



Phone: (503) 986-2200
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Articles of Incorporation—Nonprofit

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

REGISTRY NUMBER: _____

For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
 We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in **Black Ink**. Attach Additional Sheet if Necessary.

1) **NAME** Metropolitan Portland Health Information Exchange

2) **REGISTERED AGENT**

Nancy Clarke

3) **REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS** (Must be an Oregon Street Address, which is identical to the registered agent's business office. Must include city, state, zip; **No PO boxes.**)

c/o Oregon Health Care Quality Corp
619 SW 11TH AVE, SUITE 221
Portland, OR 97205

4) **ADDRESS FOR MAILING NOTICES**

c/o Oregon Health Care Quality Corp
PO BOX 40654
Portland, OR 97240

5) **OPTIONAL PROVISIONS: SEE ATTACHED ARTICLE 5**

6) **TYPE OF CORPORATION** (Select only one)

Public Benefit Mutual Benefit Religious

7) **WILL THE CORPORATION HAVE MEMBERS?** YES NO

ORS 65.001(28)
 (a) "Member" means any person or persons entitled, pursuant to a domestic or foreign corporation's articles or bylaws, without regard to what a person is called in the articles or bylaws, to vote on more than one occasion for the election of a director or directors.
 (b) A person is not a member by virtue of any of the following rights the person has:
 (A) As a delegate;
 (B) To designate or appoint a director or directors;
 (C) As a director; or
 (D) As a holder of an evidence of indebtedness issued or to be issued by the corporation.
 (c) Notwithstanding the provisions of paragraph (a) of this subsection, a person is not a member if the person's membership rights have been eliminated as provided in ORS 65.164 or 65.167.

8) **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

SEE ATTACHED ARTICLE 8

9) **INCORPORATORS** (List names and addresses of each incorporator. Attach a separate sheet if necessary.)

NAME	STREET ADDRESS	CITY/STATE/ZIP
<u>Nancy Clarke</u>	<u>c/o Oregon Health Care Quality Corp</u> <u>619 SW 11TH AVE, SUITE 221</u>	<u>Portland, OR 97205</u>
<u>Denise Honzel</u>	<u>c/o Oregon Health Care Quality Corp</u> <u>619 SW 11TH AVE, SUITE 221</u>	<u>Portland, OR 97205</u>

10) **EXECUTION** (All Incorporators must sign. Attach a separate sheet if necessary.)
 By my signature, I declare as an authorized authority, that 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.

<i>Signature</i>	<i>Date</i>
_____	_____
_____	_____
_____	_____

FEES

Required Processing Fee \$50
 Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to
 "Corporation Division."

NOTE:
 Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

11) **CONTACT NAME** (To resolve questions with this filing.) Nancy Clarke
DAYTIME PHONE NUMBER (Include area code.) 503-241-3571

ARTICLES OF INCORPORATION
OF
Metropolitan Portland Health Information Exchange
(an Oregon Nonprofit Corporation)

Article 1 - Name of Corporation

The name of this corporation is **Metropolitan Portland Health Information Exchange** (hereinafter referred to as the "Corporation").

Article 5 – Optional Provisions

Article 5. Section 1 – Purpose: The purposes for which this Corporation is organized are as follows:

Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Corporation is organized for the purpose of operating a health information exchange and related services to enhance clinical care in the community and the public's health by (1) facilitating timely and secure access by health care providers (physicians and other clinicians) to clinical information between the various organization in the community that have such information and (2) such other activities that help to improve the quality of health care provided in the community.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 8 – Distribution of Assets Upon Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.