

AMENDMENTS TO ARTICLES OF INCORPORATION OF ROCKY MOUNTAIN DIABETES AND OSTEOPOROSIS CENTER PA

Pursuant to the provisions of sections 30-29-1006 and 30-29-1007 of the Idaho Business Corporation Act, Rocky Mountain Diabetes and Osteoporosis Center PA, adopts the following amendments to its articles of incorporation and restates the articles of incorporation:

The following amendments to the articles of incorporation were adopted by the shareholders and the corporation on November 15, 2022 in a manner prescribed by the Idaho Business Corporation Act:

Amendments. The text of each article being amended is as follows:

1. *Name.* The name of the corporation is Rocky Mountain Diabetes and Osteoporosis Center PA
2. *Duration.* The period of its duration is perpetual.
3. *Purpose and powers.* Its purpose is to transact the business of medicine and surgery, allied professional services, and all other activities necessary, suitable or convenient to the practice of medicine and surgery and allied professional services.
4. *Authorized Shares.* It shall have authority to issue 10,000 shares all in one class and series.
5. *Registered office and agent.* The address of its registered office is 955 Pier View Dr., Idaho Falls, Idaho. The name of its registered agent at such address is Guardian Registered Agents LLC.
6. *Initial incorporator.* The name and address of the original incorporators was:
John E. Liljenquist, 3001 Gustafson Circle, Idaho Falls, Idaho
7. *Additional articles.* The following provisions shall govern the shares and shareholders of the corporation:
 - a. *Qualification of shareholders.* Only a natural individual can become a shareholder and only if he or she is licensed to practice medicine and surgery in the state of Idaho, is actively practicing medicine and surgery in the state of Idaho, is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation.
 - b. *Voting.* The voting rights associated with each share may not be voted by agreement or any other type of arrangement vesting another person with authority to exercise the voting power of any of his or her shares.
 - c. *Severance of relationship with corporation.* If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice medicine within the state of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of medicine, (3) dies, (4) is adjudicated incompetent, or (5) retires, he shall no longer be employed by the corporation and he shall sever all financial interests in the corporation.

All shares of any shareholder who ceases to be eligible to be a shareholder of the corporation shall be transferred in accordance with the provisions of paragraph (d).
 - d. *Purchase of transfer upon ineligibility.* Within 30 days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase or redeem all of the shares that person owns. The purchase or redemption price to

be paid by the corporation shall be the one-third of shareholder's prior year compensation excluding bonuses.

e. *Limitation on transfer of shares.* No shareholder may sell or transfer his shares except to the corporation or to another individual who is eligible to be a shareholder. Any such sale or transfer to another individual eligible to be a shareholder may be made only after being unanimously approved by all shareholders, at a stockholder's meeting specially called for such purpose.

f. *Liability.* Any officer, shareholders, agent or employee of the corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of the corporation to the person for whom such professional services were being rendered.

g. *Shareholder agreement.* All shareholders shall hold shares subject to the provisions of any Shareholder Agreement adopted by the shareholders and as amended from time to time. The shareholder agreement may contain by laws, control management, control voting, provide for redemption of shares, govern the terms of employment of shareholders, provide for the protection of corporate intellectual property, and any other provisions or limitations considered appropriate by the shareholders.

h. *Limitation of director liability.* No director shall be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the corporation or the shareholders, (iii) a violation of section 30-1-833, Idaho Code, or (iv) an intentional violation of criminal law

i. *Indemnification.* The corporation shall indemnify each director for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for: (i) receipt of a financial benefit to which he is not entitled, (ii) an intentional infliction of harm on the corporation or its shareholders, (iii) a violation of section 30-1-833, Idaho Code, or (iv) an intentional violation of criminal law.

The shareholders approved the amendments as required by Title 30, Chapters 20,21, and 29, Idaho Code or by the Articles of Incorporation.

RESTATEMENT OF ARTICLES OF INCORPORATION OF ROCKY MOUNTAIN DIABETES AND OSTEOPOROSIS CENTER PA

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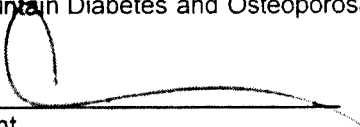
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Dated: November 15, 2022

Rocky Mountain Diabetes and Osteoporosis Center
PA

By 
its President

ATTEST


Secretary