

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
WCCHD FINANCING CORPORATION II**

**ARTICLE I**

The name of this corporation is WCCHD FINANCING CORPORATION II.

**ARTICLE II**

A. 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 charitable and public purposes.

B. The purposes for which this corporation is formed are:

(1) The specific and primary purposes for which this corporation is formed are:

(a) To render financial assistance to the West Contra Costa Healthcare District (the "District"), by financing, refinancing, acquiring, constructing, improving, leasing and selling buildings, building improvements, equipment, and any other real or personal property.

(b) To acquire by lease, purchase or otherwise, real or personal property or any interest therein; to construct, reconstruct, modify, add to, improve or otherwise acquire or equip buildings, structures or improvements, and (by sale, lease, sublease, leaseback, gift or otherwise) make any part or all of any such real or personal property available to or for the benefit of the residents of the District.

(c) To promote the common good and general welfare of the residents of the District, and the governmental enterprises in the District and surrounding areas by the acquisition of the real and personal property as hereinabove described.

(d) To borrow the necessary funds to pay the cost of financing, refinancing, acquiring, constructing, replacing, establishing, improving, maintaining, equipping and operating such properties and facilities for the herein described purposes, the indebtedness for which borrowed money may, but need not, be evidenced by securities of this corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, pledge, encumbrance or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this corporation.

(e) To receive limited or conditional gifts or grants in trust, *inter vivos*, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of this corporation.

(2) The general purposes and powers are to have and exercise all rights and powers now

EXHIBIT B – Resolution No. 2019/15

or hereafter conferred on nonprofit corporations under the laws of the State of California; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation; provided, further, that this corporation shall not have the power to, and shall not, do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 and regulations promulgated pursuant to such sections as they now exist or as they may hereafter be amended.

**ARTICLE III**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

**ARTICLE V**

A. This corporation is organized and operated for charitable and public purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986.

B. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

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

**ARTICLE VI**

A. During the continuance of this corporation, it may distribute any of its assets to the United States of America, the State of California, or any political subdivision thereof, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax-exempt status under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision made for the payment of, all debts and liabilities of this corporation, shall be distributed to the United States of America, the State of California, or any political subdivision thereof, or to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax-exempt status under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986.