

FILED in the office of the Secretary of
State of the State of Colorado

ARTICLES OF INCORPORATION
OF
BOULDER ABORTION CLINIC, P. C.

MAY 12 1975
286781

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a professional service corporation for the practice of medicine under the Colorado Corporation Code, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of said corporation shall be BOULDER ABORTION CLINIC,
P. C.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The corporation is organized solely for the purpose of conducting the practice of medicine through persons licensed by the Colorado State Board of Medical Examiners; the corporation may exercise the powers and privileges conferred upon corporations by the laws of Colorado only in furtherance of and subject to the above-stated corporate purposes.

ARTICLE IV

All shareholders of the corporation shall be persons licensed by the Colorado State Board of Medical Examiners and shall at all times own their shares in their own right. All shareholders of the corporation 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 year, are actively engaged in the practice of medicine in the offices of the corporation. Any shareholder of the corporation who ceases to be a shareholder or for any reason is ineligible to be a

shareholder shall dispose of all of his shares in the corporation forthwith, either to the corporation or to a person who is duly licensed by the Colorado State Board of Medical Examiners, and who at all times meets the above-stated requirements.

ARTICLE V

The president of the corporation shall be a shareholder and a director, and to the extent possible, all other directors and officers shall be persons licensed to practice medicine in the State of Colorado; however, directors and officers (except the president) need not be shareholders and need not be licensed to practice medicine in the State of Colorado. In the event an officer or director, except the president, is not a shareholder and is not licensed to practice medicine in Colorado, such lay officer or director shall not exercise any authority whatsoever over professional matters.

ARTICLE VI

Any 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 the corporation shall maintain in good standing professional liability insurance which shall meet the following minimum standards:

(a) Such policy shall insure the corporation against liability imposed upon it by law for damages arising out of the acts, errors and omissions of all non-professional employees;

(b) The insurance shall be in an amount for each claim of at least Fifty Thousand Dollars (\$50,000.00) multiplied by the number of persons licensed to practice medicine employed by the corporation; the policy may provide for an aggregate top limit of liability per year for all claims of One Hundred Fifty Thousand Dollars (\$150,000.00), also multiplied by the number of persons licensed to practice medicine employed by the corporation.

ARTICLE VII

The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares of common stock having a par value of \$1.00 per share. Each shareholder of record shall have one vote for each share of stock in his name; cumulative voting shall not be allowed in the election of directors or for any other purpose. Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are none.

ARTICLE VIII

Three directors shall constitute the initial board, their names and addresses being as follows:

Warren M. Hern, M. D.
1130 Alpine, Suite D
Boulder, Colorado 80302

Christine Ann Hern
3909 Washington Street
Englewood, Colorado 80110

Arlen S. Ambrose
909 Writer's Tower
1660 South Albion Street
Denver, Colorado 80222

The Board of Directors may be increased at the election of the stockholders.

ARTICLE IX

The address of the initial registered office of the corporation is 1130 Alpine, Suite D, Boulder, Colorado 80302. The name and address of its initial registered agent and agent for service is Warren M. Hern, M. D., 1130 Alpine, Suite D, Boulder, Colorado 80302.

ARTICLE X

The name and address of each incorporator is:

Warren M. Hern, M. D.
1130 Alpine, Suite D
Boulder, Colorado 80302

Christine Ann Hern
3909 South Washington Street
Englewood, Colorado 80110

