





# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF FORMATION OF "MEDICALLY HOME GROUP  
ACQUISITION LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY  
OF APRIL, A.D. 2021, AT 3:17 O`CLOCK P.M.*

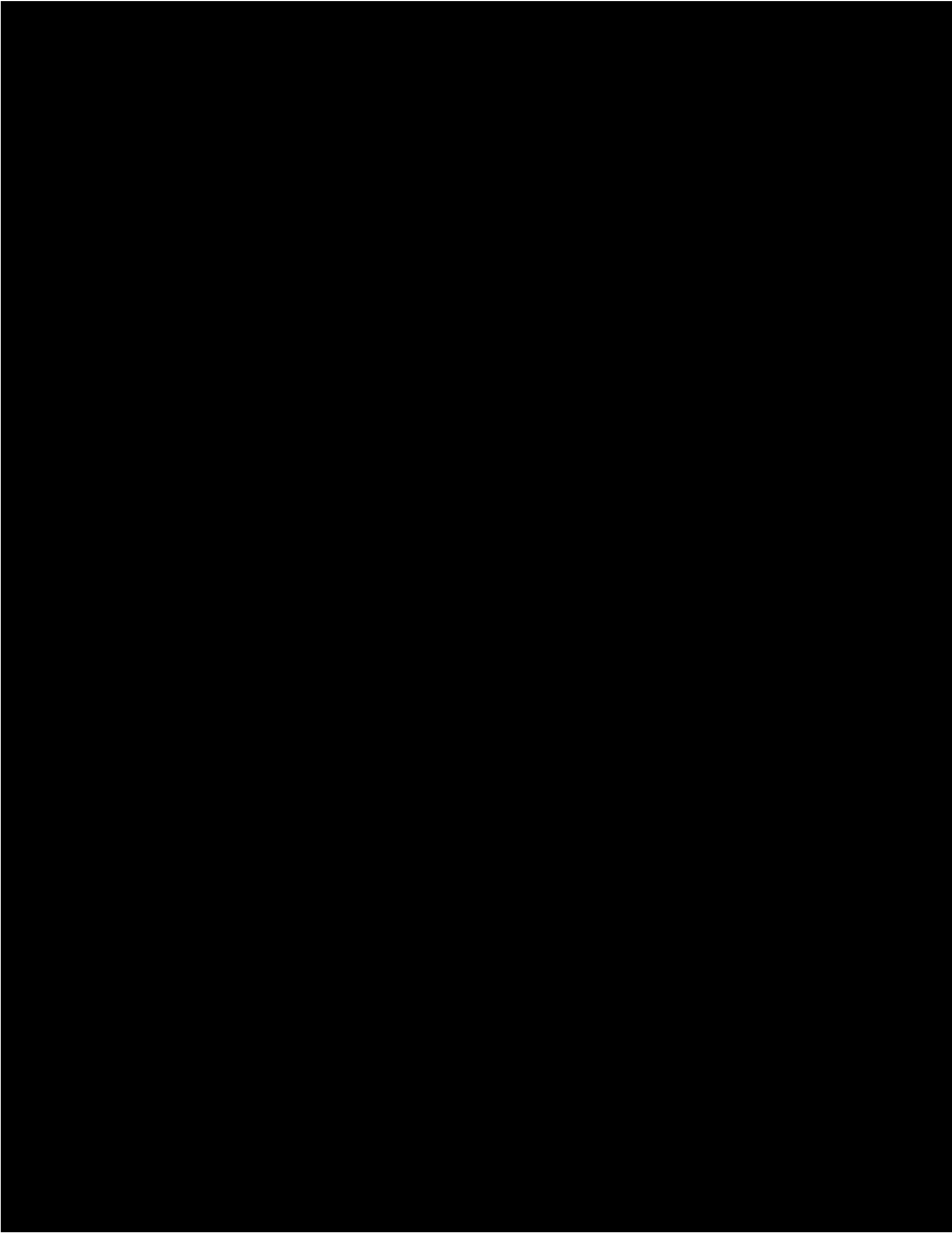
  
