



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone:(503)986-2200  
Fax:(503)378-4381  
www.filinginoregon.com

**Registry Number: 346258-97**  
**Type: DOMESTIC NONPROFIT CORPORATION**

CONTUNUA HEALTH ALLIANCE  
SW&W LEGAL SERVICES, INC.  
ATTN TIMOTHY HASLACH  
1211 SW FIFTH AVE STE 1800  
PORTLAND OR 97204

### Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

#### Document

ARTICLES OF INCORPORATION

**Filed On**  
03/09/2006

**Jurisdiction**  
OREGON

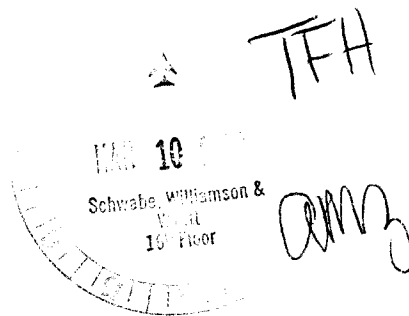
**Nonprofit Type**  
MUTUAL BENEFIT

#### Name

CONTUNUA HEALTH ALLIANCE

#### Registered Agent

SW&W LEGAL SERVICES, INC.  
ATTN TIMOTHY HASLACH  
1211 SW FIFTH AVE STE 1800  
PORTLAND OR 97204



346258-97

ARTICLES OF INCORPORATION  
OF  
CONTINUA HEALTH ALLIANCE

**FILED**  
MAR 09 2006  
OREGON  
SECRETARY OF STATE

The undersigned individual 18 years of age or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE 1**  
**Name**

The name of the corporation is Continua Health Alliance (the "**Corporation**").

**ARTICLE 2**  
**Duration**

The duration of the Corporation is perpetual.

**ARTICLE 3**  
**Type**

The Corporation is a nonprofit, mutual benefit corporation, organized under the Oregon Nonprofit Corporation Act.

**ARTICLE 4**  
**No Members**

The Corporation will not have members.

**ARTICLE 5**  
**Purposes and Powers**

- 5.1 General Purpose.** The Corporation is a formed as a business league within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986 (the "**Code**") and the Oregon Excise Tax Law of 1929, as set forth and revised in Oregon Revised Statutes 317.080 (the "**Oregon Excise Tax Law**"). All references to the Code contained in these Articles of Incorporation are deemed to include corresponding provisions of any future United States Internal Revenue Law or Regulation. All references to the Oregon Excise Tax Law contained in these Articles of Incorporation are deemed to include corresponding provisions of any future amendments to the Oregon Revised Statutes.
- 5.2 Specific Purpose.** The Corporation may exercise all the rights and powers conferred on nonprofit, mutual benefit corporations under the laws of the State of Oregon.
- 5.3 General Restrictions.** Notwithstanding any provision in these Articles of Incorporation to the contrary, no part of the Corporation's assets may be used in any manner, and the Corporation may not engage in any activity or exercise any power, whether express or

implied, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(6) of the Code or as an exempt organization under the Oregon Excise Tax Law.

## **ARTICLE 6**

### **Limitation of Liability**

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the Corporation for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of this Article 6 or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- (a) any breach of the director's or officer's duty of loyalty to the Corporation;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) any unlawful distribution;
- (d) any transaction from which the director or officer derived an improper personal benefit; or
- (e) any act or omission in violation of the Oregon Nonprofit Corporation Act.

## **ARTICLE 7**

### **Indemnification**

- 7.1 Indemnification.** The Corporation shall indemnify an individual who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the Corporation) because the individual is or was a director or officer of the Corporation against liability incurred in the action, suit or proceeding to the fullest extent permitted by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended.
- 7.2 Advance for Expenses.** The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to an action, suit or proceeding in advance of final disposition of the action, suit or proceeding to the fullest extent permitted by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended.
- 7.3 Not Exclusive.** This Article 7 shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be

included in any statute, bylaw, agreement, resolution of directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office or while an employee or agent of the Corporation.

## **ARTICLE 8 Dedication and Dissolution**

- 8.1 Distribution.** In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes of this Section 8.1 "Qualified Organization" means a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements for exemption provided by Oregon Revised Statutes 317.080 and who at the time (i) is exempt from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c) of the Code, or (ii) qualifies as an organization to which contributions are deductible under Section 170(c)(1) of the Code.
- 8.2 Net Earnings.** No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 9 Registered Office and Registered Agent**

The street address of the Corporation's initial registered office and the name of its initial registered agent at that location is:

SW&W Legal Services, Inc.  
Attn: Timothy Haslach  
1211 SW Fifth Avenue, Suite 1800  
Portland, OR 97204

## **ARTICLE 10 Incorporator**

The name and address of the incorporator is:

Timothy F. Haslach  
Schwabe, Williamson & Wyatt, PC  
1211 SW Fifth Avenue, Suites 1500-1900  
Portland, OR 97204

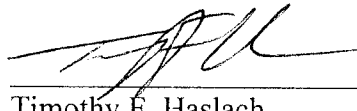
**ARTICLE 11**  
**Mailing Address for Notices**

Until the principal office of the corporation has been designated by the Corporation in its annual report, notices may be mailed to the alternate corporate mailing address at:

SW&W Legal Services, Inc.  
Attn: Timothy F. Haslach  
1211 SW Fifth Avenue, Suite 1800  
Portland, OR 97204

IN WITNESS WHEREOF, the undersigned original incorporator has executed these Articles of Incorporation on March 8, 2006.

**Incorporator:**



\_\_\_\_\_  
Timothy F. Haslach

Person to contact about this filing: Timothy F. Haslach  
Daytime phone number: 503-222-9981