

## ARTICLES OF INCORPORATION

OF

## ALASKA WOMEN'S HEALTH, PC

(An Alaska Professional Corporation incorporated  
under the Alaska Professional Corporation Act: A.S. 10.45 *et seq.*)

The undersigned, a citizen of the State of Alaska and natural person of the age of eighteen years or more, who is licensed to practice medicine in the State of Alaska, acting as incorporator of this professional corporation under the Alaska Professional Corporation Act (A.S. 10.45.010 *et seq.*), does hereby adopt the following Articles of Incorporation for such professional corporation:

### ARTICLE I. CORPORATE NAME

The name of the professional corporation shall be "Alaska Women's Health, PC" (hereinafter referred to as the "Corporation").

### ARTICLE II. CORPORATE EXISTENCE

The Corporation shall have perpetual duration.

### ARTICLE III. CORPORATE PURPOSE

The purpose for which this Corporation is organized is to engage as a professional corporation in the practice of medicine. To the extent permitted by A.S. 10.45.040, the Corporation may own real and personal property necessary for, or appropriate in, rendering its own professional services and may invest its funds in all types of investments.

The Corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the foregoing purpose or purposes of the Corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to the Corporation.

State of Alaska  
Professional Corporation Formation 14 Page(s)



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#### **ARTICLE IV. ALIEN AFFILIATES**

There are no alien affiliates of this Corporation.

#### **ARTICLE V. SHARES OF STOCK**

The aggregate number of shares which the Corporation may issue shall be one hundred thousand (100,000) shares of common stock. Pursuant to A.S. 10.45.050, shareholders of the Corporation must be licensed to practice medicine in the State of Alaska.

#### **ARTICLE VI. CORPORATE OFFICE/REGISTERED AGENT**

The mailing address of the corporation will be

4115 Lake Otis Parkway  
Anchorage, Alaska 99508

The name of the Corporation's initial registered agent and the address of the initial registered office is:

Carol Mitchell-Springer, M.D.  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

#### **ARTICLE VII. CORPORATE SHAREHOLDERS**

The Corporation shall have six (6) original shareholders whose names and addresses are as follows:

Catherine F. Gohring, M.D.  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

Professional License # MED S 2828

Craig Edward Hinkle, M.D.  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

Professional License # MED S 4309

Carol Lynn Mitchell-Springer, M.D.      Professional License # MED S 3220  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

Kristin Malee Murray, M.D.              Professional License # MED S 5056  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

Jan Eugene Whitefield, M.D.            Professional License # MED S 3068  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

Carol Jane Wiggins, M.D.                Professional License # MED S 2469  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

Pursuant to A.S. 10.45.050, shareholders of the Corporation must be licensed to practice medicine in the State of Alaska. Pursuant to A.S. 10.45.050, and subject to any restrictions, conditions, and limitations imposed by these Articles of Incorporation, the Corporation's Bylaws, applicable law, or any Shareholder Agreement or Buy-Sell Agreement entered into between and among the Corporation and the shareholders, shares of the Corporation shall only be issued to and held by persons duly licensed to practice medicine in the State of Alaska.

#### **ARTICLE VIII. NO PREEMPTIVE RIGHTS**

The shareholders of the Corporation do not have preemptive rights to purchase additional shares offered or issued by the Corporation.

#### **ARTICLE IX. NO CUMULATIVE VOTING**

The shareholders of the Corporation are not allowed to cumulate their votes.

#### **ARTICLE X. CORPORATION DIRECTORS**

There shall be six (6) Directors constituting the initial Board of Directors of the Corporation. The names and addresses of the initial Directors are as follows:

Catherine F. Gohring, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508	Professional License # MED S 2828 Director
Craig Edward Hinkle, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508	Professional License # MED S 4309 Director
Carol Lynn Mitchell-Springer, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508	Professional License # MED S 3220 Director
Kristin Malee Murray, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508	Professional License # MED S 5056 Director
Jan Eugene Whitefield, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508	Professional License # MED S 3068 Director
Carol Jane Wiggins, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508	Professional License # MED S 2469 Director

The number of Directors constituting the Board of Directors other than the initial Board of Directors shall be set out in the Bylaws of the Corporation. Pursuant to A.S. 10.45.060, only shareholders of the Corporation shall be eligible to serve as Directors or Officers of the Corporation.