Jeffrey W. Bullock, Secretary of State

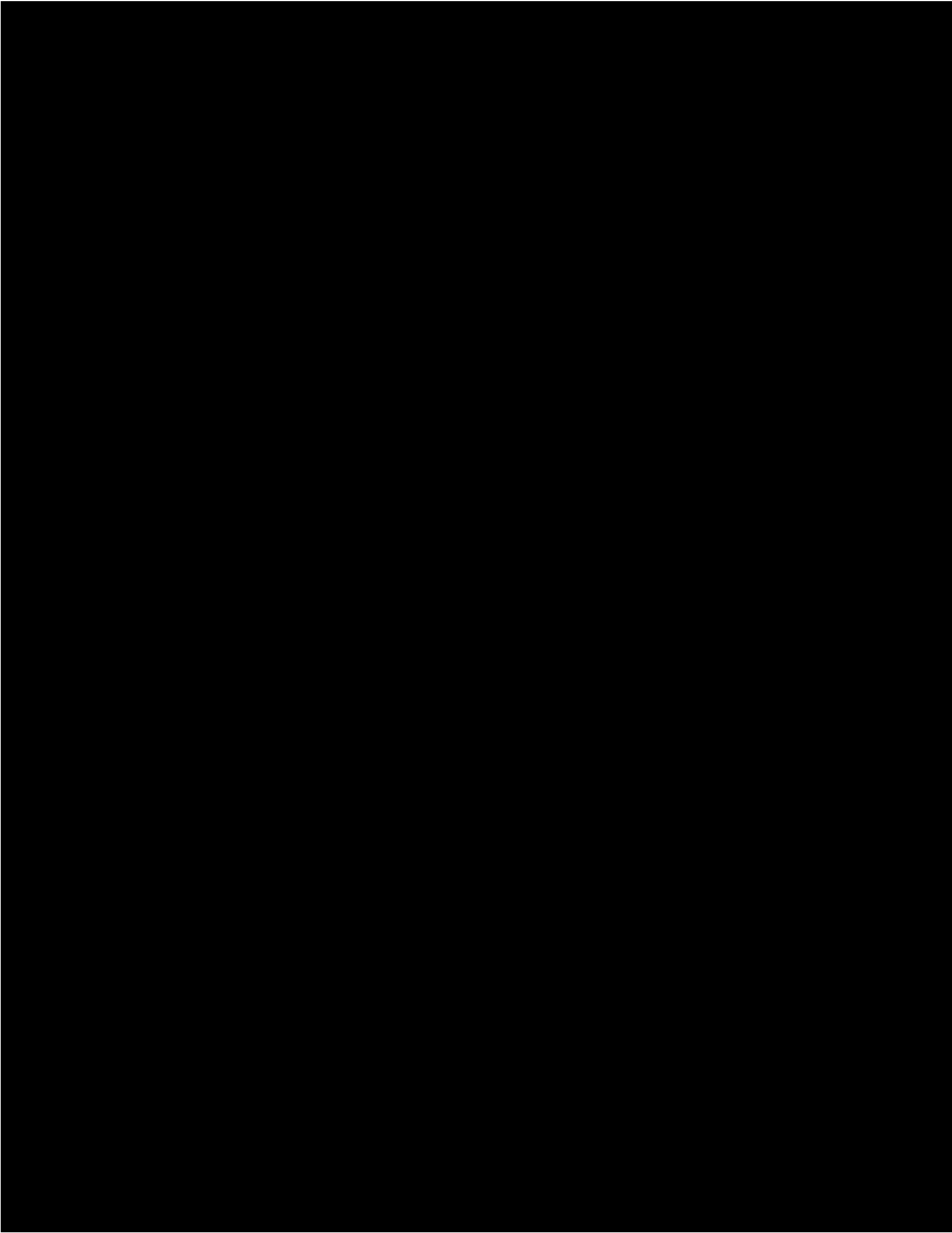
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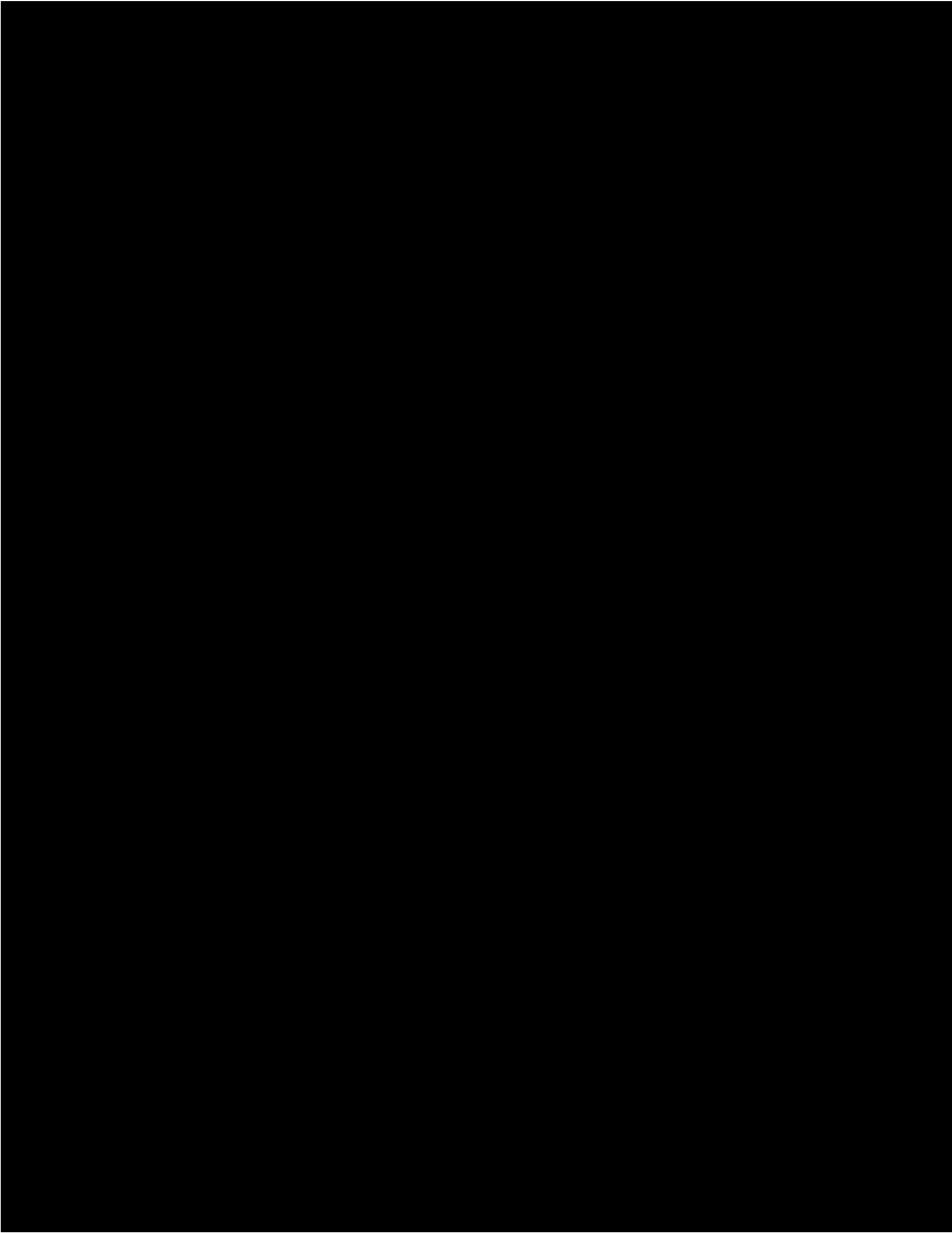
You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

