

F17000000 5079

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

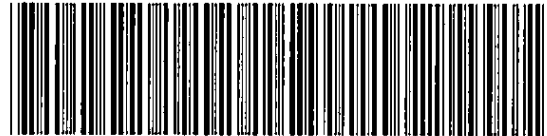
(Document Number)

Certified Copies _____ Certificates of Status _____

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600326390846

FILED
2019 MAR 22 AM 9:19
FALLS CHURCH, VA
FALLS CHURCH, VA

19 MAR 22 PM 10:43

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 674619 5024089

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : March 7, 2019

ORDER TIME : 9:10 AM

ORDER NO. : 674619-160

CUSTOMER NO: 5024089

FOREIGN FILINGS

NAME: QUALIS HEALTH

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: _____
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Vivian Vassall

Name of Contact Person

Qualis Health/Comagine Health

Firm/Company

10700 Meridian Ave N Suite 10

Address

Seattle, WA 98133

City/State and Zip Code

vivianv@qualishealth.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Vivian Vassall

at (206) 288-2403

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



RESUBMIT FILE 2NI

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2019

ATTN: ROXANNE TURNER
CSC WALK IN
TALLAHASSEE, FL

SUBJECT: QUALIS HEALTH, NON PROFIT CORPORATION
Ref. Number: F17000005079

We have received your document for QUALIS HEALTH, NON PROFIT CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist III

Letter Number: 919A00005815

19 MAR 26 11:43:43

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F17000005079

(Document Number of Corporation (If known))

1. Qualis Health, Non Profit Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Washington 3. 11/09/2017
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/12/2018

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. QualisHealthInsight Corporation
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

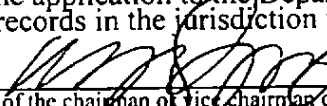
(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of the chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Marc Bennett

(Typed or printed name of the person signing)

President & CEO

(Title of person signing)


2019 MAR 22 AM 9:17
FILED

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify the foregoing is a true and accurate copy of the record on file in this office.

MAR 07 2019



Given under my hand and the Seal of the State of Washington in Olympia, the State Capital.

Total Pages: 5 





Office of the Secretary of State
Corporations & Charities Division

Washington Nonprofit Corporation

See attached detailed instructions

☐ Standard Filing Fee \$20.00

☒ Filing Fee with Expedited Service \$70.00

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FILED

Secretary of State

State of Washington

Date Filed: 04/12/2018

Effective Date: 04/16/2018

UBI No: 600 316 656

UBI Number: 600316656

ARTICLES OF AMENDMENT

Chapter 24.03 RCW

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

Qualis
Health

SECTION 2

ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check and complete one of the following)

- ☐ The amendment was adopted by a meeting of members held: (Date) _____
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- ☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- ☒ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) 4/6/2018

SECTION 3

AMENDMENTS TO ARTICLES ON FILE: (if necessary, attach additional information)

Existing Articles of Incorporation amended entirely to be replaced by the attached Amended Articles of Incorporation

SECTION 4

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)

- ☐ Upon filing by the Secretary of State
- ☒ Specific Date: 4/16/2018 (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

SECTION 5

SIGNATURE: (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X [Signature] QUALIS HEALTH BOARD CHAIR 4/12/18 206 510 5278
Signature Printed Name and Title Date Phone

Nonprofit Corporation - Amendment

Washington Secretary of State

Revised 07/10

AMENDED
ARTICLES OF INCORPORATION
OF
QUALISHEALTHINSIGHT

Pursuant to the provisions of RCW 24.03.183 of the Washington Nonprofit Corporation Act, the undersigned hereby adopts the following Restated Articles of Incorporation containing all amendments through June 30, 2018, for Qualis Health, and changing name to QualisHealthInsight:

Article I: Name

The name of the corporation is QualisHealthInsight (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III Purposes

The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

A. To improve population health, and to increase the effectiveness and quality of health care; to provide support to providers, health plans, purchasers, and consumers; to offer services to state and federal agencies and others to assist the agencies and providers, health plans, purchasers, and consumers to better manage health care under the existing health care system; and to assess, plan for and implement broader health care system transformation; and

B. 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.

Article IV: Powers and Limitations

The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes except as expressly limited by the Washington Nonprofit Corporation Act, as amended from time to time; these Articles of Incorporation; or any lawfully adopted Bylaws of the Corporation.

All of the purposes and powers of the Corporation 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 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, 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.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any 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 Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

Article V: Members

The Corporation shall have no members.

Article VI: Directors

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

Article VII: Director Liability Limitations

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 a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, 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

As shall be further set forth in the Bylaws of the Corporation, 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 he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was 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.

Article IX: Bylaws

Bylaws of the Corporation may be adopted or amended by the Board of Directors at any regular meeting, or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors as shall be set forth in the Bylaws.

Article X: Amendments to Articles of Incorporation

These Articles of Incorporation may be amended by the majority vote of the entire Board of Directors following all laws and procedures required under the Washington Nonprofit Corporation Act (RCW Chapter 24.03) at the time of such vote.

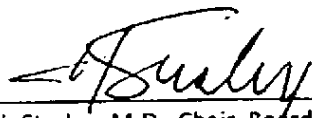
Article XI: Distribution of Assets on Dissolution of Corporation

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations, as determined by the Board of Directors, recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used to accomplish the purposes for which this Corporation is organized.

Article XII: Registered Office and Agent

The name and address of the registered agent for service of process is Jan Cunningham, 10700 Meridian Avenue North, Suite 100, Seattle, WA 98133-9008.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on April 6, 2018.

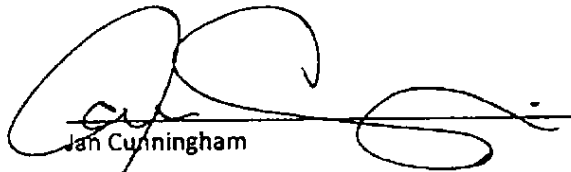


Hugh Straley, M.D., Chair, Board of Directors

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Jan Cunningham is hereby named and consents to serve as the registered agent in the state of Washington for the following corporation: QualisHealthInsight. As agent for the corporation, the registered agent will be responsible to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officers of the corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any change in the address of the registered office of the corporation for which such person is agent.

DATED: April 6, 2018.



Jan Cunningham

Address of Registered Agent:

10700 Meridian Avenue North
Suite 100
Seattle, WA 98133-9008

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify the foregoing is a true and accurate copy of the record on file in this office.

MAR 07 2019



Given under my hand and the Seal of the State of Washington in Olympia, the State Capital.

Total Pages: 5 