#### **ARTICLE XI. DIRECTOR PERSONAL LIABILITY**

Directors of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for acts or omissions that occur after the effective date of these Articles of Incorporation for the breach of their fiduciary duty as Directors; provided, however, that such exemption from liability shall not apply to (i) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) willful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or (iv) a transaction from which the Director derives an improper personal benefit. If either the Alaska Corporations Code (A.S. 10.06.005 *et seq.*) or Alaska Professional Corporation Act (A.S. 10.45.010 *et seq.*) are amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited or eliminated to

the fullest extent permitted by the Alaska Corporations Code and Alaska Professional Corporation Act, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XII. CORPORATE OFFICERS**

The initial officers of the Corporation, all of whom are shareholders of the Corporation, are as follows:

President:	Carol Mitchell-Springer, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508
Secretary:	Jan Eugene Whitefield, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508
Treasurer:	Craig Edward Hinkle, M.D. 4115 Lake Otis Parkway Anchorage, Alaska 99508

The number of officers and their respective titles, except for the initial officers named above, shall be set out in the Bylaws of the Corporation. Pursuant to A.S. 10.45.060, only shareholders of the Corporation shall be eligible to serve as officers of the Corporation.

## **ARTICLE XIII. STOCK ALIENABILITY RESTRICTIONS**

Pursuant to the authority of A.S. 10.45.080, the Board of Directors or the shareholders of the Corporation shall have the power and authority to adopt Bylaw provisions restraining the alienation of shares of the Corporation and providing for their purchase, redemption, or retirement by the Corporation.

## **ARTICLE XIV. BYLAW AMENDMENTS**

The Bylaws of the Corporation may be adopted, amended, or repealed, in the manner prescribed by law, exclusively by approval of the Board of Directors, except as otherwise provided by law.

## **ARTICLE XV. LEGALLY DISQUALIFIED SHAREHOLDERS**

Pursuant to the authority of A.S. 10.45.200, A.S. 10.45.210, and A.S. 10.45.230, in the event a shareholder of the Corporation becomes legally disqualified to render professional medical services in Alaska, or in the event a shareholder is elected or appointed to a public office which under the law restricts or limits the rendering of professional medical services in Alaska, such shareholder's status as a shareholder in the Corporation shall immediately be terminated and the shares held by such shareholder shall be purchased by the Corporation at the book value of the shares, as such value existed as of the end of the month preceding the legal disqualification of the shareholder or such shareholder's election or appointment to public office, as the case may be; provided, however, that the Board of Directors and the affected shareholder, at each of their sole and absolute discretion, can mutually agree on a different purchase price, and in such event, the mutually agreed upon price shall be the purchase price for such shares. If no mutual agreement as to a different purchase price is reached, or if the Corporation and the affected shareholder do not desire to discuss or negotiate a different purchase price, then the book value as hereinabove set forth shall be the purchase price. In the event a shareholder becomes legally disqualified, or elected or appointed to a public office which under the law restricts or limits the rendering of professional medical services in Alaska, such shareholder shall be deemed to have immediately tendered such shareholder's shares to the Corporation for purchase pursuant to this Article XIII, and the Corporation shall pay for such shares as hereinabove set forth within thirty (30) days of the legal disqualification of the shareholder, or election or appointment to public office, as the case may be. For purposes of this Article XIII, book value shall be determined from the books and records of the Corporation in accordance with the regular method of accounting used by the Corporation. For purposes of this Article XIII, the Corporation shall have the power to purchase and redeem such shares out of capital as well as surplus funds, and without regard to the impairment of the Corporation's capital.

## **ARTICLE XVI. INCORPORATOR**

The name and address of the incorporator of this Corporation, who is licensed to practice medicine in the State of Alaska, is as follows:

Carol Mitchell-Springer, M.D.  
4115 Lake Otis Parkway  
Anchorage, Alaska 99508

IN WITNESS WHEREOF, the undersigned, being the sole original incorporator, has executed these Articles of Incorporation this 14<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_  
CAROL MITCHELL-SPRINGER, M.D.