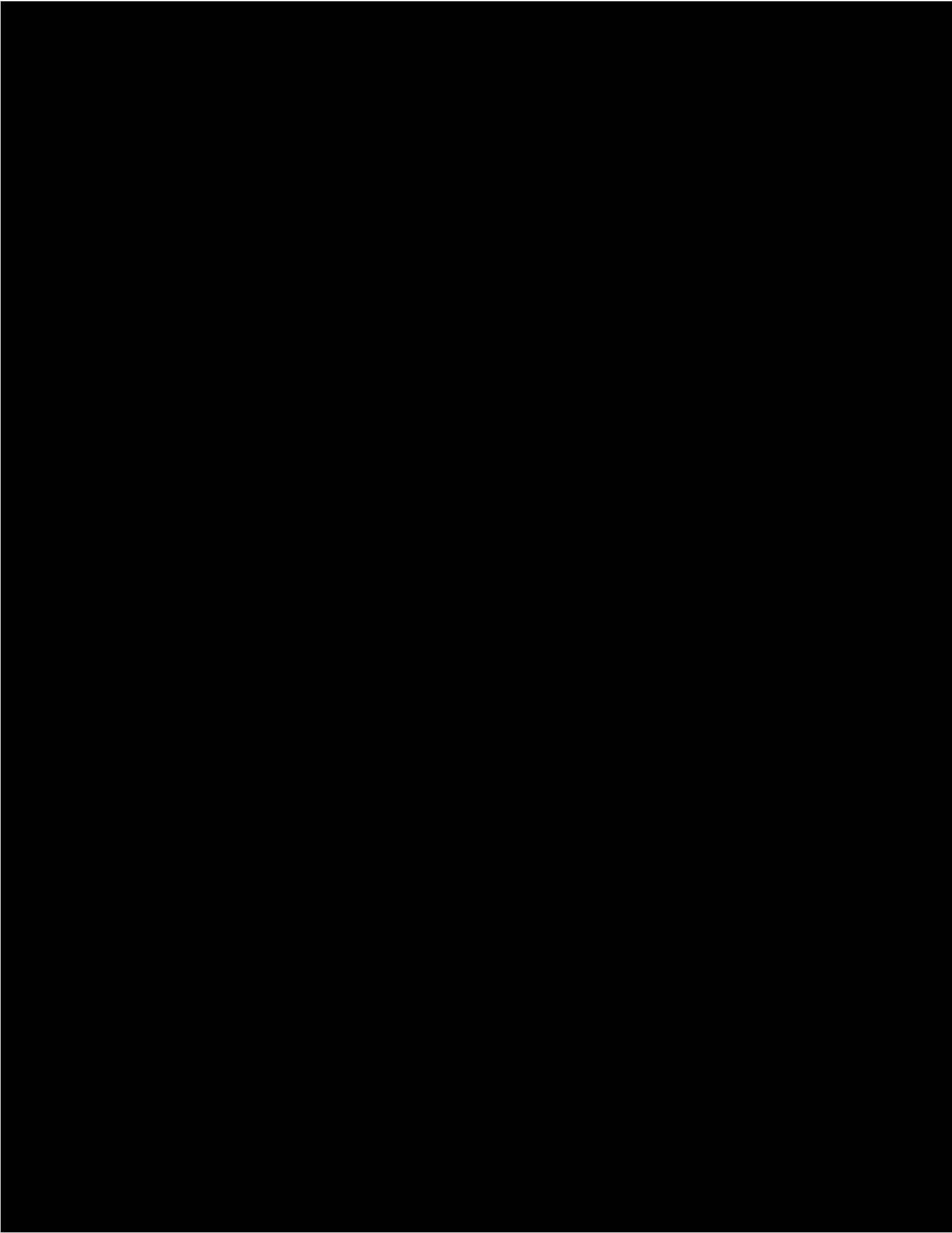
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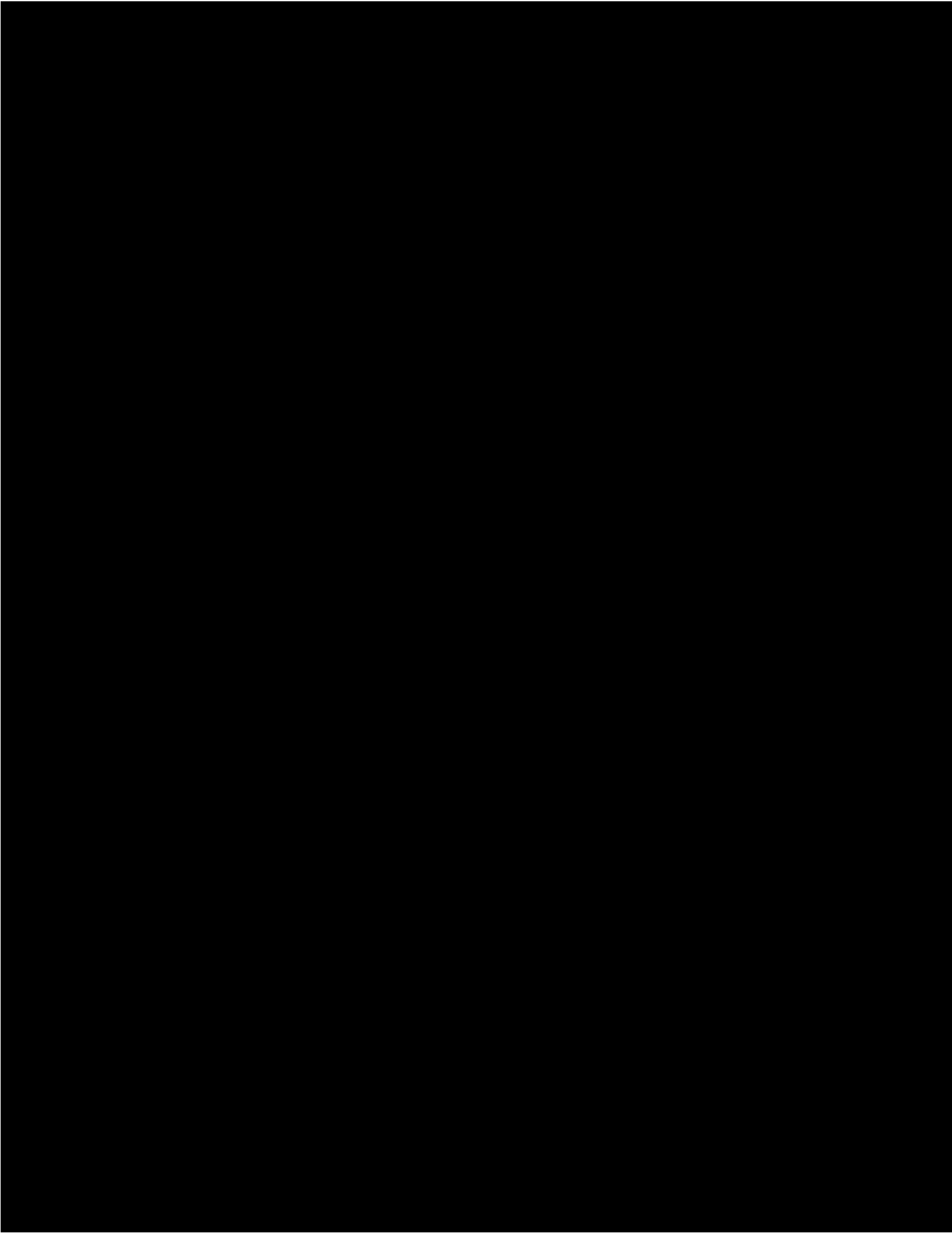
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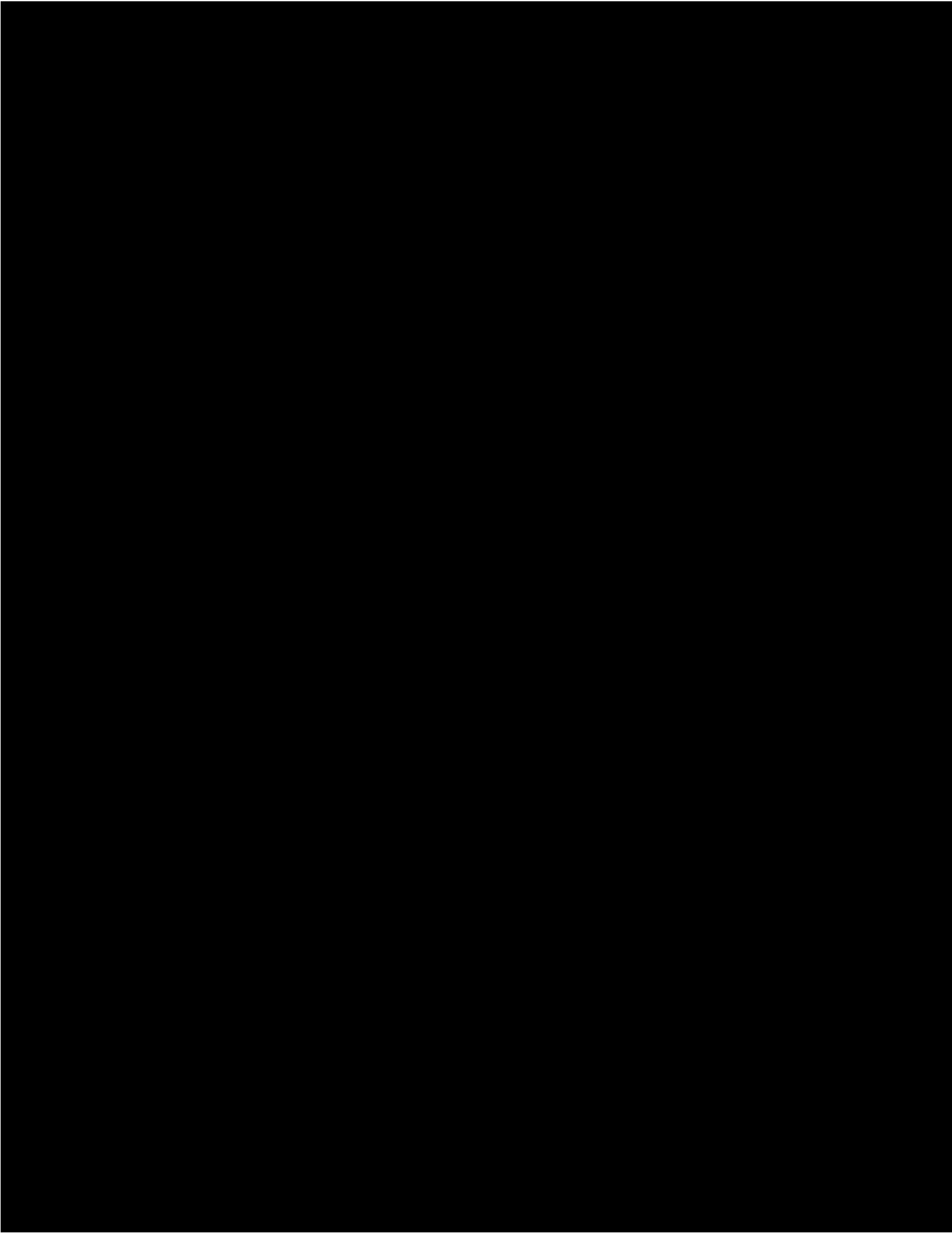






