

**ARTICLES OF INCORPORATION  
OF  
BRUSO MEDICAL GROUP, INC.**

For Office Use Only

**-FILED-**

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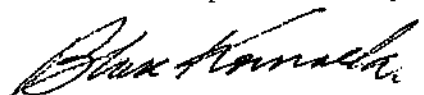
- ONE: The name of this corporation is Bruso Medical Group, Inc.
- TWO: The purpose of the corporation is to engage in the profession of medicine and any other lawful activities (other than the bank or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations. This corporation is a professional corporation within the meaning of California Corporations Code section 13400 et seq.
- THREE: The name and address in this State of the corporation's initial agent for service of process is:
- Capitol Corporate Services, Inc.
- FOUR: The initial street and mailing address of this corporation is 990 Sonoma Avenue #3, Santa Rosa, CA 95404.
- FIVE: This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.
- SIX: This corporation is a close corporation. All of the corporation's issued shares of all classes shall be held of record by not more than 35 persons.
- SEVEN: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The corporation is authorized to indemnify "agents", as such term is defined in Section 317 of the California Corporations Code, to the fullest extent permissible under California law.
- EIGHT: This corporation is subject to restrictions on the qualifications of shareholders imposed by Title I, 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:
- (1) Holders of a valid physician's or surgeon's certificate issued by the Division of Licensing of the Medical Board of California;
  - (2) Licensed persons as defined by the Corporations Code section 13401.5(a) as long as the numbers of shares of the corporation owned by such persons does not exceed 49% of the total shares issued by the corporation and the number of each persons

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

- (3) Medical corporations with only one shareholder who is a licensed person as defined by Corporations Code section 13401.

NINE: The shares of capital stock of this corporation shall be subject to the restrictions on transfer under Section 421 of the California General Corporation Law, and to such additional restrictions on transfer as may be set forth in a shareholder agreement (within the meaning of Section 186 of the California General Corporation Law); provided, that the corporation shall maintain at its principal executive office a copy of any such shareholder agreement and all amendments, and shall provide to its shareholders a copy of such shareholder agreement and all amendments upon written request and without charge.



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Blase Kornacki, Incorporator