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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871387622

1. Entity name: COLORADO MOUNTAIN MEDICAL, P.C.
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

7. *(Optional)* Delayed effective date: _____
(mm/dd/yyyy)

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8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Matthews Kelly N
(Last) *(First)* *(Middle)* *(Suffix)*

Robinson Waters & O'Dorisio, P.C.
(Street name and number or Post Office Box information)

1099 18th Street, Suite 2600

Denver CO 80202
(City) *(State)* *(Postal/Zip Code)*

United States
(Province – if applicable) *(Country – if not US)*

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLORADO MOUNTAIN MEDICAL, P.C.**

(Pursuant to Section 7-110-107 of the
Colorado Business Corporation Act of the State of Colorado)

Effective Date: November 25, 2013

Colorado Mountain Medical, P.C., a corporation organized and existing under the laws of the State of Colorado (the "**Corporation**"), hereby certifies as follows:

- A. The name of the Corporation is Colorado Mountain Medical, P.C.
- B. The date of the filing of the Corporation's original Articles of Incorporation with the Secretary of State of the State of Colorado was December 14, 1979 under the name Vail Mountain Medical, P.C. The name of the Corporation was changed from Vail Mountain Medical, P.C. to Colorado Mountain Medical, P.C. effective November 28, 1995 in connection with the merger of Vail Internal Medicine, P.C. with and into the Corporation effective November 18, 1995 (with the Corporation being the surviving entity of such merger).
- C. These Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Corporation's existing Articles of Incorporation have been duly adopted in accordance with section 7-110-107 of the Colorado Business Corporation Act of the State of Colorado (the "**Colorado Business Corporation Act**"). By action taken at a duly called meeting of each of the Board of Directors of the Corporation (the "**Board of Directors**") and the shareholders of the Corporation, pursuant to and in accordance with the bylaws of the Corporation and the Colorado Business Corporation Act, the Board of Directors and the shareholders of the Corporation have duly adopted resolutions (i) declaring the amendment and restatement of the present Articles of Incorporation of the Corporation as provided herein to be advisable and in the best interests of the Corporation and its shareholders and (ii) authorizing and approving the amendment and restatement of the present Articles of Incorporation of the Corporation as provided herein.
- D. The capital of the Corporation shall not be reduced by reason of the amendment and restatement of the present Articles of Incorporation of the Corporation effected hereby.
- E. These Amended and Restated Articles of Incorporation shall become effective immediately upon the filing hereof with the Secretary of State of the State of Colorado.
- F. The text of the present Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is Colorado Mountain Medical, P.C. (the "**Corporation**").

SECOND: The Corporation, if not sooner dissolved, shall have perpetual existence.

THIRD: The address of the registered office of the Corporation in the State of Colorado is 181 W. Meadow Drive, Suite 800, Vail Colorado 81657, and the name of the registered agent of the Corporation in the State of Colorado at such address is Brooks Bock. Either the registered office or the registered agent may be changed in the manner provided by the Colorado Business Corporation Act of the State of Colorado (as in effect from time to time, the "*Colorado Business Corporation Act*").

FOURTH: The Corporation is established pursuant to the Colorado Business Corporation Act and is organized solely for the purpose of permitting individuals to conduct the practice of medicine through a corporate entity, so long as all such individuals are actively licensed physicians in the State of Colorado without qualifications, conditions or restrictions on such license (whether voluntarily or involuntarily imposed). The Corporation may exercise the powers and privileges conferred upon Corporations by the laws of the State of Colorado only in furtherance of and subject to the Corporation's purpose.

The Corporation shall at all times comply with the standards of professional conduct promulgated by the Colorado State Board of Medical Examiners. The Corporation's status as a Colorado professional service Corporation shall not diminish or change the obligation of each licensee employed by the Corporation to conduct his or her practice in accordance with the standards of professional conduct provided for in section 12-36-117 of the Colorado Medical Practice Act (as in effect from time to time, the "*Colorado Medical Practice Act*"). Any licensee who, by act or omission, causes the Corporation to act or fail to act in a way that violates the standards of professional conduct, including any provision of section 12-36-117 of the Colorado Medical Practice Act, is personally responsible for such act or omission and may be subject to discipline for the act or omission.

