

ARTICLES OF INCORPORATION

OF

BERG NEWMAN PC

A Colorado Professional Corporation

I, the undersigned incorporator, a natural person of the age of eighteen years or more, acting as organizer of a professional corporation under Colorado Business Corporation Act, adopt the following Articles of Incorporation for such professional corporation, and cause these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing. Upon filing this document, my duties as organizer are complete unless stated differently in writing.

Article 1.0 NAME

The name of the Corporation shall be BERG NEWMAN PC

Article 2.0 DURATION

The duration of the professional corporation is perpetual.

Article 3.0 PURPOSES AND POWERS

(a) This Corporation is organized solely for the purpose of conducting the practice of medicine, including specialization in anesthesiology, only through persons licensed in accordance with the standards of professional conduct promulgated in and by the Colorado State Medical Board (DORA) and/or Colorado State Statutes or Regulations.

(b) This Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by the laws of the State of Colorado only in furtherance of and subject to the limitations stated in Article 3 (a) above.

Article 4.0 ADDRESS OF REGISTERED OFFICE

The address of the initial registered office of the Professional Corporation is PO Box 9040, Woodland Park, CO 80866, and the name of its initial registered agent at such address is Thomas N. Gearhart Jr.

Article 5.0 SHAREHOLDERS

All shareholders of the Corporation shall be person duly licensed by the Colorado Medical Board (DORA) to practice medicine in the State of Colorado, and who at all times own their shares in their own right. They shall be individuals who, except for illness, accident, time spent in the armed services, on vacation, and on leaves of absence not to exceed one (1) year, are actively engaged in the practice of medicine in the offices of the Corporation or other related Corporations. All shares of any Shareholder who ceases to be or for any reason is ineligible to be a Shareholder of this Corporation shall be called immediately in accordance with the provisions of Article 6 (c) below, or the ownership thereof shall otherwise be immediately vested in persons qualified to be Shareholders.

Article 6.0 AUTHORIZED SHARES

(a)The Corporation shall have authority to issue only one class of Stock which shall be common stock without par value. Said common stock shall consist of one thousand (1000) shares and shall be issued as fully paid and non-assessable.

(b)Cumulative voting shall not be allowed in the election of Directors or for any other purpose.

(c)If a shareholder ceases to be a shareholder or for any reason becomes ineligible to hold stock in the corporation pursuant to the rules now and hereafter promulgated by the Colorado State Board of Medical Examiners, he/she shall forthwith dispose of his/her shares. Such shareholder's stock shall be immediately redeemed by this Corporation or the ownership thereof shall otherwise immediately be vested in person qualified to be shareholders.

(d)Each shareholder shall have the right to require the Corporation to redeem all of his/her shares.

(e)Stockholders shall have full pre-emptive rights, not only for the purchase of any increased Capital Stock authorized but to the original issue not issued at the time for the organizational meeting of this Corporation, as well as Treasury Stock acquired by the Corporation.

Article 7.0 SHAREHOLDER LIABILITY

In the Statute authorizing the practice of medicine as a professional service corporation (12-36-134 C.R.S.), it is specified that all of the shareholders of the corporation shall be jointly and severally liable for all acts, errors and omissions of the employees of the Corporation unless such corporation shall maintain in good standing professional liability insurance meeting the standards therefore from time to time set forth in such Statute as now in force or hereafter amended. At the time of the incorporation, this corporation has such insurance and shall maintain such insurance or similar insurance in good standing so that the shareholders are now protected by and shall continuously be protected by the limited liability accorded them by law. If this corporation shall fail to maintain such insurance in good standing, all the shareholders shall be jointly and severally liable for the acts, errors and omissions of the employees of this corporation which would have been covered by such insurance if it had been in full force and effect. This Articles shall be construed as an agreement amount the shareholders for the benefit of and enforceable by the person to whom the shareholders may become so liable.

Article 8.0 DIRECTORS

The 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 a Board of Directors.

The name and address of the initial Director is:

MICHAEL S. BERG
3407 NORTHRIDGE DRIVE
PUEBLO, CO 81008

Article 9.0 PROVISIONS FOR MANAGEMENT OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

The President of the corporation shall be a shareholder and a director, and, to the extent possible, all other directors and officers may be persons having the qualifications described in Article 5.0. Lay directors and officers shall not exercise any authority whatsoever over professional treatment matters. The Board shall be authorized to manage only so much of the business and affairs of the corporation as shall from time to time be delegated to it by the Shareholders by means of Bylaws or otherwise. The Shareholders shall never delegate to the Board any authority with respect to professional treatment decisions and matters relating to the practice of medicine unless all members of the Board are persons eligible to be Shareholders. All decisions of authority shall be terminable on notice to the Board, and all delegations relating to professional decisions and matters shall terminate whenever any person becomes a member of the Board who is not eligible to be a Shareholder. The right to amend or appeal the Bylaws and to adopt new Bylaws is reserved to Shareholders. Only Officers of this corporation who are eligible to be Shareholders shall exercise any authority with respect to professional decisions and matters relating to the practice of Medicine.

Article 10.0 LIMITATION ON DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or to its shareholders for monetary damages for breach of fiduciary as a director; except that this provision shall not eliminate or limit the liability of a director to the corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of the Articles shall not adversely affect any right or protection of a director of the Corporation under this Article, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

Dated: 06/16/2020

/s/ Thomas N Gearhart, Jr.