



04168220

**AZ CORPORATION COMMISSION
FILED**

FEB 19 2013

FILE NO. 1825269-2

DO NOT WRITE ABOVE THIS LINE! RESERVED FOR A/C USE ONLY.

**ARTICLES OF INCORPORATION
FOR-PROFIT or PROFESSIONAL CORPORATION***Read the Instructions C0101*

1. **ENTITY TYPE** - check only one to indicate the type of entity being formed:
☐ FOR-PROFIT (BUSINESS) CORPORATION ☒ PROFESSIONAL CORPORATION
2. **ENTITY NAME** - see Instructions C0101 for naming requirements - give the exact name of the corporation:
Northern Arizona Healthcare Solutions P.C.
3. **PROFESSIONAL CORPORATION SERVICES** - If professional corporation is checked in number 1, briefly describe the professional service or services that the professional corporation will provide (examples: law firm, accounting, medical):
Family Medical Walk In
4. **CHARACTER OF BUSINESS** - briefly describe the character of business the corporation initially intends to conduct in Arizona. NOTE that the character of business that the corporation ultimately conducts is not limited by the description provided.
5. **SHARES** - see Instructions C0101 - list the class (common, preferred, etc.) and total number of shares of each class that the corporation is AUTHORIZED to issue - the total must be greater than zero. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087. Note - Par Value is optional.

Class: <u>Common</u>	Series: _____	Total: <u>2</u>	Par Value: <u>\$0.01</u>
Class: _____	Series: _____	Total: _____	Par Value: _____

6. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 6.1 Is the Arizona known place of business address the same as the street address of the statutory agent? ☐ Yes - go to number 7 and continue

☒ No - go to number 6.2 and continue

- 6.2 If you answered "No" to number 6.1, give the physical or street address (not a P.O. Box) of the known place of business of the corporation in Arizona:

Address (optional) 1778 N.Hwy 89		
Address 1		
Address 2 (optional) Chino Valley	AZ	86323
City	State or Province	Zip
Country United States		

7. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment form C082</u> .					
Shannon Jaramillo			Cindy Brown		
Name			Name		
1778 N.Hwy 89			1145 Northwood Loop		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Chino Valley	AZ	86323	Prescott	AZ	86903
City	State or Province	Zip	City	State or Province	Zip
Country	United States		Country	United States	
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		


8. STATUTORY AGENT - see <u>Instructions C010</u> :					
8.1 REQUIRED - give the name (can be an individual or an entity) and <u>physical or street address</u> (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
Michael Jaramillo					
Statutory Agent Name (Required)					
Attention (optional)			Attention (optional)		
10999 N. Sport Horse Ln.					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
Prescott Valley	AZ	86315			
8.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.					

9. **INCORPORATORS** - list the name and address, and provide the signature, of each and every incorporator - minimum of one is required. If more space is needed, check this box ☐ and complete and attach the **Incorporator Attachment** form C084.

Michael Jaramillo
 Name
 1778 N.Hwy 89
 Address 1
 Address 2 (optional)
 Chino Valley AZ 86523
 City State Zip
 United States
 Country

SIGNATURE - see Instructions C010:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

 ☒ I ACCEPT

Signature
 Michael Jaramillo 2-12-13
 Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

☐ LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name
 Address 1
 Address 2 (optional)
 City State Zip
 Country

SIGNATURE - see Instructions C010:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature
 Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

☐ LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Filing Fee: \$60.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-248-8810.

Attachment to Articles of Incorporation for
Northern Arizona Healthcare Solutions P.C.

10. The corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

11. To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring prior to such repeal, amendment or modification.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

STATUTORY AGENT ACCEPTANCE*Please read Instructions M0021*

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

Northern Arizona Healthcare Solutions P.C.

2. **A.C.C. FILE NUMBER** (If entity is already incorporated or registered in AZ):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

Michael Jaramillo

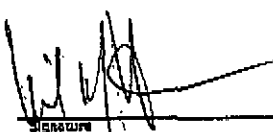
- 3.1 Check one box: ☒ The statutory agent is an Individual (natural person).
☐ The statutory agent is an Entity.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Signature

Michael Jaramillo
Printed Name

2-13-13
Date

REQUIRED – check only one:

- | | |
|--|---|
| <input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual | <input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--|---|

Filing Fee: none (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mall: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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CERTIFICATE OF DISCLOSURE*Read the Instructions C003/***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Northern Arizona Healthcare Solutions P.C.**2. A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 90 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Michael Jaramillo

Name

1778 N.Hwy 89

Address 1

Address 2

Chino Valley

AZ

86323

City

State


Zip

Country

United States

SIGNATURE - see Instructions C0031:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.


☒ I ACCEPT

Michael Jaramillo

Printed Name

2-12-13

Date

REQUIRED - check only one:

- ☒ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☐ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C0031:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☐ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)

Expedited processing - add \$35.00 to filing fee.

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

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C0031.001
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