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Division of Corporations, Business
and Professional Licensing

**ARTICLES OF INCORPORATION
OF
CARE MEDICAL ALASKA, P.C.**

Pursuant to Alaska Statute ("A.S.") 10.06.208 of the Alaska Corporations Code, and A.S. 10.45.010 of the Professional Corporation Act, the undersigned submits these Articles of Incorporation for the purpose of forming a professional corporation under Alaska law.

**ARTICLE 1
NAME; ADDRESS**

The name of this corporation is Care Medical Alaska, P.C.

Its principal address is 9360 Glacier Highway, Suite 202, Juneau, AK 99801.

**ARTICLE 2
PURPOSES**

This corporation is organized for the following purposes:

Section 2.1 To engage in the practice of medicine and provision of healthcare and related services (NAICS Code#621111).

Section 2.2 To engage in any business, trade or activity which may be conducted lawfully by a professional service corporation organized under the Professional Corporation Act.

**ARTICLE 3
SHARES**

This corporation is authorized to issue one thousand (1,000) shares of common stock, \$0.0001 par value per share.

**ARTICLE 4
NO PREEMPTIVE RIGHTS**

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

**ARTICLE 5
NO CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.



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**ARTICLE 6
SALE OR TRANSFER OF SHARES**

Except as may be provided in the Professional Corporation Act or other provision of Alaska law, neither the corporation nor any shareholder may sell or transfer shares in the corporation except to an individual who is duly licensed or otherwise legally authorized within the State of Alaska to render the same specific professional services as those for which the corporation was incorporated. Any sale or transfer in violation of this Article shall be void, unless the person or entity acquired the shares by operation of law or court decree or as a representative of a deceased shareholder.

**ARTICLE 7
BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

**ARTICLE 8
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Name	Address
Corporation Service Company	9360 Glacier Highway, Suite 202 Juneau, AK 99801

**ARTICLE 9
DIRECTORS; SHAREHOLDERS; OFFICERS; AFFILIATES**

Section 9.1 The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one (1) director. The initial director, shareholder and sole officer are as follows:

Title	Name	Address	Shareholder % Owned	Professional License #
President	Sunita Mishra,	301 Union St. #21502	100% Owner	145124
Secretary	M.D.	Seattle, WA 98111-1623		150194
Treasurer				

Section 9.2 The term of the initial director shall be until the first annual meeting of the shareholders or until his successor is elected and qualified, unless removed in accordance with the provisions of the Bylaws.

Section 9.3 The corporation has no alien affiliates.

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**ARTICLE 10
INCORPORATOR**

The name and address of each incorporator is as follows:

Name	Address
Sunita Mishra, M.D.	301 Union St. #21502 Seattle, WA 98111-1623

**ARTICLE 11
LIMITATION OF DIRECTORS' LIABILITY**

A director shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty of a director except to the extent expressly provided for in the Alaska Corporations Code. If the Alaska Corporations Code or Professional Corporation Act is hereafter amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Alaska law. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE 12
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 12.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 12.2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation and meets all other requirements set forth in A.S. 10.06.490. The right to indemnification conferred in this Section 12.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such

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proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon meeting the requirements set forth in A.S. 10.06.490(e).

Section 12.2 Right of Claimant to Bring Suit. If a claim meeting the requirements set forth in Section 12.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation (except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days), the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation) and satisfaction of the requirements set forth in A.S. 10.06.490(e), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 12.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 12.4 Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Alaska Corporations Code. To the extent permitted by law, the corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 12.5 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to and in accordance with the Alaska Corporations Code or otherwise.

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Dated this 1st day of February, 2021.



Sunita Mishra, M.D.
Incorporator