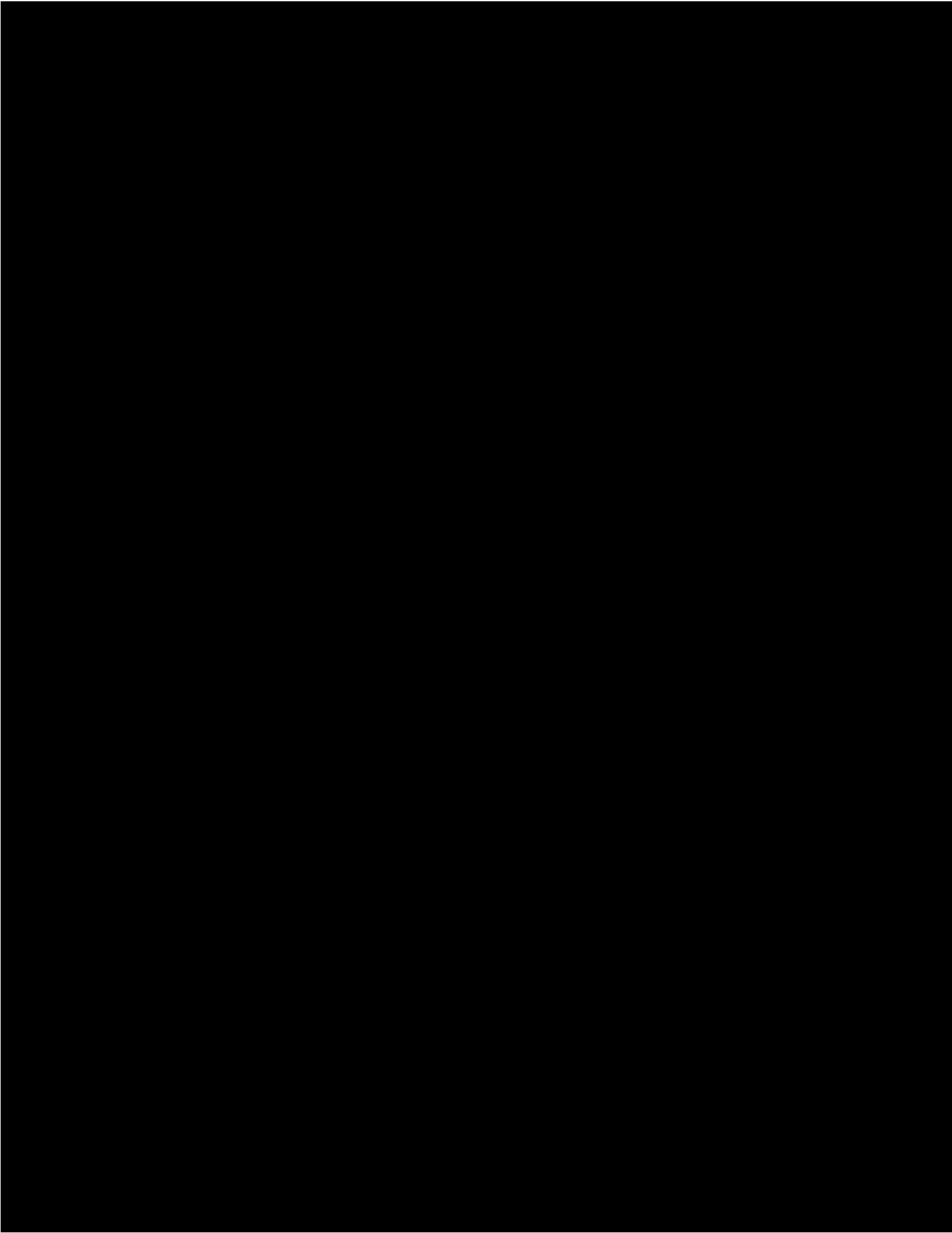


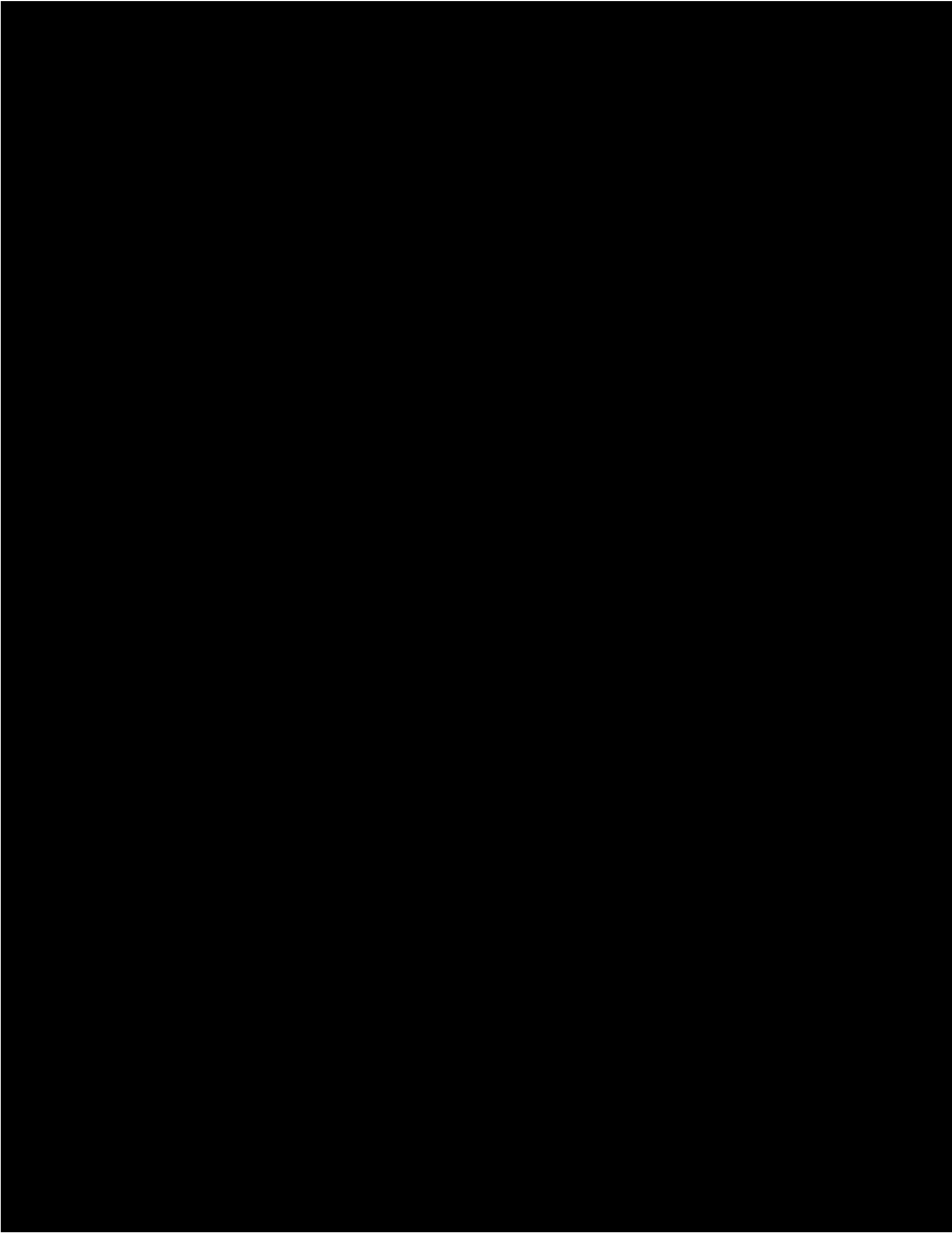


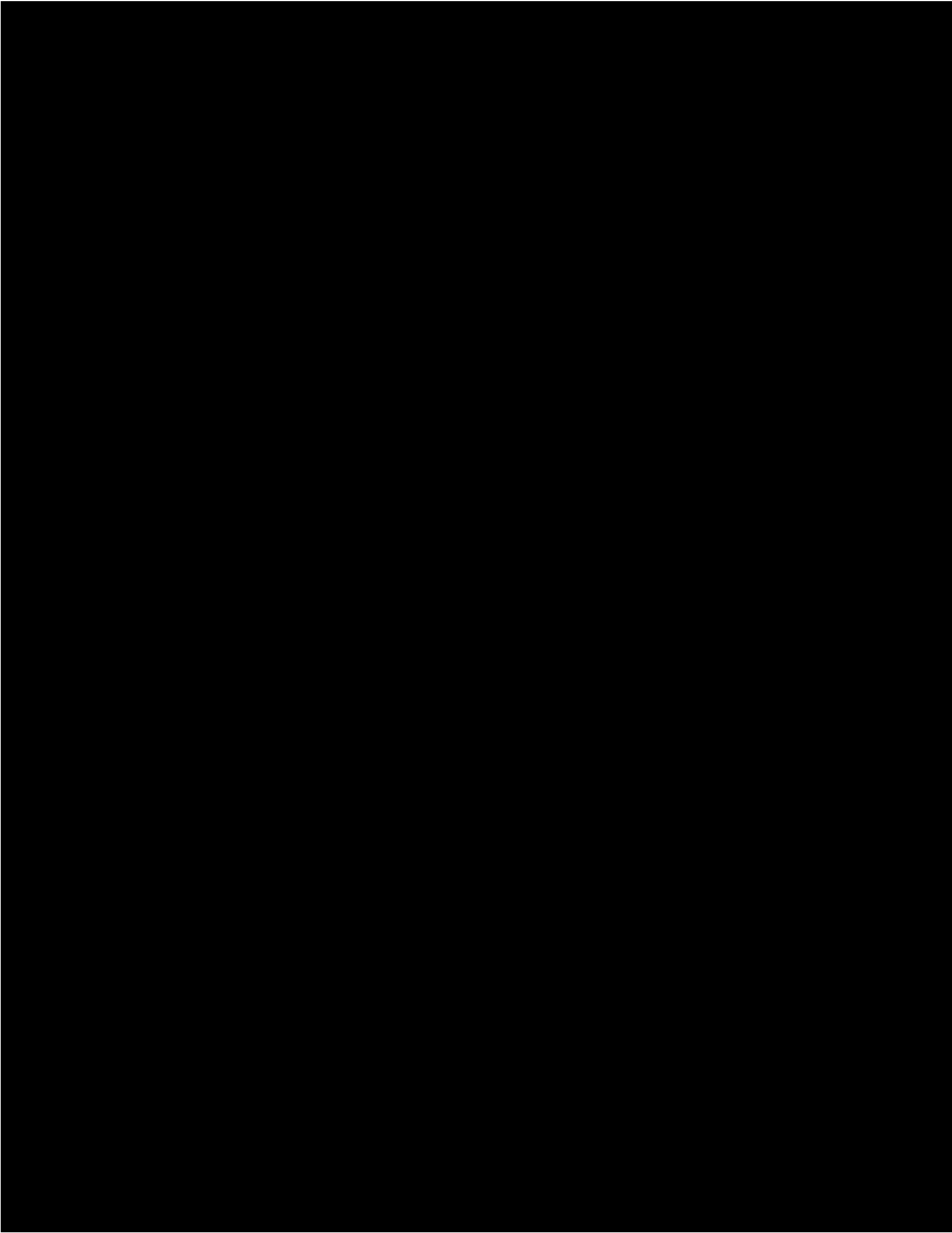












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Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "MEDICALLY HOME  
GROUP BUYER, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD  
DAY OF APRIL, A.D. 2021, AT 3:17 O`CLOCK P.M.*

