

**RESTATED ARTICLES OF INCORPORATION
OF
GROUP HEALTH FOUNDATION**

The undersigned hereby signs and verifies the following Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Group Health Foundation.

**ARTICLE II
PURPOSES**

This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under Chapter 24.03 RCW, the Washington nonprofit corporation act, for the primary purpose of addressing the health-related social welfare needs of the people of the state of Washington. The purposes of the corporation shall be charitable and shall include:

1. Improving the health and wellness of the people of the state of Washington by, among other things, (a) promoting health and wellness, (b) identifying and addressing social determinants, inequities, and other structural issues that negatively affect health and wellness, and (c) advocating for system and other changes that would achieve such purposes;
2. Identifying intractable health care, wellness, social, and other systemic issues in cooperation and collaboration with communities, individuals, and other interested persons;
3. Conducting and supporting policy and scientific research to achieve the organization's purposes, and to inform and evaluate the efforts described here; and
4. Leveraging the knowledge and experience derived from the above to influence health and wellness beyond the state of Washington.

**ARTICLE III
COMMERCIAL REGISTERED AGENT**

The commercial registered agent of the corporation is National Registered Agents, Inc.

**ARTICLE IV
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE V
LIMITATIONS AND POWERS**

Section 5.1 Limitations

5.1.1 This corporation is organized and operated exclusively for charitable and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

5.1.2 The primary purpose of this corporation shall not consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office or providing a private benefit to a political party.

5.1.3 The property of this corporation is irrevocably dedicated to charitable and social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private shareholder or individual.

Section 5.2 Distribution of Assets on Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code.

Section 5.3 Powers. The corporation shall have all of the powers of a nonprofit corporation enumerated in the Washington nonprofit corporation act.

**ARTICLE VI
DIRECTORS**

The management of the corporation will be vested in a board of directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be as set forth in the bylaws of the corporation.

**ARTICLE VII
LIMITATION OF EACH DIRECTOR'S LIABILITY**

A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director,

or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Right to Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a director or officer of the corporation or, while a director or officer, they are or were serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of their heirs, executors and administrators; provided, however, that except as provided in Section 8.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 8.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 8.1 or otherwise.

Section 8.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 8.1 of this Article is not paid in full by the corporation within 60 days

after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be 20 days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 8.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors or otherwise.

Section 8.4 Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provisions. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 8.5 Indemnification of Employees and Agents of the corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

**ARTICLE IX
MEMBERSHIP**

The corporation shall have no members.

CERTIFICATION

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended by the Articles of Amendment. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Executed under penalty of perjury under the laws of the State of Washington, this 10th day of December, 2019.



Jan Olmstead
Secretary
Group Health Foundation