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**-FILED-**

File No.: 6437287

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**ARTICLES OF INCORPORATION**

**OF**

**AVIANA MEDICAL WEIGHT LOSS**

1. The name of this corporation is AVIANA MEDICAL WEIGHT LOSS.
2. The purpose of this corporation is to engage in the profession of medicine and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.
3. The corporation is a professional corporation within the meaning of Title 1, Division 3, Part 4, of the Corporations Code of the State of California.
4. The business and mailing address of this corporation is 3200 E Guasti Road, Suite 100, Ontario, CA 91761.
5. The name and address in the State of California of this corporation's initial agent for service of process is Marianna Chavez, RN, NP, 3200 E Guasti Road, Suite 100, Ontario, CA 91761.
6. This corporation is authorized to issue only one class of shares of stock, designated "common stock"; and the total number of shares which this corporation is authorized to issue is 100 shares.
7. This corporation is subject to the restrictions on the qualifications of shareholders imposed by Title 1, Division 3, Part 4 of the California Corporations Code and other applicable laws, rules, and regulations, which provide that only the following may be shareholders of a medical corporation:
  - (a) Holders of a valid physician's and surgeon's certificate issued by the division of Licensing of the Medical or Osteopathic Board of California.
  - (b) Licensed persons as identified in section 13401.5(a) of the California Corporations Code, provided that (i) the number of shares in the corporation owned by such persons does not exceed forty nine percent (49%) of the total shares issued by the corporation; and (ii) the number of such persons owning shares in

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the corporation does not exceed the number of licensed physicians and surgeons owning shares in the corporation; and

- (c) Medical corporations with only one shareholder, who is a licensed person, as defined in section 13401 of the California Corporations Code.
8. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person (other than another licensed person who is a shareholder of this corporation) with the authority to exercise the voting power of any of this stock.

Dated this 21st day of October, 2024 at Benicia, California.

A handwritten signature in black ink, appearing to read 'N. Webb', is written over the printed name.

NICHOLAS R. WEBB, RN, DNP, ESQ

Incorporator