

**FILED EFFECTIVE**

**Articles of Incorporation  
of  
Darin R. Mooso, DDS, P.C.  
An Idaho Professional Corporation**

2016 NOV 18 PM 4:52  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Incorporator desires to form a corporation under the laws of the State of Idaho by delivering in duplicate to the Idaho Secretary of State of the State of Idaho these Articles of Incorporation, in accordance with the provisions of Idaho Uniform Business Organizations Code and Idaho Business Corporation Act of Idaho (*Act*).

**Article One  
Name**

The name of the Corporation is Darin R. Mooso, DDS, P.C.

**Article Two  
Registered Agent**

The Corporation's initial Registered Office address in the State of Idaho is: 3023 E. Copper Point Drive, Ste. 106, Meridian, Idaho 83642.

The name of the Corporation's initial Registered Agent at that office is Steve Rausch Law Office, PLLC.

**Article Three  
Stock**

The total number of shares of stock that the Corporation has authority to issue will be 10,000 shares of Common Stock without par value, all of one class.

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## **Article Four Preemptive Shareholder Rights**

The preemptive right of a shareholder to acquire additional shares is affirmed.

## **Article Five Incorporator**

The name and residence of the Incorporator is as follows.

Name:

Address:

Steven R. Rausch

3023 E. Copper Point Drive, Ste. 106  
Meridian, Idaho 83642

## **Article Six Board of Directors**

The Board of Directors will have one Director.

The name of the Director is:

Darin R. Mooso. 4105 S. Clocktower Ave, Caldwell, Idaho 83607

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the stockholders. The initial Director will hold office for a term that expires at the next annual meeting of stockholders, at which time the stockholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

## **Article Seven**

### **Limitations on Authority of Board of Directors**

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the stockholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid:

- A. Issuing shares of stock of any class now or later authorized, or any securities exchangeable for, or convertible into such shares, warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares.
- B. Redeeming shares of its own stock, or purchasing or otherwise acquiring its own shares.
- C. Making any loans or advances other than to employees and suppliers in the ordinary course of business.
- D. *Amending the Corporation's Bylaws.*
- E. *Amending these Articles of Incorporation.*

## **Article Eight**

### **Purposes**

The Corporation is formed:

- to provide dentistry professional services; and
- to do anything permitted of corporations under the provisions of the Act, as amended from time to time.*

## **Article Nine**

### **Release from Personal Liability**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Idaho law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Idaho law; or

an intentional violation of criminal law.

## **Article Ten Indemnification**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

a financial benefit received by a Director or officer to which he or she is not entitled under Idaho law;

an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;

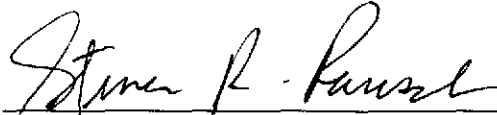
any distribution for which a Director or officer votes or approves that is not lawful under Idaho law; or

an intentional violation of criminal law.

## **Article Eleven Power to Enact, Amend, and Repeal Bylaws**

The Corporation's Board of Directors and stockholders together hold the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

These Articles of Incorporation have been signed on November 18, 2016.



Steven R. Rausch, Incorporator