

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ANESTHESIA ASSOCIATES OF BOISE, P.A.**

For Office Use Only

-FILED-

File #: 0005168967

Date Filed: 3/27/2023 11:41:00 AM

The undersigned, acting in the capacities indicated below and on behalf of Anesthesia Associates of Boise, P.A., an Idaho professional service corporation (the "Corporation"), hereby certify that, pursuant to Idaho Code Section 30-29-1003, the following Amended and Restated Articles of Incorporation ("Articles") were duly adopted by the Board of Directors and shareholders of the Corporation effective as of March 21, 2023. In accordance with Idaho Code Section 30-29-1007, these Articles replace and supersede, in its entirety, all former articles of incorporation of the Corporation, as amended, including, without limitation, those certain Articles of Incorporation of Jenkins, Turner, Wheeler & Snodgrass, P.A. dated September 20, 1971, as amended from time to time.

**ARTICLE I
NAME**

The Corporation's name is "Anesthesia Associates of Boise, P.A."

**ARTICLE II
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated for the purpose of engaging in the practice of medicine and allied professional services within the State of Idaho.

**ARTICLE IV
AUTHORIZED SHARES AND SHAREHOLDERS**

The Corporation is authorized to issue Five Thousand (5,000) shares of Corporation common stock, each such share having a par value of One Dollar (\$1.00). Pursuant to Idaho Code Section 30-21-901, none of the Corporation's shares of stock shall be issued or transferred to any person other than an individual duly licensed to practice medicine in the State of Idaho. None of the Corporation's shares of stock shall be subject to assessment.

**ARTICLE V
BOARD OF DIRECTORS**

5.1 Board of Directors.

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the Corporation managed under the direction of, its Board of Directors (the "Board"). The number of directors constituting the Board shall be determined in the manner

provided by the Corporation's Bylaws (the "Bylaws"). Only a person who is a Corporation shareholder may serve as a member of the Corporation's Board of Directors. Except as otherwise provided herein, the powers, duties, qualifications, terms of office, manner of election, time and criteria for replacement of directors shall be as set forth in the Bylaws.

5.2 Current Directors.

The names of the Corporation's current members of the Board are as follows, all of which have a mailing address of 2537 West State Street, Suite 200, Boise, Idaho 83702:

Robert Centeno, M.D.	Ryan Mecham, M.D.
Eric Deutsch, M.D.	Douglas Nicolarsen, M.D.
Michael Diggs, M.D.	Seth Price, M.D.
Jeffery Eidson, M.D.	Janeen Richins, M.D.
Megan M. Freestone-Bernd, M.D.	Mark Stacy, M.D.
R. Scott Herd, M.D.	Raphael Streiff, M.D.
Brenna Hise, M.D.	Barbara Tesnolhlidek, M.D.
Steven Love, M.D.	Louis D. Voulelis, M.D.

ARTICLE VI REGISTERED AGENT

The Corporation's current registered agent is James Lineberger, whose address is 2537 West State Street, Suite 200, Boise, Idaho 83702.

ARTICLE VII MAILING ADDRESS

The mailing address of the Corporation is: 2537 West State Street, Suite 200, Boise, Idaho 83702.

ARTICLE VIII DIRECTOR/CORPORATION RELATIONSHIPS

No contract or other transaction between the Corporation and any person, firm, or corporation shall be affected by the fact that any Corporation director is a party in any way connected with such person, firm, or corporation, provided the affected director discloses such relationship to the Board. Any such director may be counted in determining the existence of a quorum at any meeting of the Board which shall authorize any such contract or such transaction with like force and effect without regard to whether such director is an interested party, provided, however, for purposes of calculating the vote required, the vote of any interested director shall not be counted.

ARTICLE IX **DIRECTOR AND OFFICER LIABILITY LIMITATIONS**

No director or officer shall have any personal liability to the Corporation for monetary damages for conduct as a director or officer except to the extent such person shall have been grossly negligent or engaged in willful misconduct in the performance of such person's duties or engaged in conduct where the person had reasonable cause to believe that such conduct was unlawful, or to the extent such elimination of liability is not otherwise permitted under the Act. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

ARTICLE X **INDEMNIFICATION**

The Corporation shall indemnify each person who is or was a director, officer, employee, or other agent of the Corporation, or of any other corporation which such person is serving, or served in any capacity at the request of this professional corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee, or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee, or other agent of this professional corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as, such director, officer, employee, or other agent, whether or not such person continues to be such director, officer, employee, or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such person shall have been grossly negligent or shall have engaged in willful misconduct in the performance of such person's duties, and, in addition, in any criminal action or proceeding, shall have had reasonable cause to believe that such person's conduct was unlawful. As used in this Article IX, the terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer, employee or other agent. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, employee, or other agent did not meet the standards of conduct set forth in the first sentence of this Article X.

If several claims, issues, or matters of action are involved, any such person may be entitled to indemnification as to some matters even though such person is not so entitled as to others.

The Corporation may advance expenses to, or where appropriate may at its expense undertake the defense of, any such director, officer, employee, or other agent upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that such person is not entitled to indemnification under this Article X.

The provisions of this Article X shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall otherwise inure to the benefit of the heirs, executors, and administrators of any such person. Nothing contained herein shall restrict the right of the Corporation to indemnify or reimburse any person in any case which it deems to be proper even though not provided for herein. The Corporation, its directors, officers, employees, and other agents, shall not be liable in taking any action or making any payment under Article X, or in refusing so to do, in reliance upon the advice of counsel.

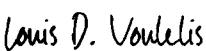
ARTICLE XI AMENDMENT

Subject to applicable laws, these Articles may be amended or repealed, and new articles adopted, at a meeting, by the affirmative vote of shareholders holding no less than seventy percent (70%) of all the issued and outstanding common stock of the Corporation entitled to vote, either upon recommendation by the Board or upon consideration of a resolution adopted by shareholders holding at least twenty-five percent (25%) of all the issued and outstanding common stock of the Corporation.

ARTICLE XII AUTHENTICATION

The undersigned, being the President and Secretary of the Corporation, hereby represent that the foregoing Articles were unanimously approved by the Board and shareholders of the Corporation effective as of March 21, 2023.

DocuSigned by:



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Louis D. Voulelis, M.D., President

DocuSigned by:



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Douglas W. Nicolarsen, M.D., Secretary