APPLICATION FOR AUTHORITY

OF FOREIGN CORPORATION

ENTITY INFORMATION

ENTITY NAME:	PRIVATE PRACTICE TRANSITIONS, INC.
ENTITY ID:	23477116
ENTITY TYPE:	Foreign For-Profit (Business) Corporation
EFFECTIVE DATE:	01/25/2023
FOREIGN DOMICILE STATE:	Washington
DATE OF FORMATION IN FOREIGN	08/26/2014
DOMICILE:	
DURATION:	Perpetual
TRUE NAME IN FOREIGN DOMICILE:	
PURPOSE:	
CHARACTER OF BUSINESS:	Any legal purpose
AUTHORIZED SHARES:	Share Class: Common Share Series: Share Total: 2,000,000
ISSUED SHARES:	Share Class: Common Share Series: Share Total: 2,000,000

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME:	Registered Agents Inc
PHYSICAL ADDRESS:	1846 E. Innovation Park Dr., STE 100, ORO VALLEY, AZ 85755
MAILING ADDRESS:	1846 E. Innovation Park Dr., STE 100, ORO VALLEY, AZ 85755

KNOWN PLACE OF BUSINESS

1864 E. Innovation Park Drive, Suite 100, ORO VALLEY, AZ 85755

PRINCIPAL OFFICE ADDRESS

2615 Jahn Avenue NW , Suite E5, GIG HARBOR, WA 98335

PRINCIPAL INFORMATION

Director: Justin Farmer - 2615 Jahn Avenue NW, Suite E5, GIG HARBOR, WA, 98335, USA - - Date of Taking Office:

Director: Tanya Farmer - 2615 Jahn Avenue NW, Suite E5, GIG HARBOR, WA, 98335, USA - - Date of Taking Office:

President: Justin Farmer - 2615 Jahn Avenue NW, Suite E5, GIG HARBOR, WA, 98335, USA - - Date of Taking Office:

SIGNATURE

President: Justin Farmer - 01/25/2023

FILED SECRETARY OF STATE AUGUST 26, 2014 STATE OF WASHINGTON

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ARTICLES OF INCORPORATION OF 08/26/14 2729093-002 \$230.00 R tid: 2825978

PRIVATE PRACTICE TRANSITIONS, INC.

The undersigned individual, acting as incorporator under the Washington Business Corporation Act (RCW 23B et. seq.), adopts the following Articles of Incorporation.

Article I.

The name of this corporation is Private Practice Transitions, Inc. (the "Corporation").

Article II.

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock, no par value. The shares of common stock have unlimited voting rights and are entitled to receive the net assets of the Corporation.

Article III.

The name of the initial registered agent of the Corporation is AW Washington Services, Inc. and the address of its initial registered office is Two Union Square, 601 Union Street, Suite 1501, Seattle, Washington 98101-3981.

Article IV.

The name and address of the incorporator are: Alex Modelski, Ater Wynne LLP, Two Union Square, 601 Union Street, Suite 1501, Seattle, Washington 98101-3981.

Article V.

The number of directors of the Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

Article VI.

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of the Corporation.

Article VII.

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of the Corporation.

Article VIII.

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

Article IX.

Any action required or permitted to be taken at a shareholders meeting may be taken without a meeting or a vote if either:

(a) The action is taken by all shareholders entitled to vote on the action; or

(b) By less than unanimous consent pursuant to RCW 23B.07.040, as amended.

Article X.

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation by the affirmative vote of the holders of a mere majority of the outstanding shares of each voting group entitled by law or any other provisions of these Articles of Incorporation to vote on such action as a separate voting group. The rights of the shareholders of the Corporation are granted subject to this reservation.

Article XI.

A merger or share exchange subject to RCW 23B.11.030, a sale of assets subject to RCW 23B.12.020 or a dissolution subject to RCW 23B.14 et seq. may be approved by the affirmative vote of a mere majority of the outstanding shares of each voting group entitled by law or any other provisions of these Articles of Incorporation to vote on such actions.

Article XII.

A director of the Corporation shall not be personally liable to the Corporation or its sharcholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 23B.08.310 of the Washington Business Corporation Act, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation Act, as so amended, without any requirement of further action by the shareholders.

Article XIII.

A. <u>Indemnification</u>. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under RCW 23B.08.510(4).

B. <u>Advancement of Expenses</u>. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

l. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Washington Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

The undertaking required herein must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

Authorization of payments herein may be made by provision in the Articles of Incorporation or Bylaws, by resolution adopted by the shareholders or board of directors, or by contract.

C. <u>Definition of "Proceeding" and "Person"</u>. The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employce Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. <u>Non-Exclusivity and Continuity of Rights</u>. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of shareholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another

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capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors and administrators of such Person and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

E. <u>Amendments</u>. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

The undersigned person, of the age of eighteen years or more, as incorporator of this Corporation under the Washington Business Corporation Act, adopts these Articles of Incorporation.

Dated this 25th day of August, 2014.

Alex Modelski, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

AW Washington Services, Inc. hereby consents to serve as Registered Agent, in the State of Washington, for Private Practice Transitions, Inc. The undersigned understands that as agent for said corporation, it will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of said corporation.

AW WASHINGTON SERVICE By: /

Alex Modelski Two Union Square, Suite 1501 601 Union Street Seattle, WA 98101-3981

> U Stave R. Hobbs. Secretary of State of the other of Washington and custodian of its seal hereby certithe foregoing is a true and accurate copy of the people on file in this office.

Siven under my hand and the Seal of the State Washington in Olympia, the State Capital

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I, Steve R. Hobbs, Secretary of State of the State of Washington and custodian of its seal, hereby certify the foregoing is a true and accurate copy of the record on file in this office.

JAN 18 2023

Given under my hand and the Seal of the State of Washington in Olympia, the State Capital.

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I, STEVE R. HOBBS, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE

OF

PRIVATE PRACTICE TRANSITIONS, INC.

I CERTIFY that the records on file in this office show that the above named entity was formed under the laws of the State of Washington and that its public organic record was filed in Washington and became effective on 08/26/2014.

I FURTHER CERTIFY that the entity's duration is Perpetual, and that as of the date of this certificate, the records of the Secretary of State do not reflect that this entity has been dissolved.

I FURTHER CERTIFY that all fees, interest, and penalties owed and collected through the Secretary of State have been paid.

I FURTHER CERTIFY that the most recent annual report has been delivered to the Secretary of State for filing and that proceedings for administrative dissolution are not pending.

Issued Date: 01/25/2023 UBI Number: 603 431 132



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

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Steve R. Hobbs, Secretary of State Date Issued: 01/25/2023