

**ARTICLES OF INCORPORATION
OF
GRP MD, P.C.**

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**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be GRP MD, P.C.

**ARTICLE II
DURATION OF CORPORATION**

The duration of the corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to provide and render medical and surgical services to the public, and generally to make investments and engage in any lawful act or activity permitted by a professional corporation under Section 30-21-901 of the Idaho Uniform Business Organizations Code, as amended after the formation of this corporation.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be 10,000 shares of non-assessable common stock having no par value per share. This corporation shall have one (1) class of stock. Each share of common stock shall be identical in interest.

**ARTICLE V
RESTRICTIONS ON SALE OR TRANSFER OF SHARES; PREEMPTIVE RIGHTS**

Each shareholder in this corporation shall provide for the redemption or cancellation of all shares owned by him which are transferred to any person or entity ineligible under the Section 30-21-901 of the Idaho Uniform Business Organizations Code, as amended, to be a shareholder in this corporation, whether such transfer be voluntary, involuntary or by operation of law. The corporation elects to have preemptive rights.

**ARTICLE VI
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time by resolution of the directors, but the number of directors shall not be less than one (1) nor more than three (3). No decrease in the

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number of directors shall have the effect of shortening the term of any incumbent director. Once elected, the directors may be removed by a vote of the shareholders with or without cause. The name and address of the person who is to serve as the initial director are:

Gavin R. Powell, MD
318 2nd Street S.
Nampa, Idaho 83651

**ARTICLE VI
NO CUMULATIVE VOTING**

There shall be no cumulative voting of shares.

**ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

**ARTICLE IX
LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for their conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE X
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not

adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

**ARTICLE XI
REGISTERED OFFICE**

The name and address of the registered agent of the corporation are:

Gavin R. Powell, MD
318 2nd Street S.
Nampa, Idaho 83651

**ARTICLE XII
INCORPORATOR**

The name and address of the incorporator are as follows:

Gavin R. Powell, MD
318 2nd Street S.
Nampa, Idaho 83651

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of May, 2021.



Gavin R. Powell, MD

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