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RESTATED ARTICLES OF INCORPORATION  
OF  
WATKINS PHARMACY, INC.

For Office Use Only

**-FILED-**

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The undersigned, acting as the sole shareholder and director of Watkins Pharmacy, Inc. (the "Corporation") under the Idaho Business Corporation Act ("IBCA"), adopts the following Restated Articles of Incorporation ("Articles") for such Corporation:

**ARTICLE 1  
NAME**

The name of the Corporation is Watkins Pharmacy, Inc.

**ARTICLE 2  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 3  
PURPOSE**

The objects and purposes for which this Corporation is organized shall be the transaction of any or all lawful business for which a corporation may be incorporated under the IBCA.

**ARTICLE 4  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation in the state of Idaho is 2790 West Cherry Lane in Meridian, Idaho 83642. The name of its registered agent at such address is Devin R. Trone.

**ARTICLE 5  
CAPITAL STOCK**

5.1 The Corporation is authorized to issue 1,000 shares of Common Stock, no par value per share ("**Common Stock**").

5.2 The Corporation shall from time to time, in accordance with the IBCA, increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient.

5.3 Except as may otherwise be set forth in these Articles, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of

stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

## ARTICLE 6 LIMITATION OF LIABILITY

6.1 To the fullest extent permitted by the IBCA, or any other applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, or for any action taken, or any failure to take any action, as a director.

6.2 If the IBCA is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the IBCA so amended.

6.3 Neither any amendment nor repeal of this Article 6, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article 6, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 6, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE 7 INDEMNIFICATION

7.1 The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the IBCA, or any other applicable law, as the same exists or may hereafter be amended, any director of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

7.2 The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by the IBCA, or any other applicable law, as the same exists or may hereafter be amended, any officer, employee or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans,

against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

7.3 Neither any amendment nor repeal of this Article 7, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article 7, shall eliminate or reduce the effect of this Article 7 in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article 7, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE 8 BOARD OF DIRECTORS**

8.1 All corporate powers shall be exercised under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a Preferred Stock Designation or a shareholder agreement authorized under Section 30-29-732 of the IBCA.

8.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

**Devin R. Trone**  
2790 West Cherry Lane  
Meridian, Idaho 83642

A handwritten signature in dark ink, appearing to read 'D-R-T', is written over a horizontal line.

Devin R. Trone  
Watkins Pharmacy, Inc.  
sole shareholder and Director