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EXEC

File No.: 6491596

Date Filed: 12/11/2024

ARTICLES OF INCORPORATION

OF

OASIS HEALTH CLINIC

a California Nonprofit Public Benefit Corporation

ARTICLE I

NAME & INITIAL ADDRESS OF CORPORATION

The name of the corporation is Oasis Health Clinic (the "Corporation").

The initial address of the Corporation is 399 E. Highland Ave, Suite 301, San Bernardino, California 92404.

ARTICLE II

ORGANIZATION

The 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 charitable purposes.

ARTICLE III

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation's purposes shall include, but not be limited to, operate a federal qualified health center ("FQHC") pursuant to the guidelines and requirements proscribed by the Department of Health and Human Services and California Department of Health Care Services, among other agencies. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, as permitted to be carried on by nonprofit public benefit corporations by the laws of California, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized including the making of grants to other organizations that further the Corporation's purposes.

ARTICLE V
REGISTERED AGENT

The name and address in the State of California of the Corporation's initial agent for service of process is:

Douglas Klean
2102 N. Waterman Ave.
San Bernardino, CA 92404

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator are as follows:

Douglas Klean
2102 N. Waterman Ave.
San Bernardino, CA 92404

ARTICLE VII
PROHIBITED TRANSACTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons within the meaning of Section 501(c)(3) of the Code, 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 forth in Article IV hereof.

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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors to constitute the initial Board of Directors shall be determined and named by the Incorporator. Upon nomination of the initial Board of Directors, all powers of the Incorporator shall terminate. The number of directors may be increased or decreased as set forth in the Bylaws of the Corporation.

ARTICLE IX

DISSOLUTION

In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation (i) to the Member, provided the Member is then exempt from taxation under Section 501(c)(3) of the Code; or (ii) if the Member does not satisfy the requirements of (i), to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for similar charitable purposes as those of the Corporation.

ARTICLE X

NO PERSONAL LIABILITY FOR CORPORATE DEBTS

To the fullest extent permitted by the laws of the State of California, as now in effect or as may hereafter be amended, the directors of the Corporation will not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except for liability (a) for any breach of the director's loyalty to the Corporation; (b) for the acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) for any transaction from which the director derived any improper personal benefits.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify and protect any director, officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the State of California.

[Signature Page to Follow]

In affirmation of the facts stated above, these Articles of Incorporation have been signed
this 18 day of NOVEMBER, 2024.



Douglas Klean, Incorporator

B3234-1044 12/11/2024 4:12 PM Received by California Secretary of State