

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BRUCE D.M.D. AND RIRIE D.D.S., P.A.**

For Office Use Only

**-FILED-**

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The undersigned, acting in the capacities indicated below and on behalf of Bruce D.M.D. and Ririe D.D.S., P.A., an Idaho professional corporation (the "Corporation"), hereby certifies 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 on February 7, 2020. 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 Amended and Restated Articles of Incorporation of Steven M. Bruce, D.M.D., P.A. dated October 1, 1997.

**ARTICLE I  
NAME**

The Corporation's name is "Bruce D.M.D. and Ririe D.D.S., 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 dentistry 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). Subject to applicable laws, none of the Corporation's shares of stock shall be subject to assessment, nor shall they be issued or transferred to any person other than an individual duly licensed to practice dentistry in the State of Idaho.

**ARTICLE V  
BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors shall be determined in the manner provided by the Bylaws. The names and addresses of the Corporation's current directors are as follows:

Robert S. Ririe, D.D.S.  
7878 Ustick Road, Suite 101  
Boise, Idaho 83704-5006

Daniel S. Bruce, D.D.S.  
7878 Ustick Road, Suite 101  
Boise, Idaho 83704-5006

Diana Rosa Pothier, D.M.D.  
7878 Ustick Road, Suite 101  
Boise, Idaho 83704-5006

Only a person who is a Corporation shareholder may serve as a member of the Corporation's Board of Directors.

#### **ARTICLE VI REGISTERED AGENT**

The Corporation's current registered agent is Givens Pursley Corporate Services LLC, whose address is 601 W. Bannock Street, Boise, Idaho 83702.

#### **ARTICLE VII MAILING ADDRESS**

The mailing address of the Corporation is: 7878 Ustick Road, Suite 101, Boise, Idaho 83704-5006.

#### **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 Corporation's Board of Directors. Any such director may be counted in determining the existence of a quorum at any meeting of the Corporation's Board of Directors 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 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 IX.

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.

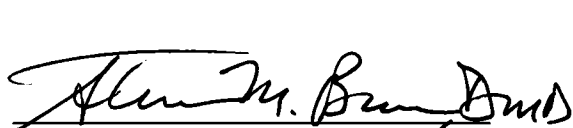
The Corporation may advance expenses to, or where appropriate may at its expense undertake the defense of, any such director, officer, employee, or other agent upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that such person is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

The provisions of this Article IX 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 IX, or in refusing so to do, in reliance upon the advice of counsel.

## ARTICLE X AUTHENTICATION

The undersigned, being the President and Secretary of the Corporation, hereby represent that the foregoing Articles were unanimously approved by the Board of Directors and shareholders of the Corporation effective as of the date set forth above.



Steven M. Bruce, D.M.D., President



Robert S. Ririe, D.D.S., Secretary