

**ARTICLES OF INCORPORATION
OF
NORTHERN SONOMA HEALTHCARE FOUNDATION**

I

The name of this corporation is NORTHERN SONOMA HEALTHCARE FOUNDATION (hereinafter sometimes referred to as “Foundation”).

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The Foundation is organized exclusively for the charitable, religious, educational and scientific purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended in the future. Specifically, the Foundation is organized for the purpose of raising funds to support and promote healthcare services available to the public in northern Sonoma County California.

III

The name of the initial agent of the corporation for service of process is Carla Bonetti, whose current address is 16107 Healdsburg Avenue, Healdsburg, CA 95448.

IV

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

V

This Corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, 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 for in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office except as provided in Section 501(h) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and 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 Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

VI

- (a) The property of this corporation is irrevocably dedicated to charitable purposes.
- (b) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such distributions shall comply with California Corporations Code Section 6718, or such successor statutes as may from time to time be enacted.

VII

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

- (a) 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 Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of NORTHERN SONOMA HEALTHCARE FOUNDATION has executed these Articles of Incorporation on March 30, 2001.

(original signed by Alson Kemp)

Alson R. Kemp, Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the sole Incorporator of NORTHERN SONOMA HEALTHCARE FOUNDATION and have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on March 30, 2001, at Healdsburg, California.

I declare that the foregoing is true and correct.

(original signed by Alson R. Kemp)

Alson R. Kemp

*Office of the
Secretary of State seal here*

*Endorsed and filed in the office
of the Secretary of State of the
State of California
April 25, 2001
Bill Jones, Secretary of State*

Numbered 2341262

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Northern Sonoma Healthcare Foundation, a California corporation.
2. The name of the corporation, Northern Sonoma Healthcare Foundation in the Articles of Incorporation of this corporation is amended to read as follows:

Healthcare Foundation Northern Sonoma County
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: March 25, 2003

(original signed by Alson Kemp)
Alson R. Kemp, President

(original signed by Kay R. Reed)
Kay R. Reed, Secretary