

STATEMENT OF CONVERSION

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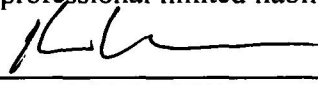
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THIS STATEMENT OF CONVERSION (this "Statement"), d: File #: 0004543958 day of December, 2021, involving Clinical Neuroscience Management PLLC, Date Filed: 12/29/2021 9:46:00 AM limited liability company (the "Converting Entity"), which is being converted (the "Conversion") into Clinical Neuroscience Management, PC, an Idaho professional corporation (the "Converted Entity"), and is intended to comply with Idaho Code Section 30-22-101 *et seq.* (the "Idaho Model Entity Transactions Act").

1. Name, Jurisdiction and Type of Converting Entity. The name of the Converting Entity is Clinical Neuroscience Management PLLC, an Idaho professional limited liability company.
2. Name, Jurisdiction and Type of Converted Entity. The Converted Entity shall be named Clinical Neuroscience Management, PC, an Idaho professional corporation.
3. Effective Date. The effective date of the Conversion (the "Effective Date") shall be the date this Statement is filed with the Idaho Secretary of State.
4. Approval of Plan of Conversion. The Plan of Conversion was approved by the Converting Entity in accordance with Section 30-22-403 of the Idaho Model Entity Transactions Act.
5. Proposed Public Organic Document. A true and correct copy of the proposed Articles of Incorporation of the Converted Entity is attached hereto and incorporated herein as **Attachment A.**

IN WITNESS WHEREOF, the undersigned, being the sole member and sole manager of Clinical Neuroscience Management PLLC, hereby executes this Statement on behalf of Clinical Neuroscience Management PLLC, as of the Effective Date.

CLINICAL NEUROSCIENCE MANAGEMENT PLLC,
an Idaho professional limited liability company

By: 
Name: Kenneth Little, M.D.
Its: Sole Member and Manager

ATTACHMENT A

Articles of Incorporation

[see attached]

**ARTICLES OF INCORPORATION
OF CLINICAL NEUROSCIENCE MANAGEMENT, PC**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the incorporator of CLINICAL NEUROSCIENCE MANAGEMENT, PC, an Idaho professional corporation (the "Corporation"), under and pursuant to the provisions of the Idaho Business Corporation Act and the Idaho Uniform Business Organizations Code, as the same may be amended from time to time (collectively, the "Act"), does adopt the following Articles of Incorporation:

ARTICLE 1. NAME.

The name of the corporation is Clinical Neuroscience Management, PC.

ARTICLE 2. DURATION.

The period of the Corporation's duration is perpetual.

ARTICLE 3. PURPOSE.

The purpose and objects for which the corporation is formed are as follows:

(a) The Corporation is formed and organized for purpose of rendering professional medical services by and at the direction of persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of medicine and such other allied professional services and business as allowed under the Act. The Corporation shall carry on the practice of medicine and render professional medical services and related ancillary services only through or at the direction of its officers, employees and agents who are duly licensed or otherwise legally authorized to render or direct such professional services within the State of Idaho. The Corporation may provide professional medical services in partnership with other professional corporations and through contractual relationships with other healthcare providers.

(b) The Corporation by and through its officers and directors shall have the power and authority to invest corporate funds in real estate, mortgages, stocks, bonds or any other types of investments, or from owning real or personal property necessary for the rendering of professional services by the Corporation.

(c) Pursuant to and within the limitations of the aforementioned power and authority of the officers and directors of the Corporation, said officers and directors shall be, and hereby are authorized to do the following acts in the name of, and on behalf of, the Corporation:

(1) To have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho upon professional service corporations organized under the Act, or under any act amendatory thereof, or supplemental thereto, or substituted therefore;

(2) To render professional services as licensed physicians and such other allied professional services as allowed under the Act through its

officers, employees and agents only, and only by said officers, employees and agents being properly and duly licensed or otherwise legally authorized to render professional services within the State of Idaho; provided, that any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Idaho or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, the Corporation forthwith, and shall return any capital stock of the Corporation held by such individual to the treasury of the corporation, to be canceled or otherwise disposed of by the Corporation in accordance with the provisions hereof and the Bylaws of the Corporation.

(3) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however:

- i) That the Corporation may not use any of its funds or property for the purchase of its own stock when such would cause any impairment of the capital of the Corporation;
- ii) That the shares of its own capital stock belonging to the Corporation shall not be voted directly or indirectly;
- iii) No capital stock of the Corporation may be issued to anyone other than an individual (or to an entity owned by an individual) who is duly licensed under the laws of the State of Idaho to practice medicine as a licensed physician and who is eligible to be a shareholder of the Corporation under the provisions of the Internal Revenue Code;
- iv) Subject to the provisions of the Act and any similar limitations contained in these Articles of Incorporation, the officers and directors of the Corporation shall be, and hereby are, authorized to transact any and all lawful business for which the corporation may transact as allowed under the Act.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business

or to exercise any power or to do any act which a professional corporation formed under the Act, or any amendment thereof, or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE 4. SHARES.

The Corporation is authorized to issue 100,000 shares of stock with no par value per share. There shall be only one class of shares.

ARTICLE 5. REGISTERED OFFICE AND AGENT.

The address of the registered office of the Corporation shall be 601 W. Bannock Street, Boise, Idaho 83702, and the initial registered agent at that office shall be Givens Pursley Corporate Services, LLC.

ARTICLE 6. BOARD OF DIRECTORS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the Bylaws or a Shareholders Agreement adopted under section 30-29-732 of the Idaho Business Corporation Act.

ARTICLE 7. AMENDMENT.

Amendments to these Articles of Incorporation shall require the affirmative vote of shareholders holding not less than eighty percent (80%) of the issued and outstanding shares of stock of the Corporation.

ARTICLE 8. INDEMNIFICATION.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists as of the date hereof or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

ARTICLE 9. LIMITATION OF LIABILITY.

No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 30-29-832 of the Idaho Business Corporation Act; or (iv) an intentional violation of criminal law.

ARTICLE 10. APPROVAL AND ADOPTION.

These Articles of Incorporation were adopted by unanimous resolution of all of the shareholders and all of the directors of the Corporation dated December 29, 2021.

ARTICLE 11. EXECUTION.

The undersigned has executed these Articles of Incorporation dated December 29, 2021.



Kenneth Little, M.D., Incorporator
2023 Claremont Dr
Boise ID 83702