

**Nonprofit**  
**ARTICLES OF INCORPORATION**  
**Of**  
**Oregon Rural Healthcare Quality Network**

Pursuant to Oregon Revised Statutes Chapter 65, the Oregon Nonprofit Corporation Act, the undersigned hereby adopt the following Articles of Incorporation:

**ARTICLE 1 Name of Corporation.** The name of this Corporation shall be the Oregon Rural Healthcare Quality Network.

**ARTICLE 2 Registered Agent.** The Registered Agent of the Corporation shall be Tim Herrmann.

**ARTICLE 3 The address of Registered Agent.** The address of Registered Agent of the Corporation is 1515 Village Drive, Cottage Grove, OR 97424.

**ARTICLE 4 Address for Mailing Purposes.** The address of the Corporation for mailing purposes shall be 1515 Village Drive, Cottage Grove, OR 97424.

**ARTICLE 5 Optional Provisions.**

1. This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 of this corporation.
3. 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. 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 section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Code, or the corresponding section of any future federal

tax code.

4. 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 6 Type of Corporation.** This Corporation is a Public Benefit Corporation.

**ARTICLE 7 Members.** The Corporation will have no members as that term is defined by ORS Chapter 65.

**ARTICLE 8 Distribution of Assets on Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 court of appropriate jurisdiction 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 that court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 9 Incorporator.** The Incorporator of this Corporation is: Tim Herrmann, address: 1515 Village Drive, Cottage Grove, OR 97424.

**ARTICLE 10 Execution.** The Incorporator hereby executes these Articles of Incorporation dated this \_\_\_\_\_ day of March, 2006.

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**ARTICLE 11 Contact Name.** The person to contact about the filing is: Linda Lang, 1515 Village Drive, Cottage Grove, OR 97424.