

B1003-8319 07/01/2025 8:08 AM Received by Office of the Idaho Secretary of State

**RANGE HEALTH, INC.**

**Articles of Incorporation**

Effective 12:01 am on July 1, 2025, the Articles of Incorporation of Range Health, Inc. ("Corporation") are as follows:

**Article 1. Name of the Corporation**

- 1.1 The name of the Corporation is "Range Health, Inc."
- 1.2 The principal place of business for the Corporation is 3000 E. Pine Ave., Meridian, Idaho 83642.
- 1.3 The registered agent for the Corporation is Corporation Service Company, 1305 12<sup>th</sup> Ave. Road, Nampa, Idaho 83686.

**Article 2. Purposes of the Corporation**

- 2.1 The Corporation is formed for the following purposes: (a) to transact in all kinds of insurance in which a qualified stock insurance company may transact; and (b) to engage in any business reasonably and necessarily incidental to the Corporation's insurance business.

**Article 3. Shares**

- 3.1 **Capital Stock.** The Corporation is authorized to issue a total of 1,000,000 (one million) shares of stock, consisting of one class only, designated as "Common Stock", with a par value of \$1.00 per share. The Common Stock is not subject to assessment and has the right to receive the net assets upon dissolution of the Corporation.
- 3.2 **Contingent Liability.** If the Corporation at any time issues assessable policies of insurance, the maximum contingent liability of its members for payment of losses and expenses incurred, other than as to nonassessable policies, shall not be less than one (1) nor more than six (6) annual premiums for the member's policy.
- 3.3 **Voting.** Each outstanding share of Common Stock shall have one vote for each matter submitted to a vote of the shareholders.

**Article 4. Governance**

- 4.1 **Bylaws.** The Bylaws shall provide for the governance and regulation of the internal affairs of the Corporation, including amendment of the Bylaws.
- 4.2 **Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Corporation's Board of Directors, as further provided in the Bylaws. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Bylaws. The Directors shall be elected by the shareholders in the manner provided in the Bylaws.

**Article 5. Limitation of Liability and Indemnification**

- 5.1 **Directors.** No Director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a Director except for liability for: (a) the amount of a financial benefit received by a Director to which the Director is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) approval of a distribution or dividend in violation of a statutory restriction; or (d) an intentional violation of criminal law.
- 5.2 **Officers.** No officer of the Corporation will be personally liable to the Corporation or its members for monetary damages for any action taken, or any failure to take any action, as an officer except for liability

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for: (a) the amount of a financial benefit received by an officer to which the officer is not entitled; (b) an intentional infliction of harm on the Corporation or the members; or (c) an intentional violation of criminal law.

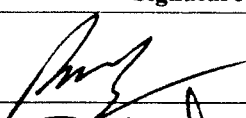
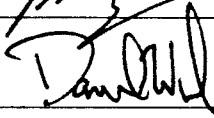

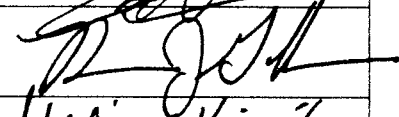
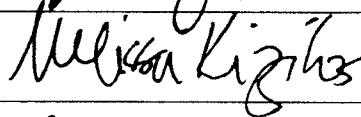
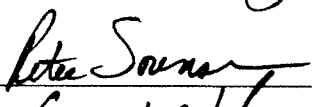
5.3 **Indemnification.** To the extent set forth in the Bylaws, as they now exist or may hereafter be amended, the Corporation shall indemnify, advance expenses to, and purchase insurance to protect any person. In the event of amendments to the Bylaws that restrict indemnification compared to the indemnification permitted prior to such amendments, then broader indemnification rights that existed prior to the amendments shall govern any person's claim for indemnification that concerns events that occurred prior to the amendments.

#### Article 6. Dissolution

6.1 If the Corporation dissolves and any assets remain after the Corporation's liabilities are paid, the Corporation's board of directors shall distribute the remaining assets in a manner consistent with applicable law.

#### Article 7. Signatures of Incorporators

7.1 The name and address of the incorporators, each of which are residents of the State of Idaho, are set forth below:

Incorporator	Address	Signature
Paul Zurlo	3000 E. Pine Ave. Meridian, ID 83642	
David Ward	3000 E. Pine Ave. Meridian, ID 83642	
Drew Hobby	3000 E. Pine Ave. Meridian, ID 83642	
Raymond Gallagher	3000 E. Pine Ave. Meridian, ID 83642	
Dr. Melissa Kizilos	3000 E. Pine Ave. Meridian, ID 83642	
Peter Sorensen	3000 E. Pine Ave. Meridian, ID 83642	
Mark Kohler	3000 E. Pine Ave. Meridian, ID 83642	