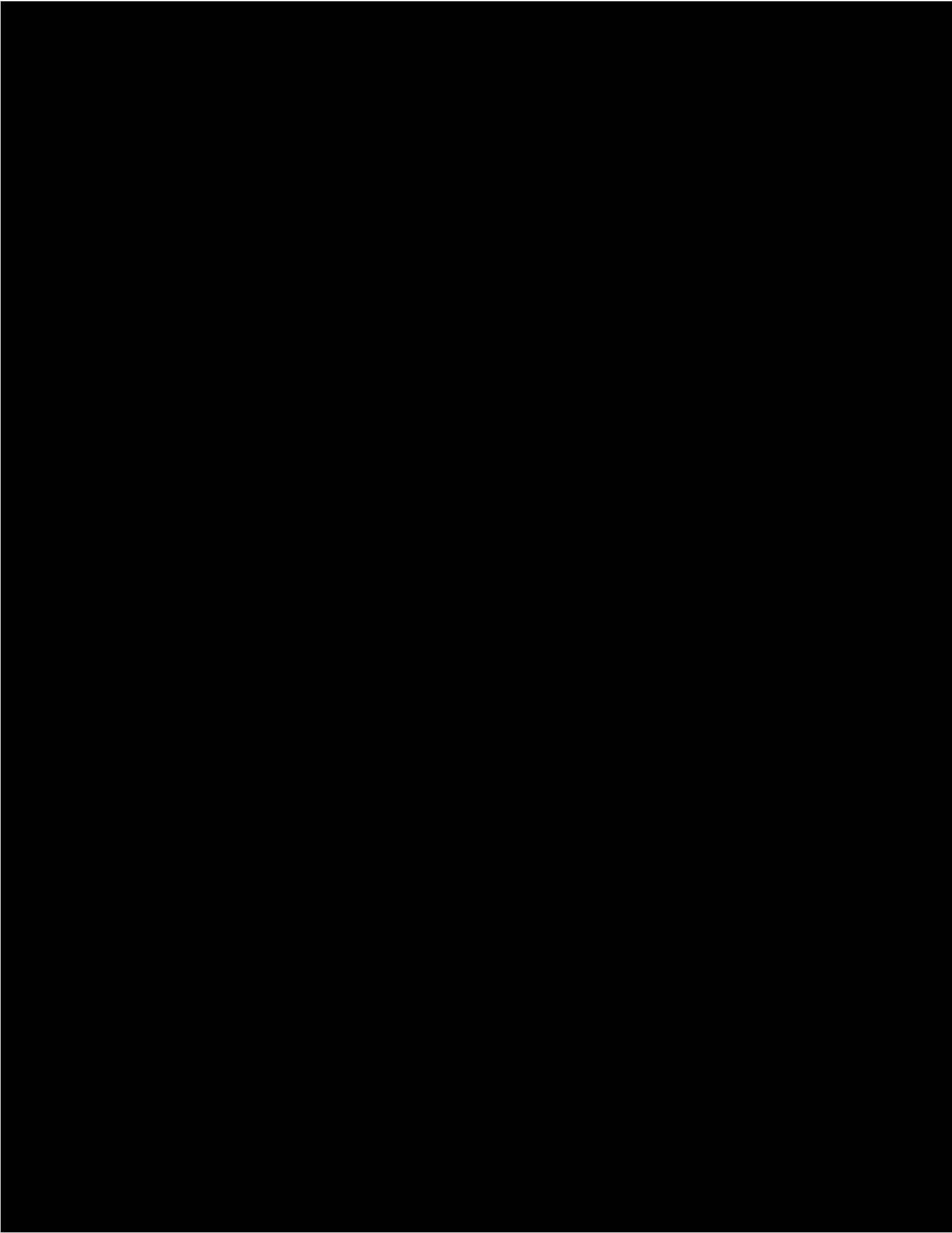
  
Jeffrey W. Bullock, Secretary of State

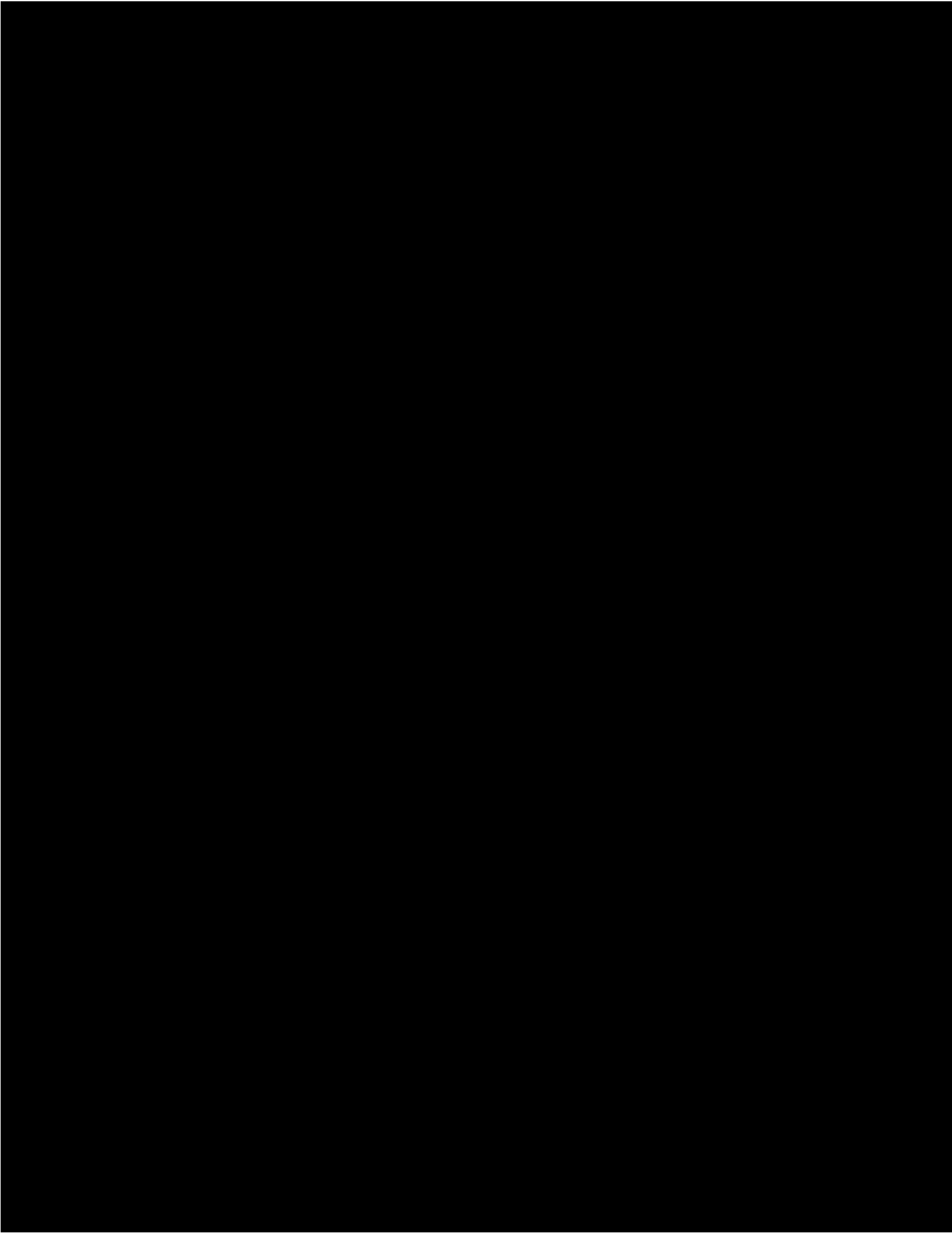
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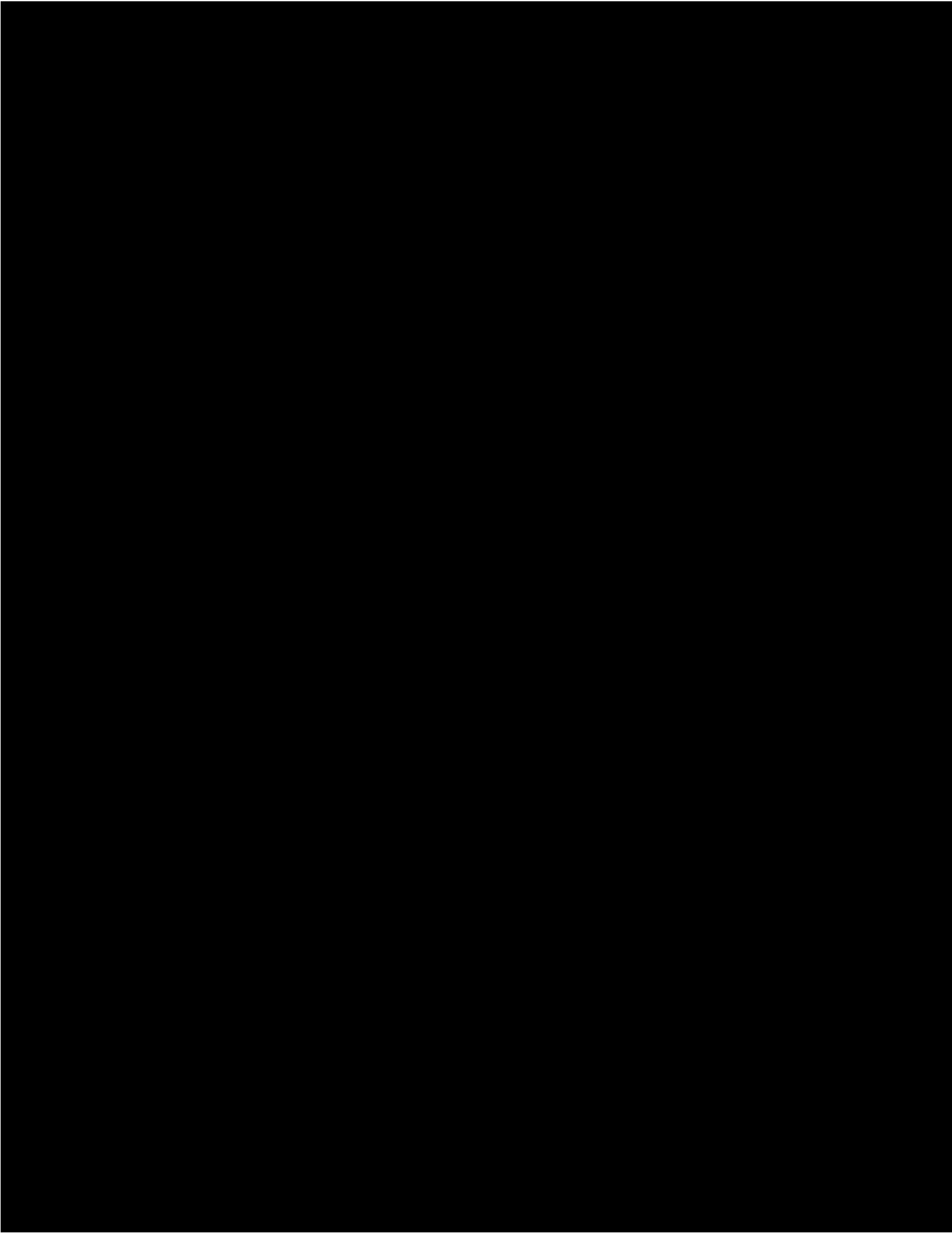
