

Document Type: **Restated Articles of Incorporation - For-Profit**

Document Fee: **\$0.00**

Entity Name: **FLAGSTAFF SURGICAL ASSOCIATES, P. A.**

Additional Fee: **\$0.00**

Entity Information

Entity Name: FLAGSTAFF SURGICAL ASSOCIATES, P. A.

Entity Type: Domestic Professional Corporation

Entity ID: 01049639

Formation Date: 05/04/1976

Entity Email Address:

Status: Active

Effective Date: 02/18/2020

Effective Time: 9:57 AM

Update Entity Information

New Entity Name

Adoption and Vote

Date of Adoption

Date Amendment was adopted: 10/10/2019

Approval

Does the amendment provide for an exchange, reclassification or cancellation of issued shares? ☐ Yes ☒ No

Does the amendment contain provisions for implementing the exchange, reclassification or cancellation of issued shares? ☐ Yes ☒ No

You must provide a statement of the provisions for implementing the exchange, reclassification or cancellation of issued shares. You will have an opportunity to upload this statement.

Check one box concerning approval of the document

- ☐ Approved by incorporators or board of directors without shareholder action, and shareholder approval was not required or no shares have been issued
- ☒ Approved by shareholders but not voting groups
- ☐ Approved by shareholders and voting groups
- ☐ Approved by voting group(s) only

Class

Series

Total

Shareholder Approval

Total votes entitled to be cast:

Votes in favor that were sufficient for approval of amendments:

Votes against amendments:

Statutory Agent Information

Name

Attention

Address

Email

ROBERT BERGER	77 W FOREST AVE STE 201 , FLAGSTAFF, AZ, 86001, USA
---------------	--

Known Place of Business

Attention	Address
	77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ, 86001, USA

Principal Information

Title	Name	Attention	Address	Email	Date Taking Office
Director	ROBERT BERGER		77 W FOREST AVE #201 , FLAGSTAFF, AZ 86001, USA		
Director	BRIAN COATES		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
Director	DANIEL WESCHE		77 W FOREST AVE #201 , FLAGSTAFF, AZ 86001, USA		
Director	NATHAN TRITLE		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
Director	WILLIAM BADGER		77 W FOREST AVE #201 , FLAGSTAFF, AZ 86001, USA		
Director	ANDREW ALDRIDGE		77 W FOREST AVE #201 , FLAGSTAFF, AZ 86001, USA		
Director	Jon Rumohr		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
Director	Alex Lund		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
Officer	KATE PRESTON		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
Officer	JON RUMOHR		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
President	ROBERT BERGER		77 W FOREST AVE #201 , FLAGSTAFF, AZ 86001, USA		
Secretary	Nathan Tritle		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		
Treasurer	William Badger		77 WEST FOREST AVE STE 201 , FLAGSTAFF, AZ 86001, USA		

Uploaded Attachments

You may upload any attachment as a **.pdf file**.

File Name

Amended and Restated Articles of Organization (re-submission).pdf

Signature

By typing/entering my name, I intend to affix my electronic signature acknowledging that this electronic document is submitted in compliance with Arizona law. I certify that the information on the electronic document is true, complete, and accurate as of the date the electronic filing is submitted.

☒ I Agree

Signature: ROBERT BERGER

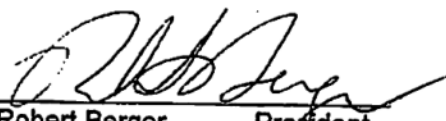
Title: Officer

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLAGSTAFF SURGICAL ASSOCIATES, P.A.
A PROFESSIONAL CORPORATION**

According to the provisions of Ariz. Rev Stat. Ann. §§10-1006 and 10-1007,
Flagstaff Surgical Associates, P.A. amends and restates its Articles of Incorporation in
their entirety as follows:

1. The name of the Corporation is Flagstaff Surgical Associates, P.A.
2. The Articles of incorporation were filed on May 4, 1976 and Articles of Amendment were filed on June 22, 1998 and May 11, 1999.
3. The following Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval.
4. There are currently 100,000 shares authorized and 9,000 shares issued and outstanding and entitled to vote.
5. The following Amended and Restated Articles of Incorporation were adopted and approved (a) by resolutions of the board of directors of Flagstaff Surgical Associates, P.A. evidenced by unanimous written consent in lieu of special meeting of the board of directors dated October 10, 2019 and (b) by resolutions of the shareholders of Flagstaff Surgical Associates, P.A. evidenced by unanimous written consent in lieu of special meeting of the shareholders dated October 10, 2019.