**DISCLOSURE OF CORPORATE PURPOSE  
USING THE  
NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM  
(NAICS)**

Pursuant to A.S. 10.06.215, the NAICS industry grouping code which most closely describes the initial activities of the Corporation is:

621111 : Offices of Physicians (except Mental Health  
Specialists)



**No. 2828**

Effective: 11/21/2006

Expires: 12/31/2008

# **STATE OF ALASKA**

**DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT**

**Division of Occupational Licensing**

**P.O. Box 110806, Juneau, Alaska 99811-0806**

**STATE MEDICAL BOARD**

**Certifies that**

**CATHERINE F. GOHRING**

**IS A LICENSED  
PHYSICIAN**

**Commissioner: William C. Noll**

No. 4309

Effective: 12/01/2006

Expires: 12/31/2008

# STATE OF ALASKA

DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT

Division of Occupational Licensing

P.O. Box 110806, Juneau, Alaska 99811-0806

## STATE MEDICAL BOARD

Certifies that

# CRAIG EDWARD HINKLE

IS A LICENSED

## PHYSICIAN

Commissioner: William C. Noll

Wallet Card

No. 4309      State Of Alaska  
 Department of Commerce, Community, and Economic Development  
 Division of Occupational Licensing  
**CRAIG EDWARD HINKLE**  
 IS A LICENSED  
 PHYSICIAN

Effective	Expiration	Date of Birth
12/01/2006	12/31/2008	02/02/1969

Signature \_\_\_\_\_

IT IS YOUR RESPONSIBILITY TO BE AWARE OF CONTINUING EDUCATION REQUIREMENTS FOR RENEWAL.

WALL CERTIFICATES SUITABLE FOR FRAMING ARE AVAILABLE FOR A FEE OF \$20.

THE FEE FOR VERIFICATIONS OF LICENSURE OR LETTERS OF GOOD STANDING IS \$20.

PER 12 AAC 02.900 YOU MUST NOTIFY US IN WRITING IF YOU CHANGE YOUR MAILING ADDRESS. YOU MAY FAX YOUR ADDRESS CHANGE TO (907) 465-2974.

Division Website: [www.commerce.state.ak.us/occ](http://www.commerce.state.ak.us/occ)

MED

CRAIG EDWARD HINKLE  
3260 PROVIDENCE DRIVE, SUITE 322  
ANCHORAGE AK 99508

No. 3220

Effective: 10/29/2006

Expires: 12/31/2008

# STATE OF ALASKA

DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC  
DEVELOPMENT

Division of Occupational Licensing

STATE MEDICAL BOARD

Certifies that

**CAROL LYNN MITCHELL-SPRINGER**

IS A LICENSED

**PHYSICIAN**

Commissioner: William C. Noll

**No. 5056**

Effective: 11/21/2006

Expires: 12/31/2008

# **STATE OF ALASKA**

**DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT**

**Division of Occupational Licensing**

**P.O. Box 110806, Juneau, Alaska 99811-0806**

**STATE MEDICAL BOARD**

**Certifies that**

**KRISTIN MALEE MURRAY**

**IS A LICENSED**

**PHYSICIAN**

**Commissioner: William C. Noll**

**No. 3068**

Effective: 11/21/2006

Expires: 12/31/2008

**STATE OF ALASKA**

**DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT**

*Division of Occupational Licensing*

P.O. Box 110806, Juneau, Alaska 99811-0806

**STATE MEDICAL BOARD**

Certifies that

**JAN EUGENE WHITEFIELD**

IS A LICENSED

**PHYSICIAN**

Commissioner: William C. Noli

No. 2469

Effective: 12/01/2008

Expires: 12/31/2008

# STATE OF ALASKA

DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC  
DEVELOPMENT  
Division of Occupational Licensing

## STATE MEDICAL BOARD

Certifies that

# CAROL JANE WIGGINS

IS A LICENSED  
PHYSICIAN

Commissioner: William C. Noll

Wallet Card

No. 2469      **State Of Alaska**  
 Department of Commerce, Community, and Economic Development  
 Division of Occupational Licensing  
**CAROL JANE WIGGINS**  
 IS A LICENSED  
 PHYSICIAN

Effective	Expiration	Date of Birth
12/01/2008	12/31/2008	11/28/1947

Signature \_\_\_\_\_

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Division Website: [www.commerce.state.ak.us/occ](http://www.commerce.state.ak.us/occ)

MED

CAROL JANE WIGGINS  
3260 PROVIDENCE DR #322  
ANCHORAGE AK 99508-4627