The Corporation's status as a Colorado professional service Corporation shall not be construed to cause the Corporation to be vicariously liable to a patient or third person for the professional negligence or other tortious conduct of a physician who is a shareholder or employee of the Corporation.

FIFTH: Except as provided in the second paragraph of this Article Fifth, all shareholders of the Corporation shall be physicians licensed by the Colorado State Board of Medical Examiners to practice medicine in the State of Colorado without qualifications, conditions or restrictions on such license (whether voluntarily or involuntarily imposed) and who at all times own their shares in their own right. Shareholders shall be individuals who, except for illness, accident, time spent in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of medicine in the offices of the Corporation. The qualifications stated in this Article Fifth are the minimum qualifications for the Corporation's shareholders. The Corporation shall have the right to impose additional qualifications pursuant to the Corporations bylaws or by contract, so long as such qualifications are not contrary to applicable law nor inconsistent with public policy.

Any shareholder who ceases to be or for any reason is ineligible to be a shareholder shall dispose of all his or her shares forthwith to the Corporation.

The Corporation may, as a condition to its issuance of shares to a prospective shareholder, require the shareholder to enter into an agreement with the Corporation (including such terms and conditions as required by the Corporation) providing that if the shareholder ceases to be or

for any reason is ineligible to be a shareholder, the shareholder shall dispose of all of his or her shares forthwith to the Corporation.

In addition to the restrictions imposed by the Colorado Medical Practice Act, the Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors of the Corporation is authorized to exercise the Corporation's right to impose such restrictions, whether through provisions in the Corporation's Bylaws, agreement with the shareholders or otherwise.

SIXTH: Each of the president and vice president of the Corporation shall be a shareholder and a director. All directors of the Corporation shall be (i) physicians licensed by the Colorado State Board of Medical Examiners to practice medicine in the State of Colorado without qualifications, conditions or restrictions on such license (whether voluntarily or involuntarily imposed) and (ii) individuals who, except for illness, accident, time spent in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of medicine in the offices of the Corporation. To the extent possible, all officers shall be persons having the qualifications for directors described in the immediately preceding sentence of this Article Sixth. The Corporation is permitted to have lay officers, but lay officers shall not exercise any authority whatsoever over the independent medical judgment of persons licensed by the Colorado State Board of Medical Examiners to practice medicine in the State of Colorado. The qualifications stated in this Article Sixth are the minimum qualifications for the Corporation's directors and officers. The Corporation shall have the right to right to impose additional qualifications pursuant to the Corporations bylaws or by contract, so long as such qualifications are not contrary to applicable law nor inconsistent with public policy.

SEVENTH: All shareholders of the Corporation shall be jointly and severally liable for all acts, errors, and omissions of the employees of the Corporation except during periods of time when (a) each licensee of the Colorado State Board of Medical Examiners who is a shareholder or any employee of the Corporation has a professional liability policy insuring himself or herself and all employees who are not licensed by the Colorado State Board of Medical Examiners who act at his or her direction that meets the standards required by section 12-36-134(1)(g) of the Colorado Medical Practice Act, or (b) the Corporation maintains in good standing professional liability insurance that meets the standards required by section 12-36-134(1)(g) of the Colorado Medical Practice Act.

EIGHTH: The aggregate number of shares of stock which the Corporation shall have authority to issue is 50,000. All such shares are to be Common Stock, with a par value of \$0.01 per share, and are to be of one class.

NINTH: Each shareholder of record entitled to vote shall have one vote for each share of stock standing in such shareholder's name on the books of the Corporation, except that in the election of directors such shareholder shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

TENTH: No shareholder of the Corporation shall have any preemptive or similar right to acquire or subscribe for any additional unissued or treasury shares of stock of the Corporation, or other securities of any class, or rights, warrants or options to purchase stock or scrip,

or securities of any kind convertible into stock or carrying stock purchase warrants or privileges, other than contractual preemptive rights granted by the Corporation, if any.

ELEVENTH: Except as provided in the second paragraph of this Article Eleventh, at all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the votes cast on the matter represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the laws of the State of Colorado or pursuant to the second paragraph of this Article Eleventh.

Notwithstanding the quorum and voting thresholds set forth in the foregoing paragraph of this Article Eleventh, except as otherwise required by applicable law, at each meeting of shareholders of the Corporation where any purpose of such meeting includes consideration of any 75% Shareholder Decision (as defined below), at least 75% of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum for such meeting; and at any meeting at which such a quorum is present, at least 75% of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders at such meeting.

