

**RESTATED
ARTICLES OF INCORPORATION
OF
SEA MAR COMMUNITY HEALTH CENTERS**

ARTICLE I.

The name of the corporation is Sea Mar Community Health Centers.

ARTICLE II.

The purposes for which this corporation is organized are exclusively charitable, educational and scientific, and consist of the following:

A. The specific and primary purposes are:

- (1) To provide health and social services in a manner which promotes the accessibility, acceptability, availability and quality of such services for all persons who are traditionally underserved such as minority, elderly, disabled, low-income and otherwise disadvantaged persons.
- (2) To implement new approaches and concepts in the delivery of health and social services directed at combining, coordinating and strengthening delivery resources and expanding community awareness of such resources.
- (3) To foster low-income housing through developing, owning and/or managing housing affordable to low-income individuals and families in the corporation's service area.
- (4) To provide for education and preservation of the history, arts and culture of the Latino, people of color and other communities within the State of Washington and the Pacific Northwest.
- (5) To promote the health, welfare and self-sufficiency of minority, elderly, disabled, low-income and otherwise disadvantaged persons in the State of Washington.
- (6) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

- (7) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- B. In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall be able to exercise all other rights and powers conferred on the corporations formed under the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational, scientific purposes of the Corporation.
- C. All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the corporation shall be deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

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 any candidate for public office. Notwithstanding any other provisions 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 and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE IV

The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable, educational and scientific purposes.

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 or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized. Any assets not so disposed, including any assets held in trust by the Corporation which cannot be distributed without judicial intervention, shall be disposed by the Superior Court in the county in which the principal office of the corporation is then located, exclusively to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

The period of the duration of the Corporation shall be perpetual.

ARTICLE VI

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than nine (9) nor more than twenty-five (25) persons.

ARTICLE IX

The address of the registered office of the Corporation shall be 1040 South Henderson Street, Seattle, Washington 98108. The name of the registered agent at such address shall be Rogelio Riojas. The registered office and registered agent may hereafter be changed pursuant to RCW 24.03.055 or such other state law as may hereafter be adopted.

ARTICLE X

The Incorporators of the Corporation were Rene Charles and Jose A. Rodriguez. The current members of the Board of Directors are:

Felipe Martinez

Gregory J. Ma

David Gasca

Silverio Vivanco Sanchez

James Caudle

Augie Delgado

Diana D. Savelle

Michelle Danley

Erasmio Gamboa

Katherine Lowe

ARTICLE XI

The members of the Board of Directors shall not have any personal liability to the Corporation for monetary damages for conduct as a Director; provided that this provision shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, or for any transaction from which the Director will personally receive a benefit or money, property, or services to which the Director is not legally entitled. Any liability of a Director for any act or omission occurring before the effective date of this Restated Articles of Amendment shall not be eliminated or limited.

There are no members of the Corporation. Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the Board of Directors of Sea Mar Community Health Centers adopts the foregoing Restated Articles of Incorporation by a majority vote of the Directors at a meeting of the Board held on May 4, 2021. These Restated Articles of Incorporation correctly set forth without change the provisions of the articles of incorporation as amended and that the Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

SEA MAR COMMUNITY HEALTH CENTERS

By: 
Its: Board Chair