



ARTICLES OF INCORPORATION (Professional Service Corporation)

Title 30, Chapters 21 and 29, Idaho Code

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This professional business corporation is a **benefit corporation**.
(Check if applicable pursuant to Title 30, Chapter 20, Idaho Code)

Article 1: The name of the professional corporation shall be:

TELUS Agriculture FHMS Idaho Professional Corporation

Article 2: The corporation is organized for the practice of the profession(s) of:

Veterinary Medicine

(see instructions for accepted professions *)

Article 3: The number of shares the corporation is authorized to issue: 1,000

Article 4: Registered agent name and street address:

CT Corporation System; 921 S. Orchard Street, Suite G, Boise, Idaho 83705

(Name)

(Address)

Article 5: Incorporator name and address:

Luman Yu; Covington & Burling LLP One City Center 850 Tenth Street, NW Washington, DC 20001-4956

(Name)

(Address)

Article 6: The mailing address of the corporation shall be:

c/o CT Corporation System, 921 S. Orchard Street, Suite G, Boise, Idaho 83705

(Mailing Address)

Optional Articles (director names and addresses, for example):

The par value of each of the authorized shares is \$0.001.

See attachment.

Signature of at least one incorporator:

Printed Name: Luman Yu

Signature:

Printed Name: _____

Signature: _____

Secretary of State use only

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Article 7 Limitation on Liability; Indemnification

(a) To the fullest extent permitted by the Idaho Business Corporation Act (the “**IBCA**”) as the same exists or as may hereafter be amended, no present or former director of the corporation shall be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, 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 30-29-832, Idaho Code, or (iv) an intentional violation of criminal law. If the IBCA is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the IBCA, as so amended.

(b) The corporation shall have the power to indemnify, to the extent permitted by the IBCA, as it presently exists or may hereafter be amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

(c) Neither any amendment nor repeal of this Article 7, nor the adoption of any provision of this corporation’s articles of incorporation or the bylaws of the corporation inconsistent with this Article 7, nor, to the fullest extent permitted by law, any modification of law, shall eliminate or reduce the effect of this Article 7, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 7, would accrue or arise, prior to such amendment, repeal, modification or adoption of an inconsistent provision.

Article 8 Reservation of Right to Amend Articles of Incorporation

The corporation reserves the right to amend, alter, restate, change or repeal any provisions contained in these articles of incorporation, and other provisions authorized by the laws of the State of Idaho at the time in force may be added or inserted, in the manner now or hereafter prescribed by law and all the provisions of these articles of incorporation and all rights, preferences, privileges and powers conferred in these articles of incorporation on shareholders, directors, officers or any other persons are subject to the rights reserved in this Article 8.