6. The Articles of Incorporation as previously amended are hereby amended and restated by deleting them in their entirety and inserting in lieu thereof the attached Amended and Restated Articles of Incorporation of Flagstaff Surgical Associates, P.A.
Effective the 12 day of February, 2020.


Robert Berger, President

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLAGSTAFF SURGICAL ASSOCIATES, P.A.
A PROFESSIONAL CORPORATION

ARTICLE 1. NAME.

The name of this Corporation is "Flagstaff Surgical Associates, P.A."

ARTICLE 2. INCORPORATOR.

The original incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
Paul Lundstrom, M.D.	3080 East Matterhorn Flagstaff, Arizona 86001
C. Herbert Fredell, M.D.	120 West Fine Flagstaff, Arizona 86001

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE 3. STATUTORY AGENT AND KNOWN PLACE OF BUSINESS.

The name and address of the current statutory agent of this Corporation is Robert Berger, 77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001. The known place of business of this Corporation shall be 77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001.

ARTICLE 4. INITIAL BUSINESS, OBJECT AND PURPOSES.

The general nature of the business to be transacted by this Corporation is as follows:

The practice of medicine and surgery, by and through its shareholders, directors, officers, agents and employees, all of whom shall be licensed to practice medicine in the State of Arizona (except as otherwise permissible under applicable law and as permitted by the bylaws), and to do all and everything necessary and advantageous in connection with and for the accomplishment of the foregoing, or which is calculated directly or indirectly, to promote the interests of the Corporation, all within and subject to the laws of the State of Arizona.

The foregoing shall be construed only as the object, purposes and powers of this Corporation, and it is expressly intended that reference to or inference from the terms of any other clause, term or paragraph contained herein shall not limit or restrict these objects, purposes and powers.

ARTICLE 5. CAPITAL STOCK.

The authorized capital stock of the Corporation shall be 100,000 thousand (100,000) shares of common stock with no par value. Except as otherwise permissible under applicable law and as permitted under the bylaws, no person who is not licensed to practice medicine and surgery in the State of Arizona shall any part in the ownership of shares of common stock or the management of the Corporation. Any shareholder entitled to vote may vote by proxy at any meeting of the shareholders (and at any

adjournment thereof) which is specified in such proxy, provided that the proxy is executed either by an appointment form or an electronic transmission executed by such shareholder or such shareholder's duly- authorized attorney-in-fact. If any individual employed by the Corporation to render professional services as defined in Ariz. Rev. Stat. Ann. §10-2201 becomes legally disqualified to render these services, the individual's employment shall be terminated. When a shareholder dies or becomes a disqualified person as defined in Ariz. Rev. Stat. Ann. §, the provision contained in the Corporation's bylaws shall be govern.

ARTICLE 6. BOARD OF DIRECTORS.

The current board of directors shall consist of nine (9) directors, but the number of persons to serve thereafter shall be fixed by the bylaws of the Corporation. The persons who are currently elected to serve as directors of the Corporation until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Andrew Aldridge	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
William Badger	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
Robert Berger	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
Brian Coates	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
Alex Lund	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001

Kate Preston	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
Jon Rumohr	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
Nathan Tittle	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001
David Wesche	77 West Forest Avenue, Suite 201, Flagstaff, Arizona 86001

To the fullest extent permitted by Title 10, Chapter 8 of the Arizona Revised Statutes as the same exist or may be amended hereafter, no director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

No repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall adversely affect any right or protection of a director existing at the time of the repeal or modification.

ARTICLE 7. NO PERSONAL LIABILITY.

The private property of each and every shareholder, officer and director of the Corporation, real or personal, tangible or intangible, now owned or hereafter acquired by any of them, is and shall be forever exempt from all debts and obligations of the Corporation of any kind whatsoever. This Article shall not be construed to alter the law applicable to the relationship between the persons furnishing and receiving professional chiropractic services, acupuncture services or medical services associated with those rendered by nurse practitioners, including, but not limited to, liability arising therefrom.


ARTICLE 8. INDEMNIFICATION OF DIRECTORS.

The Corporation shall indemnify each of its directors to the fullest extent permissible under (a) Ariz. Rev. Stat. Ann. § 10-851 as amended from time to time; (b) Ariz. Rev. Stat. Ann. § 10-852 as amended from time; and (c) as provided in the Corporation's bylaws.

ARTICLE 9. INDEMNIFICATION OF OFFICERS.

The Corporation shall indemnify each of its officers to the fullest extent permissible (a) under Ariz. Rev. Stat. Ann. § 10-856; (b) under indemnification provisions of any successor amended statute; or (c) as provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this
13th day of February, 2020.


Robert Berger, President