

**Certificate of Amendment and Restatement of
Articles of Incorporation of
North Idaho Dermatology, P.A.**

For Office Use Only

-FILED-

File #: 0005989408

Date Filed: 11/19/2024 4:37:00 PM

1. **Name.** The name of the corporation is North Idaho Dermatology, P.A.
2. **Text of Amendment.** This Certificate of Amendment and Restatement of Articles of Incorporation is attached to the text of the First Amended and Restated Articles of Incorporation. The articles of incorporation are amended and restated in their entirety. Included in the amendments is a change of the corporation's name from "North Idaho Dermatology, P.A." to "North Idaho Dermatology, Inc."
3. **Date of Adoption.** The First Amended and Restated Articles of Incorporation are adopted effective upon filing with the Idaho Secretary of State.
4. **Manner of Approval.** All amendments included in these First Amended and Restated Articles of Incorporation were duly approved and adopted by the unanimous written consent of the shareholders and the board of directors of the corporation effective November 1, 2024.

North Idaho Dermatology, P.A.

Date: November 6, 2024

DocuSigned by:
Danielle Zattoni
By: 87C9EF1B470A459
Name: Danielle Zattoni
Title: Chief Executive Officer

**North Idaho Dermatology, Inc.
First Amended and Restated Articles of Incorporation**

1. **Name.** The name of the corporation is North Idaho Dermatology, Inc. (“Corporation”)
2. **Authorized Shares.** The total number of shares the Corporation shall have authority to issue is 50,000 shares of common stock having no par value per share.
3. **Voting.** Each outstanding share of common stock shall have one vote for each matter submitted to a vote of the shareholders.
4. **Shareholder Action by Nonunanimous Written Consent.** Any action required or permitted by the Idaho Business Corporation Act, as it may be amended from time to time (“Act”), to be taken at a shareholders’ meeting may be taken without a meeting and without prior notice if consents in writing setting forth the action so taken are signed by the holders of the outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent must bear the date of signature of the shareholder who signs the consent and be delivered to the Corporation for filing by the Corporation with the Corporation’s records.
5. **Shareholders’ Agreement.** The shareholders’ agreement between the Corporation and its shareholders provides restrictions on transfers of the Corporation’s common stock and establishes approval thresholds for the minimum number of votes required to authorize or take certain action.
6. **Limitation on Liability.** To the fullest extent permitted by law, there shall be no liability of any director of the Corporation to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director. If the Act, as in effect from time to time, restricts the elimination or limitation of a director’s liability, then the foregoing provision shall not eliminate or limit the liability of each director of the Corporation to the extent the Act restricts the elimination or limitation, respectively, of a director’s liability. Any repeal or modification of this Article 6 shall not affect adversely any right or protection of any director of the Corporation with respect to any act or omission of the director occurring prior to the time of such repeal or modification.
7. **Indemnification.** The Corporation shall, to the fullest extent of the law, indemnify any director or officer of the Corporation for any liability (as defined in Section 30-29-850(3), Idaho Code, or its successor statute) to any person for any action taken, or any failure to take any action, as a director or officer, respectively. If the Act, as in effect from time to time, restricts any obligatory indemnification of a director or officer, then the foregoing provision shall not require indemnification of each director or officer of the Corporation to the extent the Act restricts obligatory indemnification of the director or officer. Any repeal or modification of this Article 7 shall not affect adversely any right or protection of any director or officer of the Corporation with respect to indemnification of the director or officer occurring prior to the time of such repeal or modification.
8. **Amendments.** These First Amended and Restated Articles of Incorporation may be amended only with the unanimous consent of the Corporation’s shareholders.

First Amended and Restated Articles of Incorporation