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-FILED-

File No.: 6509940

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**ARTICLES OF INCORPORATION
OF
MONTAGE SURGICAL GROUP**

ARTICLE I – CORPORATE NAME

The name of the Corporation is Montage Surgical Group (the “Corporation”)

ARTICLE II – PURPOSE STATEMENT

A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this Corporation are charitable and educational in nature within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 214 of the California Revenue and Taxation Code and are to (i) establish and maintain one or more free-standing outpatient health care facilities to provide orthopedic medical or surgical services or treatment to patients who remain fewer than twenty-four hours; and (ii) engage in any other activities and programs incidental to, supportive of, and/or in furtherance of, the advancement of the charitable activities and purposes of the Corporation, including educational activities related to rendering care to the sick and injured, the promotion of health, scientific healthcare-related research and other health care activities to promote the general health of the community.

C. The general purposes and powers of the Corporation are to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of California.

ARTICLE III -AGENT FOR SERVICE OF PROCESS

The agent for service of process is:

Greg Smorzewski,
23625 Holman Highway,
Monterey CA 93940

ARTICLE IV– BUSINESS ADDRESS

The street address of the Corporation is:

23625 Holman Highway
Monterey, CA 93940

The mailing address of the Corporation is:

P.O. Box HH
Monterey, CA 93942

ARTICLE V - ADDITIONAL STATEMENTS

A. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 214 of the California Revenue and Taxation Code.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

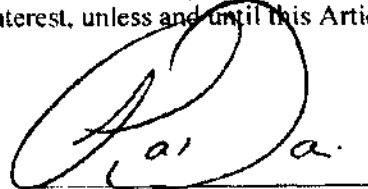
C. Notwithstanding any other provision of these restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

D. The property of the Corporation is irrevocably dedicated to charitable purposes set forth in Article V hereof, meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to Montage Health, a California nonprofit public benefit corporation, if then exempt under Section 501(c)(3) of the Internal Revenue Code, and if not so exempt, to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable and/or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 214 of the California Revenue and Taxation Code.

ARTICLE VI - MEMBER

The sole member of the corporation, as the term "member" is defined in section 5056 of the California Nonprofit Public Benefit Corporation Law, shall be Montage Health, a California nonprofit public benefit corporation, or its successor in interest, unless and until this Article VI is amended to provide otherwise.

Dated: December 23, 2024



Patrick Davoodi, Incorporator