

**ARTICLES OF INCORPORATION
OF
APICEM REHAB CORPORATION**

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**ARTICLE 1.
NAME**

The name of the corporation is **APICEM REHAB CORPORATION** (the “Corporation”).

**ARTICLE 2.
DURATION**

The Corporation has perpetual existence.

**ARTICLE 3.
PURPOSE**

The Corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under §30-29 of the Idaho Code, as amended (the “**Idaho Business Corporation Act**”).

**ARTICLE 4.
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 307 North Lincoln Street, Post Falls, Idaho 83854, and the name of the registered agent at such address is Jacob Godak.

**ARTICLE 5.
CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is Thirteen Million (13,000,000), consisting of Ten Million (10,000,000) shares of Common Stock, par value \$0.0001 per share (the “**Common Stock**”), and Three Million (3,000,000) shares of Preferred Stock, par value \$0.0001 per share (the “**Preferred Stock**”).

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly authorized to provide for the issuance of shares of Preferred Stock in one or more series and, by filing articles of amendment pursuant to the applicable laws of the State of Idaho (a “**Preferred Stock Designation**”), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The designation of the series, which may be by distinguishing number, letter or title.

(b) The number of shares of the series, which the Board of Directors may thereafter (except where otherwise provided in a Preferred Stock Designation) increase or decrease (but not below a number of shares thereof then outstanding).

(c) The amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative.

(d) Dates at which dividends, if any, shall be payable.

(e) The redemption rights and price or prices, if any, for shares of the series.

(f) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.

(g) The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

(h) Whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made.

(i) Restrictions on the issuance of shares of the same series or of any other class or series.

(j) The voting rights, if any, of the holders of shares of the series.

The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as may otherwise be provided in these Articles of Incorporation, in a Preferred Stock Designation or by applicable law, the holders of shares of Common Stock shall be entitled to one vote for each such share upon all questions presented to the shareholders, the

Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of shareholders.

ARTICLE 6.
BYLAWS

The Board of Directors, by a vote of at least sixty-six percent (66%) of the total number of directors then on the Board, shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

ARTICLE 7.
PREEMPTIVE RIGHTS

Shareholders of the Corporation do not have preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the Corporation.

ARTICLE 8.
DIRECTORS

The number of directors of the Corporation will be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified in the Bylaws. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Jacob Godak	307 North Lincoln Street Post Falls, ID 83854

The initial directors will serve until the first annual meeting of the shareholders and until their successors are elected and qualified.

ARTICLE 9.
CUMULATIVE VOTING

Shareholders of the Corporation do not have the right to cumulate votes in the election of directors.

ARTICLE 10.
LIMITATION OF DIRECTOR LIABILITY

A director of the Corporation will not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating Section 30-29-833 of the Idaho Business Corporation Act (which involves certain distributions by the Corporation); or
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation will not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of the director occurring prior to such repeal or modification.

ARTICLE 11.
INDEMNIFICATION OF DIRECTORS

11.1 The Corporation will indemnify its directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity will not apply with respect to:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of Section 30-29-833 of the Idaho Business Corporation Act; or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

The Corporation will advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

11.2 The Board of Directors will take such action as is necessary to carry out the indemnification and expense advancement provisions of Section 11.1. It is expressly empowered to adopt, approve, and amend from time to time Bylaws, resolutions, contracts, or other indemnification and expense advancement arrangements in order to implement the indemnification and expense advancement provisions of Section 11.1. Such Bylaws, resolutions, contracts or other arrangements must include, but are not to be limited to, a description of how indemnity determinations or advancement of expenses will be made.

11.3 No amendment or repeal of this Article will apply to or have any effect on any right to indemnification provided by this Article with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE 12.
AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation as allowed by the Idaho Business Corporation Act now or hereafter in force, and the rights of the shareholders of this Corporation are granted subject to this reservation.


ARTICLE 13.
INCORPORATOR

The name and address of the incorporator is:

Daniel M. Wadkins
601 West Riverside Avenue, Suite 1400
Spokane, WA 99201

The undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing Articles of Incorporation are true and correct to the knowledge of the undersigned, and that these Articles of Incorporation are the act and deed of the undersigned.

Executed this 20th day of March, 2019.


By _____
Daniel M. Wadkins, Incorporator