For purposes of this Article Eleventh, the term "75% Shareholder Decision" means any one or more of the following: (i) termination by the Corporation of a shareholder employee (other than (A) a termination resulting from such shareholder employee's death, (B) a termination resulting from a shareholder becoming ineligible to be a shareholder of the corporation, or (C) any other termination of such shareholder employee's employment and/or or shareholder status that occurs automatically, whether such termination occurs pursuant to contract, applicable law or otherwise); (ii) removal of the entire Board of Directors or any director in accordance with the bylaws of the Corporation; (iii) a dissolution of the Corporation; (iv) a merger or share exchange in which the Corporation is a party and, with respect to a share exchange, in which the Corporation's shares will be acquired; (v) a sale, lease, exchange or other disposition, other than in the usual and regular course of business, of all or substantially all of the property of the Corporation or of another entity which the Corporation controls, in each case with or without the goodwill; or (vi) the proposed sale, conveyance, transfer, assignment, encumbrance, pledge or other alienation by a shareholder of any of the shares of capital stock of the Corporation held by such shareholder (excluding any such sale, conveyance, transfer, assignment, encumbrance, pledge or other alienation to the Corporation), but only if shareholder approval of such transaction is expressly required pursuant to a contract between and/or among the Corporation and one or more shareholders (including, without limitation, any Stock Transfer and Redemption Agreement).

TWELFTH: Any action required or permitted by Articles 101 to 117 (or any successor provision(s) or redesignation(s) thereof) of the Colorado Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

THIRTEENTH: Meetings of shareholders may be held within or without the State of Colorado, as the Bylaws of the Corporation may provide. The books of the Corporation may be within or outside the State of Colorado at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

FOURTEENTH: Subject to any additional vote (or voting requirements) required by these Amended and Restated Articles of Incorporation, the Bylaws or the Colorado Business Corporation Act In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

FIFTEENTH: The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation or, if the Bylaws of the Corporation fail to specify the manner for determining the number of directors, then the number of directors of the Corporation shall be fixed by resolution adopted from time to time by the Board of Directors.

SIXTEENTH: Elections of directors need not be by written ballot.

SEVENTEENTH: To the fullest extent permitted by the Colorado Business Corporation Act and any other applicable law of the State of Colorado, as the same exists or may hereafter be enacted or amended, a director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty 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 (or any successor provision or redesignation thereof) of the Colorado Business Corporation Act relating to any unlawful distribution; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act or any other law of the State of Colorado is hereafter amended to further eliminate or limit (or authorize corporate action to further eliminate or limit) the personal liability of directors, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act or any such other law of the State of Colorado, as so amended.

Any amendment, repeal or modification of the foregoing provisions of this Article Seventeenth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

EIGHTEENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the Colorado Business Corporation Act or any other applicable law of the State of Colorado, as the same exists or may hereafter be enacted or amended, permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, to the extent or in excess of the indemnification and advancement otherwise permitted by section 7-109-101 *et seq.* (or any successor provision(s) or redesignation(s) thereof) of the Colorado Business Corporation Act. Any amendment, repeal or modification of the foregoing provisions of this Article Eighteenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director, officer or other agent of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

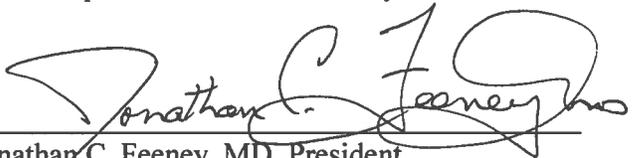
NINETEENTH: The Board of Directors and each committee thereof shall comply with any applicable provisions of section 7-108-501 (or any successor provision or redesignation thereof) of the Colorado Business Corporation Act in connection with any loan or guaranty by the Corporation.

TWENTIETH: The Corporation may make a distribution even if, after giving it effect, the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

TWENTY-FIRST: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation of the Corporation, and other provisions authorized by the laws of the State of Colorado at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to the Articles of Incorporation of the Corporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Twenty-First.

* * * * *

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on this 25th day of November, 2013.

By: 
Jonathan C. Feeney, MD, President