The undersigned individuals, acting as incorporators pursuant to the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington, hereinafter referred to as the "Act"), hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME AND DURATION**

The name of the corporation shall be Empire Health Foundation (the "Corporation"). The Corporation shall have perpetual existence.

**ARTICLE II. PURPOSE**

The Corporation shall be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including specifically to continually help bring good health to life in the Greater Spokane Region through the promotion, facilitation, and/or funding of healthcare services, education and research. For these purposes, the Greater Spokane Region (the "Region") shall at all times include the counties of Spokane, Whitman, Lincoln, Adams, Ferry, Stevens and Pend Oreille. In furtherance of the foregoing purposes, the Corporation's activities may include:

- (i) Promoting improved access to quality health care services for the uninsured, underinsured, or otherwise disadvantaged;
- (ii) Promoting health professions education for the benefit of the Region;
- (iii) Promoting community health and wellness;
- (iv) Promoting enhanced health through world class medical, clinical and public health research; and
- (v) Improving public policy discourse for solutions to local health care challenges.

**ARTICLE III. POWERS**

In general, and subject to such limitations and conditions as are or may be prescribed by law, or as set forth in the Corporation's Bylaws or these Articles, the Corporation shall

have all powers which are now or may hereafter be conferred by law upon a nonprofit corporation organized and operated for the purposes hereinabove set forth, and all powers useful, necessary or convenient to accomplish any or all of the foregoing.

#### **ARTICLE IV. NONPROFIT ORGANIZATION AND OPERATION**

- A. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by a corporation that is exempt from Federal income tax under Code Section 501(c)(3), and to which contributions are deductible under Code Section 170(c)(2).
- B. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, officer or director of the Corporation or any private individual, within the meaning of Code Section 501(c)(3). Notwithstanding the foregoing, 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.
- C. The Corporation shall not participate 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.
- D. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise permitted for an organization described in Code Section 501(c)(3).
- E. If at any time the Corporation is or becomes a private foundation as described in Code Section 509(a), then, for the duration of such status, the Corporation:
  - (i) 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 in Code Section 4942;
  - (ii) Shall not engage in any act of self-dealing as defined in Code Section 4941(d);
  - (iii) Shall not retain any excess business holdings as defined in Code Section 4943(c);
  - (iv) Shall not make any investments in a manner as to subject the Corporation to tax under Code Section 4944; and
  - (v) Shall not make any taxable expenditures as defined in Code Section 4945(d).

## **ARTICLE V. DISSOLUTION**

Upon dissolution or winding up of the Corporation, all the assets of the Corporation remaining after paying, or making provision for the payment of, all liabilities of the Corporation shall be distributed by the Board of Directors to such organization or organizations as may be organized and operated for purposes consistent with those of the Corporation, as the Board of Directors may determine, provided that any and all such organizations shall be described in Code Sections 501(c)(3) and 170(c)(2). Any such assets not so disposed of shall be disposed of in the manner determined by the Spokane County Superior Court, exclusively for such purposes and to such organization or organizations as said court shall determine, provided that any and all such organizations shall be organized and operated for purposes consistent with those of the Corporation and further shall be described in Code Sections 501(c)(3) and 170(c)(2).

## **ARTICLE VI. MEMBERS**

The Corporation shall not have members.

## **ARTICLE VII. BOARD OF DIRECTORS**

The governance and oversight of the Corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, manner of election, powers and duties of Directors shall be as such prescribed by the Bylaws of the Corporation. In no event shall any individual who has an affiliation with Community Health Systems, or any subsidiary or affiliate thereof, be elected to serve as a director of the Corporation. Upon filing of these Articles, the number of individuals constituting the initial Board of Directors of the Corporation shall be thirteen (13). The names and addresses of the initial directors are as follows:

Anne C. Cowles  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Anne M. Hirsch, D.N.S., A.R.N.P.  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Dr. Rodolfo Arevalo  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Deborah J. Harper, M.D.  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Garman E. Lutz  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Michael A. Senske  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Samuel Selinger, M.D.  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Theresa Sanders  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Pamela Gee Silverstein, M.D.  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

John J. Demakas, M.D.  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Barb Chamberlain  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Linda Jones  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

Sue Lani W. Madsen  
Empire Health Foundation  
800 West Fifth Avenue  
Spokane, WA 99204

The initial Board of Directors shall adopt Bylaws for the Corporation and, pursuant thereto, shall elect a full Board of Directors within such time and pursuant to such procedure as shall be set forth in such Bylaws. Such Bylaws may later be amended, repealed or restated by the Board of Directors in the manner provided for therein.

