

FILED EFFECTIVE

2017 MAY -1 AM 11:06

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
STATE OF IDAHO

SCOTT R. HARDY, D.O., P.C.

The undersigned incorporator, desiring to form a professional corporation pursuant to the provisions of the Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Scott R. Hardy, D.O., P.C.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Purpose. The corporation is organized for the practice of the profession of medicine.

ARTICLE 4. Registered Office and Registered Agent. The address of the corporation's registered office in the state of Idaho is 420 East 400 North, Rexburg, Idaho 83440. The name of the corporation's registered agent at such address is Scott R. Hardy.

ARTICLE 5. Directors. The Board of Directors shall consist of one or more directors as set and elected by the shareholders. The number of individuals now constituting the Board of Directors is one and the name and address of the person who is to serve as director until the next annual meeting of shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Scott R. Hardy	420 East 400 North Rexburg, Idaho 83440

ARTICLE 6. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Craig G. Taylor	58 East 1 st North Rexburg, Idaho 83440

ARTICLE 6. Cumulative Voting. All shareholders of the corporation are entitled to cumulate their votes for directors.

IDAHO SECRETARY OF STATE
05/01/2017 05:00
CK:1500 CT:305794 BH:1581949
10 100.00 = 100.00 CORP #2

C213034

ARTICLE 7. Preemptive Rights. The corporation elects to have preemptive rights.

ARTICLE 8. Share Issuance and Transfer Restrictions. The issuance of shares by the corporation, and the transfer of issued and outstanding shares of the corporation, to any person who is not a shareholder of the corporation shall require prior written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation.

ARTICLE 9. Bylaws. The initial Bylaws of the corporation shall be adopted by the initial Board of Directors. Thereafter, the Bylaws of the corporation may be amended, modified, altered and repealed, and new Bylaws may be adopted, only by written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation, and such Bylaws shall be binding in all respects on all shareholders of the corporation.

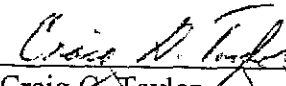
ARTICLE 10. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 11. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

DATED this 27th day of April, 2017.

INCORPORATOR


Craig G. Taylor