

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PREMIER SURGICAL CENTER, INC.**

For Office Use Only
-FILED-
File #: 0005385829
Date Filed: 9/1/2023 12:13:00 PM

The undersigned, acting in the capacities indicated below and on behalf of Premier Surgical Center, Inc., an Idaho 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 August 31, 2023. In accordance with Idaho Code Section 30-29-1007, these Articles replace and supersede, in their entirety, all former articles of incorporation of the Corporation, as amended, including, without limitation, those certain Articles of Incorporation filed with the Idaho Secretary of State on February 5, 2004.

**ARTICLE I
NAME**

The Corporation's name is "Premier Surgical Center, Inc."

**ARTICLE II
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE III
PURPOSES**

The Corporation is organized for the purpose of operating an ambulatory surgery center.

**ARTICLE IV
AUTHORIZED SHARES AND SHAREHOLDERS**

The Corporation is authorized to issue One Million (1,000,000) shares of common stock, each such share having a par value of One Dollar (\$1.00). 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 shareholder may serve as a director on the Board. 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.

B0805-9229 09/01/2023 12:13 PM Received by Office of the Idaho Secretary of State

B0805-9230 09/01/2023 12:13 PM Received by Office of the Idaho Secretary of State

5.2 Current Directors.

Jacob Mong, D.O., is currently the sole member of the Board.

**ARTICLE VI
REGISTERED AGENT**

The Corporation's current registered agent is Jacob Mong, D.O., whose address is 5680 W. Gage Street, Boise, Idaho 83706.

**ARTICLE VII
MAILING ADDRESS**

The mailing address of the Corporation is: 5680 W. Gage Street, Boise, Idaho 83706.

**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 a majority of all the issued and outstanding common stock of the Corporation entitled, 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 August 31, 2023.

DocuSigned by:
Jacob Mong
1A5BB3AF3AE34FC

Jacob Mong, D.O., President

DocuSigned by:
Leah Mong
28F222B51FDA4B7...

Leah Mong, Secretary

B0805-9232 09/01/2023 12:13 PM Received by Office of the Idaho Secretary of State