

Filing Requested by and  
After Filing Return to:

GABRIEL A. HAMILTON  
HOLLAND & HART LLP  
PO BOX 2527  
BOISE, ID 83701-2527

For Office Use Only

**-FILED-**

File #: 0005489949

Date Filed: 11/17/2023 8:44:00 AM

---

**ARTICLES OF INCORPORATION**

**OF**

**VICTOR CHEN, M.D., P.A.**

The undersigned, acting as incorporator of a corporation under the Idaho Uniform Business Organizations Code (the “Code”), adopts the following Articles of Incorporation (these “Articles”):

FIRST: The name of the corporation (“Corporation”) is **Victor Chen, M.D., P.A.**

SECOND: The purposes for which the Corporation is organized are: (1) to own and operate a medical practice; (2) to render professional medical services; and (3) to engage in any and all other business activities which a professional medical service corporation may participate in under the Code, consistent with its primary purpose.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 200,000 shares of common stock, at no par value per share.

FOURTH: The address of the initial registered office of the Corporation is 6259 West Emerald, Boise, Idaho 83704, and the name of its initial registered agent at such address is Victor Chen, M.D.

FIFTH: The name and address of the incorporator is:

Name	Address
Victor Chen, M.D.	6259 West Emerald, Boise, Idaho 83704

SIXTH: The mailing address of the Corporation shall be 6259 West Emerald, Boise, Idaho 83704.

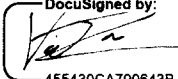
SEVENTH: There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Code (as in effect from time to time) prohibits expressly the elimination of liability. This provision is effective on the date of the Corporation's incorporation. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of these Articles by the shareholders of the Corporation, or any repeal or modification of the Code which permits the elimination of liability of directors by these Articles, shall not affect adversely any elimination of liability, right or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

EIGHTH: Nothing in these Articles shall be interpreted to abolish, repeal, modify, restrict, or limit the law now in effect in Idaho applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such and to the standards of professional conduct. Any shareholder, officer, employee, or agent of the Corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional medical services on behalf of the Corporation. The Corporation shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, shareholders, employees, or agents while they are engaged on behalf of the Corporation in rendering professional medical services.

NINTH: In addition to the other powers now or hereafter conferred upon the Corporation by these Articles, the Code or otherwise, the Corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the Corporation, and without shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

TENTH: The existence of the Corporation shall be effective on January 1, 2024.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of November, 2023.

DocuSigned by:  


455430CA700643B

Victor Chen, M.D., Incorporator