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Date: 04-26-21

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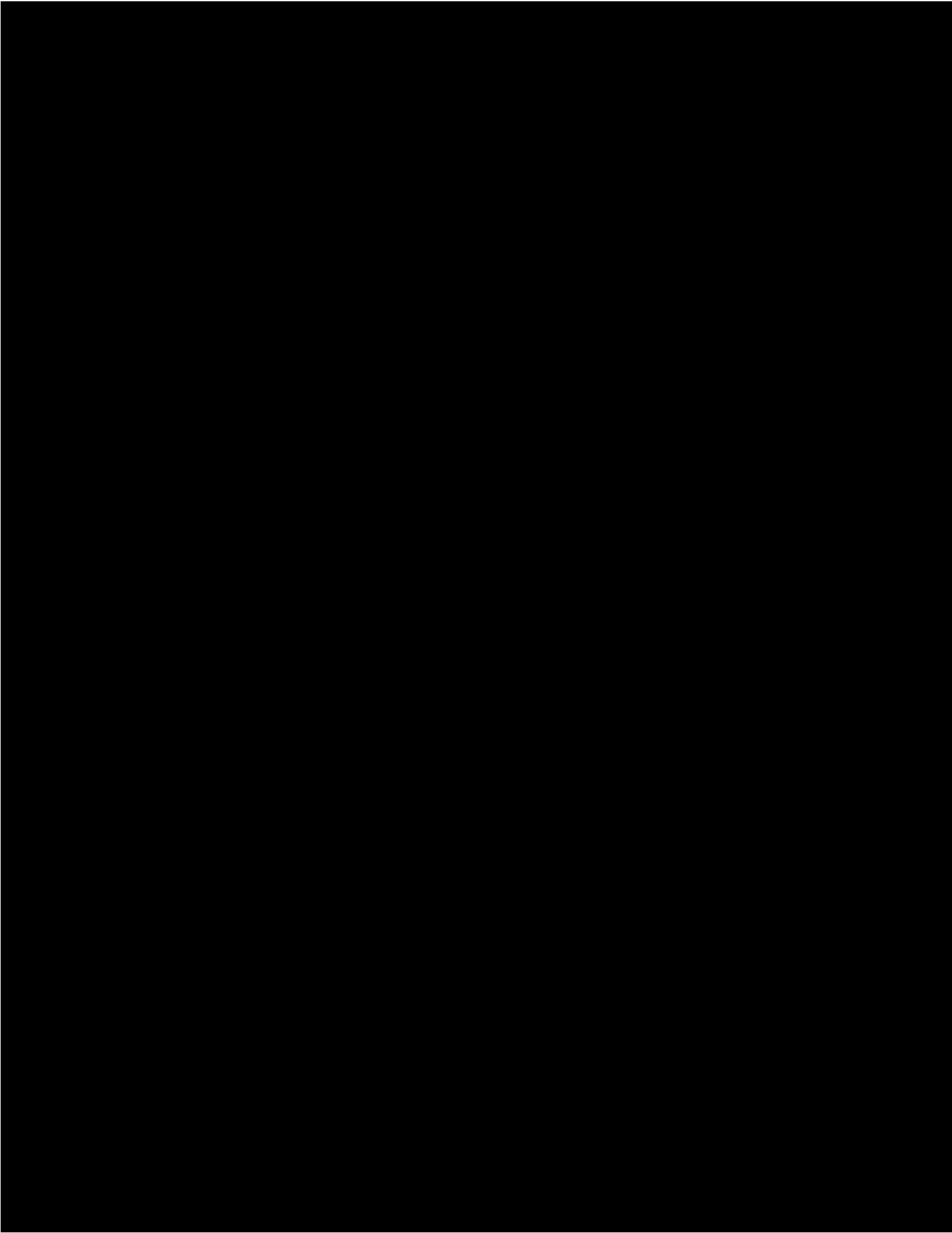