#### **ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation shall be 1780 Barnes Boulevard SW, Tumwater, Washington 98512. The name of the initial registered agent of the Corporation at such address shall be National Corporate Research, Ltd.

#### **ARTICLE IX. INCORPORATORS**

The names and addresses of the incorporators are:

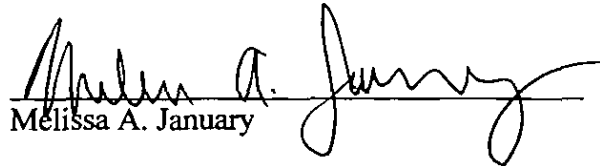
<u>Name</u>	<u>Address</u>
Melissa A. January	Drinker Biddle & Reath, LLP 191 N. Wacker Drive, Suite 3700 Chicago, Illinois 60606

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended or restated from time to time upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors then in office at a duly-noticed and constituted meeting of the Board of Directors, provided that notice of such meeting shall have been given at such time and in such manner as required by the Bylaws, and provided further that such notice shall have stated that one purpose of such meeting was to consider a proposed amendment of these Articles. In the alternative, these Articles may be amended or restated from time to time upon the unanimous written consent of all members of the Board of Directors then in office.

**IN WITNESS WHEREOF**, the undersigned have set their hand on this 20th day of August, 2008.

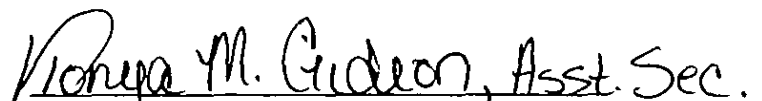
**INCORPORATORS:**

  
Melissa A. January

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, National Corporate Research, Ltd., hereby consent to serve as registered agent, in the State of Washington, for Empire Health Foundation (the "Corporation"). I understand that, as agent for the Corporation, it will be my responsibility to accept Service of Process in the name of the Corporation, to forward all mail and license renewals to the appropriate officer(s) of the Corporation, and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the Corporation.

Date: August 20, 2008

  
Victoria M. Gideon, Asst. Sec.  
National Corporate Research, Ltd.

SECRETARY  
of STATE

Corporation Division  
2nd Floor, Republic Bldg.  
505 E. Union  
Olympia, WA 98504

For Office Use Only		
COVER SHEET	ACCOUNT	DATE ENTRY

August 22, 2008

**EXPEDITED SERVICES FEES**  
 \$20.00 FOR PROFIT AND NON-PROFIT CORPORATIONS  
 \$10.00 FOR LIMITED PARTNERSHIPS

**IN ADDITION TO REGULAR FEES**

PLEASE INDICATE THE TYPE OF TRANSACTION REQUESTED:

File Documents (indicate type below)

See file folder

XX Articles/Amendments/Mergers/Etc.

See recent list of officers/directors

Reinstatement Application

Obtain status certificate

Summons

Obtain photocopy of

Trademark

Other :

Obtain certified copy of

NAME OF CORPORATION, LIMITED PARTNERSHIP OR TRADEMARK: (limit of three)

1) EMPIRE HEALTH FOUNDATION

2)

3)

Certificate/Documents mailed to :

Documents Delivered/Requested by:

Name:

Name:

**Unisearch, Inc.**

Attn:

Addr:

1780 BARNES BLVD SW

Addr:

TUMWATER, WA 98512

CONTACT FOR ADD'L INFORMATION: NAME

CHERYL WESTBY Ext 112

Phone #

800-722-0708

Office Use Only

cos \_\_\_\_\_

cop \_\_\_\_\_

pho \_\_\_\_\_

Other: \_\_\_\_\_

Publications: \_\_\_\_\_

Expedited Service \_\_\_\_\_

TOTAL: \_\_\_\_\_

Inc./Qual./Reinst. \_\_\_\_\_

Amd./Mer./Diss. \_\_\_\_\_

Ann.Rpt./Agent \_\_\_\_\_

Name Res./Reg. \_\_\_\_\_

Trademark \_\_\_\_\_

Other \_\_\_\_\_

TOTAL: \_\_\_\_\_