

**NONPROFIT  
ARTICLES OF INCORPORATION  
OF  
SUMMIT HYPERBARICS AND WELLNESS, INC.**

For Office Use Only

**-FILED-**

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The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is Summit Hyperbarics and Wellness, Inc.

**ARTICLE II**

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

**ARTICLE III**

The address of the corporation's registered office and the name of its registered agent at that location are:

Brian Larsen  
c/o Stoel Rives LLP  
101 S Capitol Blvd, Suite 1900  
Boise, Idaho 83702

**ARTICLE IV**

The names and addresses of the initial directors of the corporation are:

J. Thomas Ahlquist, III MD  
c/o Ball Ventures Ahlquist  
2775 W Navigator Dr Suite #220  
Meridian, ID 83642

Roger Quarles  
c/o J.A. & Kathryn Albertson Foundation  
501 Baybrook Ct  
Boise, ID 83706

Jeffrey A. Niezgoda, MD  
c/o Summit Hyperbarics and Wellness  
3080 East Gentry Way, Suite 210  
Meridian, Idaho 83642

## ARTICLE V

The name and address of the incorporator are:

Jennifer Baer Tuohy  
Stoel Rives LLP  
760 SW Ninth Ave, Suite 3000  
Portland, OR 97205

## ARTICLE VI

The principal place of business to which notices may be mailed is:

Summit Hyperbarics and Wellness, Inc.  
c/o Bonnie Carns  
3080 East Gentry Way, Suite 210  
Meridian, Idaho 83642

## ARTICLE VII

The corporation has no members.

## ARTICLE VIII

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations as are then-described in Code Sections 501(c)(3) or 170(c)(2) as the board of directors shall determine.

## ARTICLE IX

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) and (b) by a corporation's contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE X

During any time that the corporation is classified as a "private foundation" as defined in Code Section 509, the corporation:

- (a) shall not engage in any act of self-dealing as defined in Code Section 4941(d);
- (b) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by Code Section 4942;
- (c) shall not retain any excess business holdings as defined in Code Section 4943(c);
- (d) shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purpose imposed by Code Section 4944; and
- (e) shall not make any taxable expenditures as defined in Code Section 4945(d).

## ARTICLE XI

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Idaho Nonprofit Corporation Act. No amendment to the Idaho Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

## ARTICLE XII

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken any action as required by the Idaho Nonprofit Corporation Act. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be allowable under any statute, bylaw, agreement, general or specific action of the board of directors.

## **ARTICLE XIII**

All references in these Articles of Incorporation to sections of the Code, the Idaho Statutes, or the Idaho Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Idaho nonprofit corporation laws.

The undersigned incorporator hereby executes these Articles of Incorporation as of the date set forth below.

DATED: October 7, 2021



Jennifer Baer Tuohy, Incorporator