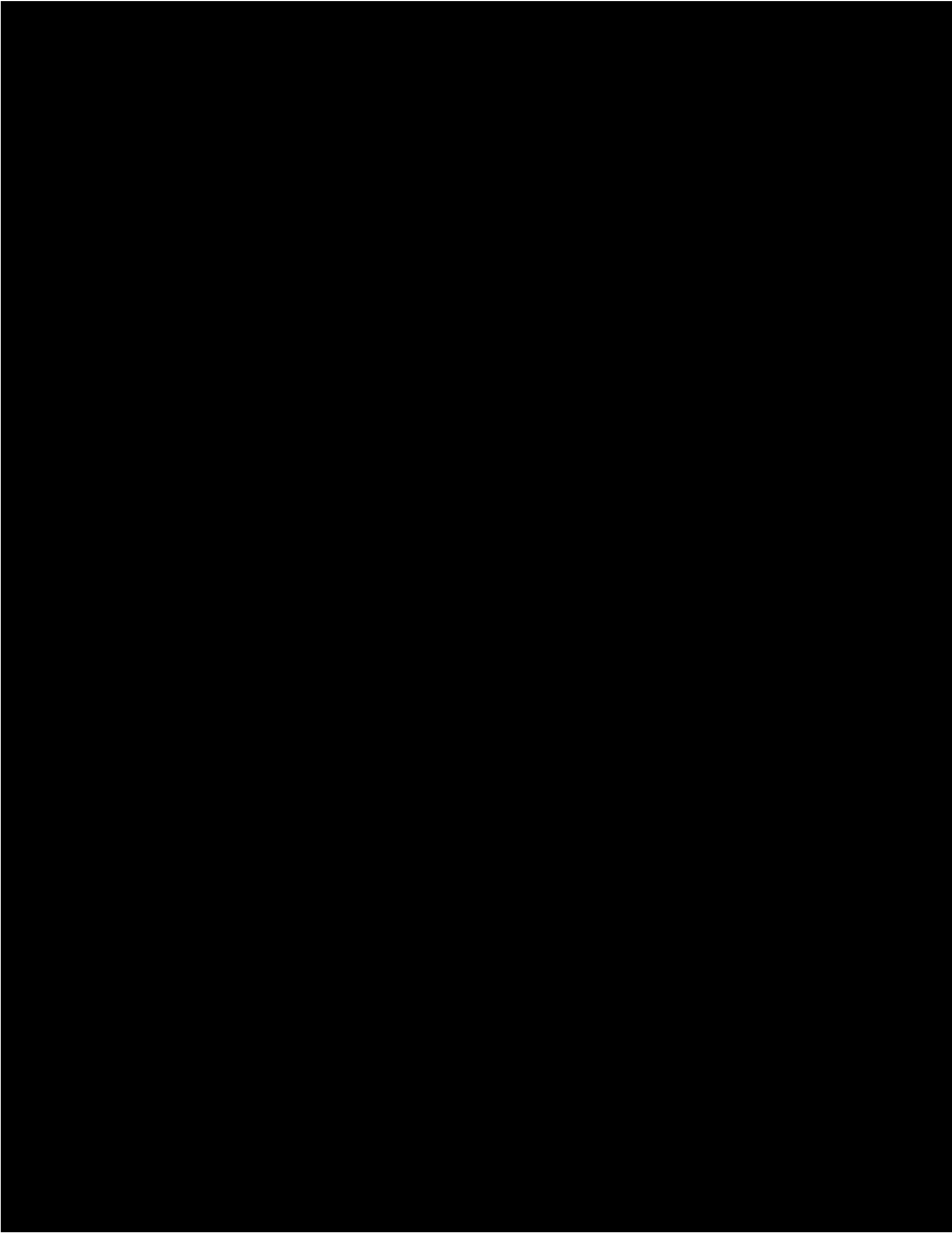


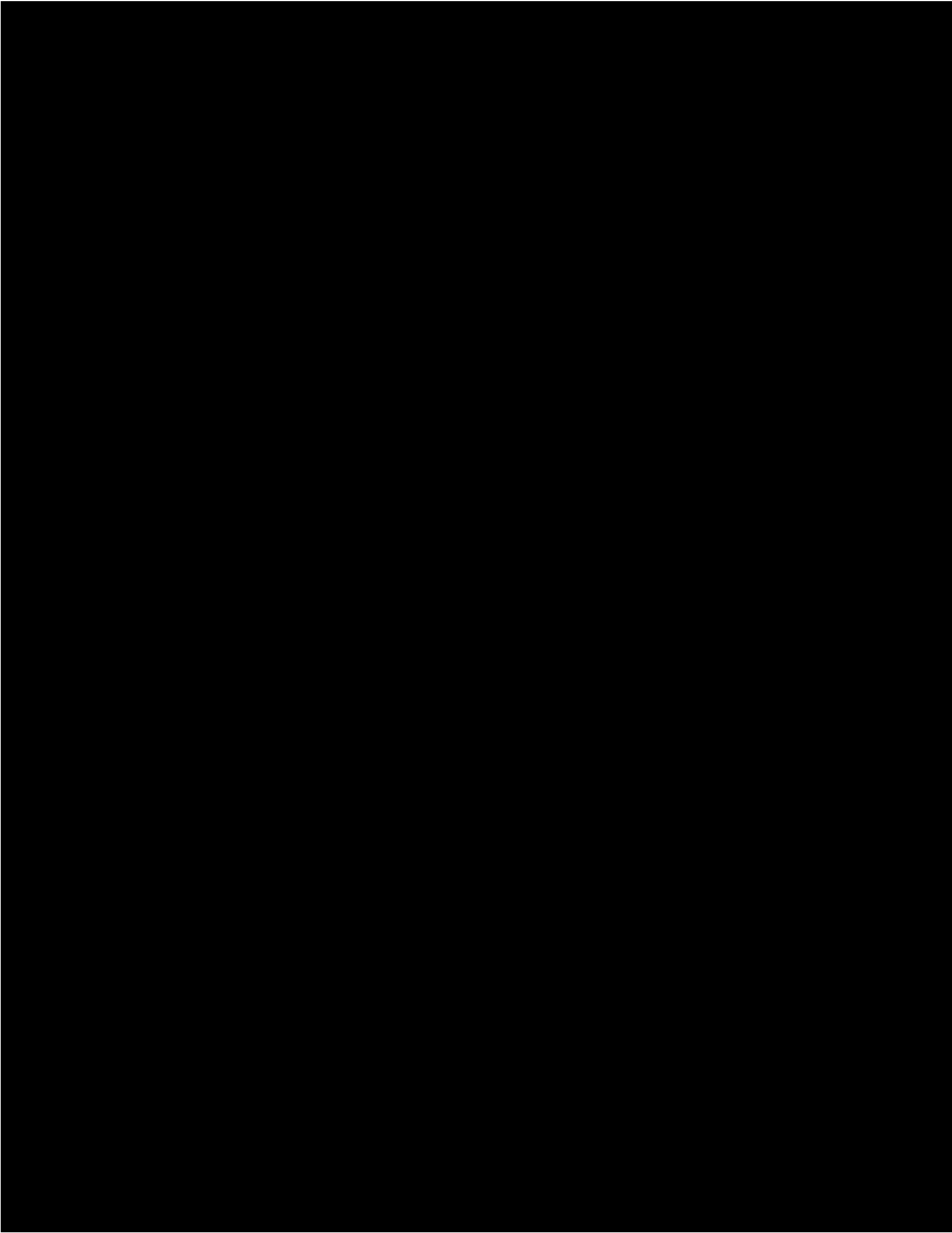


