

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORTHOPAEDIC ASSOCIATES, P.A.**

For Office Use Only

-FILED-

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The undersigned, acting as the authorized representative and agent of Orthopaedic Associates, P.A., an Idaho professional corporation ("Corporation"), under and pursuant to the provisions of the Idaho Business Corporation Act and the Idaho Uniform Business Organizations Code, as the same may be amended from time to time (collectively, the "Act"), does hereby certify, declare and adopt the following Amended and Restated Articles of Incorporation to replace and supersede the Articles of Incorporation of the Corporation filed with the Idaho Secretary of State November 29, 2004:

ARTICLE 1. NAME.

The name of the Corporation is Orthopaedic Associates, P.A.

ARTICLE 2. DURATION.

The period of the Corporation's duration is perpetual.

ARTICLE 3. PURPOSE.

The purpose and objects for which the Corporation is formed are as follows:

(a) This Corporation is formed and organized for the sole and specific purpose of rendering professional medical services to the public by and at the direction of persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of medicine and such other allied professional services and business as allowed under the Act. The Corporation shall carry on the practice of medicine and render professional medical services and related ancillary services only through or at the direction of its shareholders, officers, employees and agents who are duly licensed or otherwise legally authorized to render or direct such professional services within the State of Idaho.

(b) This Corporation may not engage in any business other than the rendering of professional services as herein set forth; provided, however, that this Corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks, bonds or any other types of investments, and to own real or personal property necessary for the rendering of professional services by the Corporation.

(c) Pursuant to and within the limitations of the aforementioned power and authority of the officers and directors of this Corporation, said officers and directors shall be, and hereby are authorized to do the following acts in the name of, and on behalf of, this Corporation:

(1) To have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho upon professional service corporations organized under the Act, or under any act amendatory thereof, or supplemental thereto, or substituted therefor;

(2) To render professional services as licensed physicians and such other allied professional services as allowed under the Act, through its shareholders, officers, employees and agents only, and only by said shareholders, officers, employees and agents being properly and duly licensed or otherwise legally authorized to render professional services within the State of Idaho; provided, that any officer, shareholder, agent or employee of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Idaho or accepts employment that, pursuant to existing law, places restrictions or limitations upon his, her or its continued rendering of such professional services, he, she or it shall be bound by and act in accordance with the provisions of the Amended and Restated Bylaws ("Bylaws") of this Corporation, and that certain Shareholders Agreement each dated January 1, 2020, between and among the Shareholders.

(3) To acquire, hold, sell, issue, reissue or cancel any shares of its own capital stock; provided, however:

i) That this Corporation may not use any of its funds or property for the purchase of its own stock when such would cause any impairment of the capital of this Corporation;

ii) That the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;

iii) No capital stock of this Corporation may be issued or transferred to anyone other than an individual (or to an entity owned by an individual) who is duly licensed under the laws of the State of Idaho to practice medicine as a licensed physician and who is eligible to be a shareholder of a

Corporation under the provisions of the Internal Revenue Code; and

iv) Subject to the provisions of the Act, and any similar limitations contained in these Amended and Restated Articles of Incorporation, the officers and directors of this Corporation shall be, and hereby are, authorized to transact any and all lawful business for which the Corporation may transact as allowed under the Act.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a professional corporation formed under the Act, or any amendment thereof, or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE 4. SHARES.

The Corporation is authorized to issue 100,000 shares of stock with no par value per share. There shall be only one class of shares.

ARTICLE 5. REGISTERED OFFICE AND AGENT.

The address of the registered office of the Corporation shall be 8854 W. Emerald Road, Suite 140, Boise, Idaho 83704, and the initial registered agent at that office shall be Jeffrey G. Hessing, M.D.

ARTICLE 6. BOARD OF DIRECTORS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the Bylaws or a Shareholders Agreement adopted under section 30-29-732 of the Idaho Business Corporation Act.

ARTICLE 7. AMENDMENT.

Amendments to these Amended and Restated Articles of Incorporation shall require the affirmative vote of shareholders holding not less than seventy-five percent (75%) of the issued and outstanding shares of stock of the Corporation.

ARTICLE 8. INDEMNIFICATION.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists as of the date hereof 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 Act permitted the Corporation to provide prior to such amendment).

ARTICLE 9. LIMITATION OF LIABILITY.

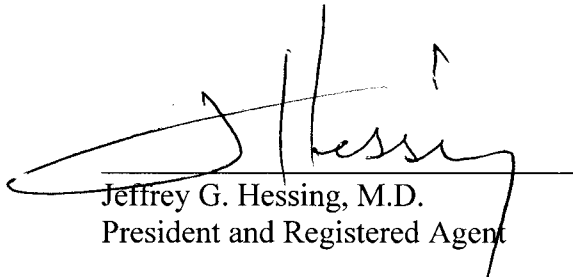
No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 30-29-833 of the Idaho Business Corporation Act; or (iv) an intentional violation of criminal law.

ARTICLE 10. APPROVAL AND ADOPTION.

These Amended and Restated Articles of Incorporation were adopted by unanimous resolution of all of the shareholders and all of the directors of the Corporation effective January 1, 2020.

ARTICLE 11. EXECUTION.

For the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Idaho, the undersigned has executed these Amended and Restated Articles of Incorporation approved January 1, 2020.


Jeffrey G. Hessing, M.D.
President and Registered Agent