

1964001

FILED 

in the office of the Secretary of State
of the State of California

MAR 18 1996

**ARTICLES OF INCORPORATION
OF
KAISER PERMANENTE INTERNATIONAL**


BILL JONES, Secretary of State

ONE: The name of this corporation is:

KAISER PERMANENTE INTERNATIONAL

TWO: 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.

THREE: The corporation's principal purpose is to consult and advise on the design, organization and operation of health plans, hospitals, medical offices and other health care facilities and services, and to operate such facilities, for the benefit of individuals anywhere in the world. The corporation's related purposes are to encourage the establishment of nonprofit, direct service health care plans anywhere in the world in which membership is available to the public at reasonable cost, and without regard to age, sex, race, religion or national origin; to educate and train physicians, medical students, and other health care professionals; to organize and arrange programs for health education, prevention of disease, and early detection of impairments of health; and, subject to Article SIX, to support such other charitable, scientific, educational and hospital endeavors as the corporation may deem advisable.

FOUR: The sole member of the corporation is Kaiser Foundation Hospitals, a California nonprofit public benefit corporation.

FIVE: The corporation's Bylaws shall set forth the number of Directors, their term of office and the manner of their election.

SIX: The corporation's assets are irrevocably dedicated to public and charitable purposes. The corporation does not and shall not have the power to distribute gains, profits or dividends to its Directors or officers, and no part of its net

earnings shall inure to the benefit of any Director or officer of the corporation or to any other individual, but the corporation may compensate Directors and officers for the reasonable value of goods or services that they furnish to the corporation.


Upon the corporation's liquidation or dissolution, the Board of Directors shall, after paying or adequately providing for the corporation's liabilities, distribute the corporation's assets to one or more organizations exempt from tax under Internal Revenue Code Section 501(c)(3), or any amendment or successor thereto. The corporation's assets may not be distributed so as to inure directly or indirectly to the benefit of any Director or officer of the corporation, or to any other individual, or to any corporation, trust or organization whose net earnings inure to the benefit of any individual.

SEVEN: The corporation's initial agent for service of process is The Prentice Hall Corporation System, Inc.

EIGHT: The duration of the corporation is perpetual.

We, the undersigned incorporators, declare under penalty of perjury that each of us has examined the foregoing and to our knowledge and belief of each of us, it is true, correct, and complete.

Dated: 3/7/96


(Signature of Incorporator)

Kirk E. Miller
(Typed Name of Incorporator)




Executive Offices, Ordway Building

CERTIFICATE

I, the undersigned, Kirk Miller, do hereby attest that I am a Senior Vice President, General Counsel and Secretary of Kaiser Permanente Advisory Services, a California nonprofit corporation, which is a part of the Kaiser Permanente Medical Care Program. I further attest that Kaiser Permanente Advisory Services consents to the use of the name Kaiser Permanente International by a new, nonprofit subsidiary of Kaiser Foundation Hospitals which will be a part of the Kaiser Permanente Medical Care Program.

Executed at Oakland, California, this 16 day of February, 1996.


Kirk Miller
Senior Vice President

J:\ADAMS\UCERT\KPAS.KPI