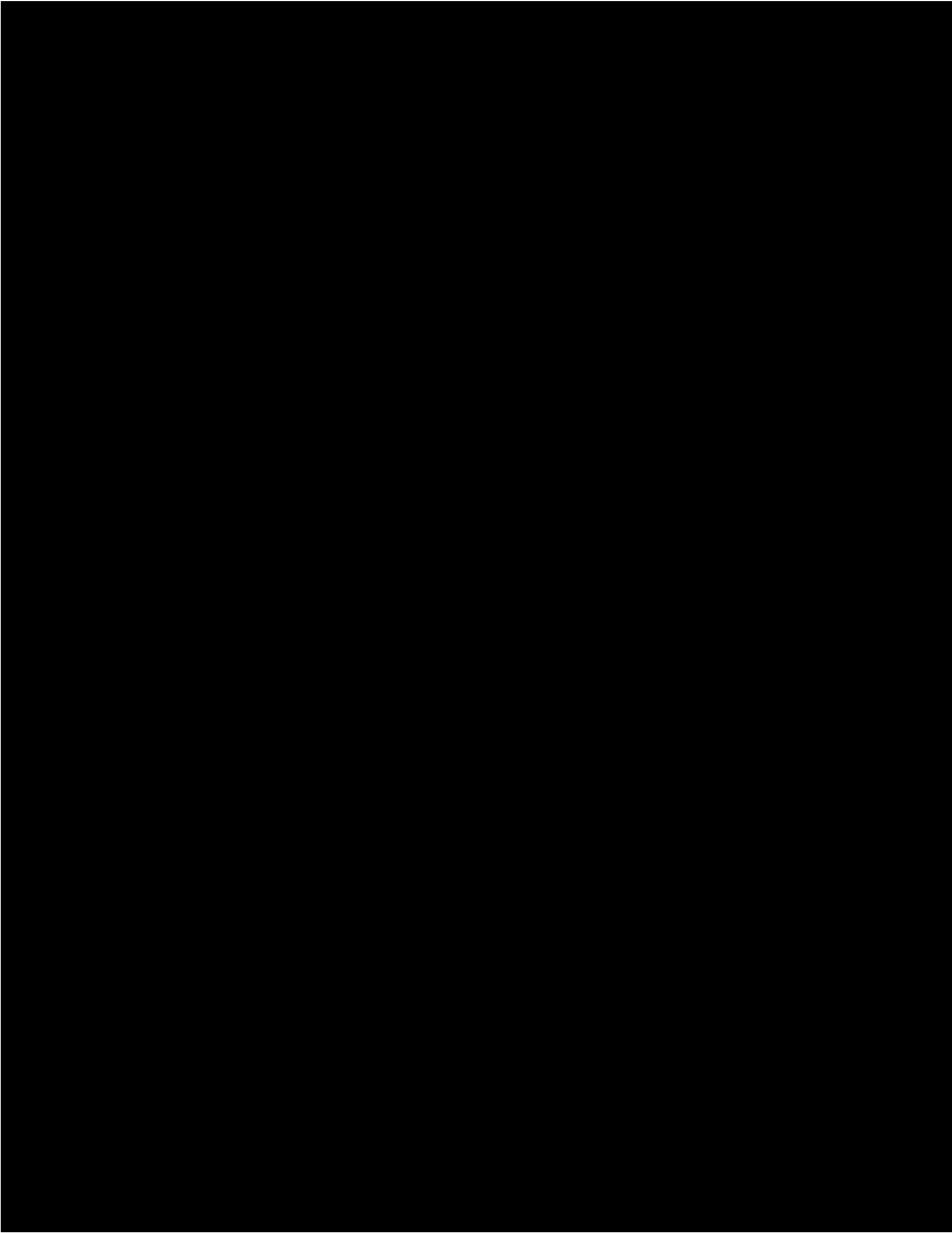


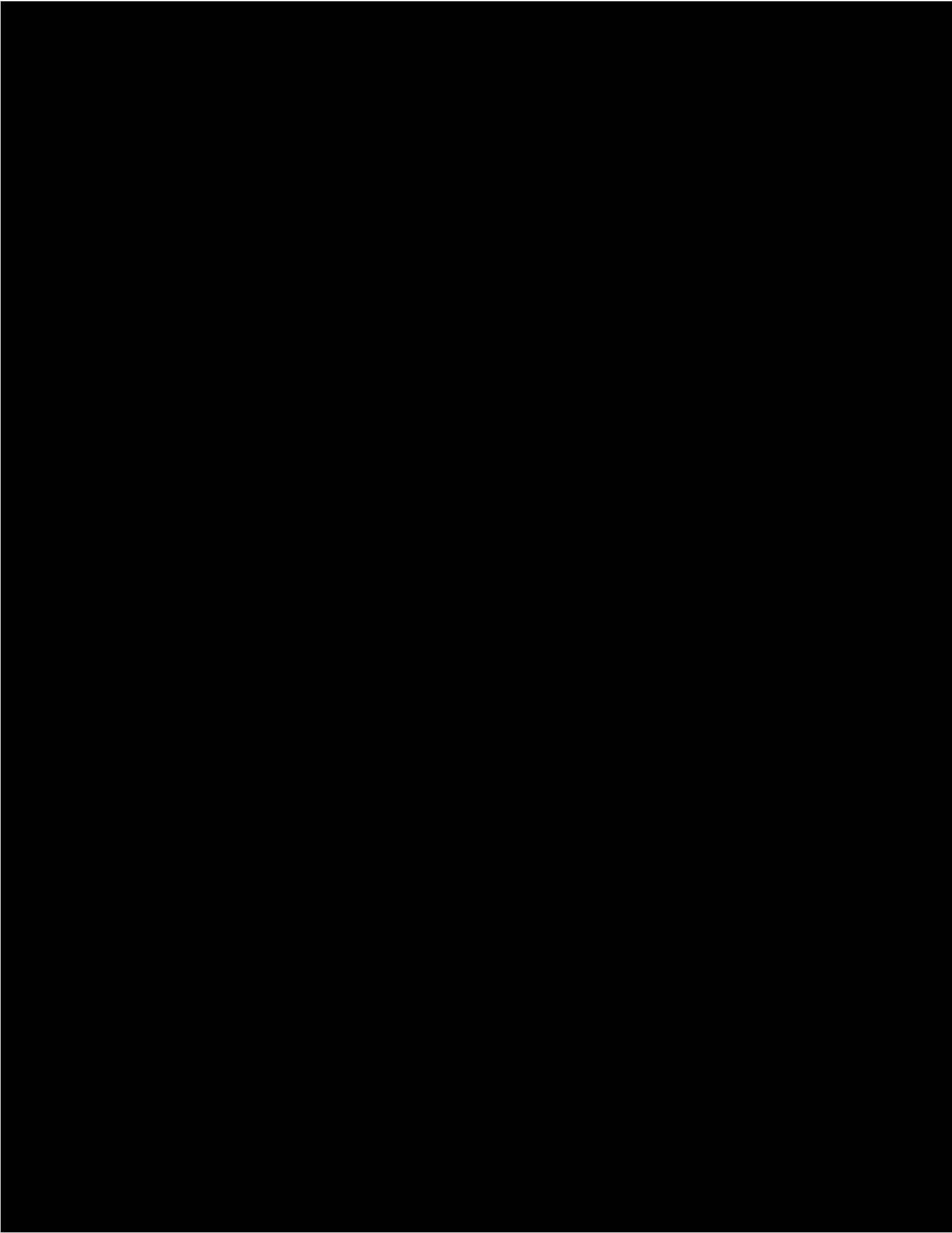


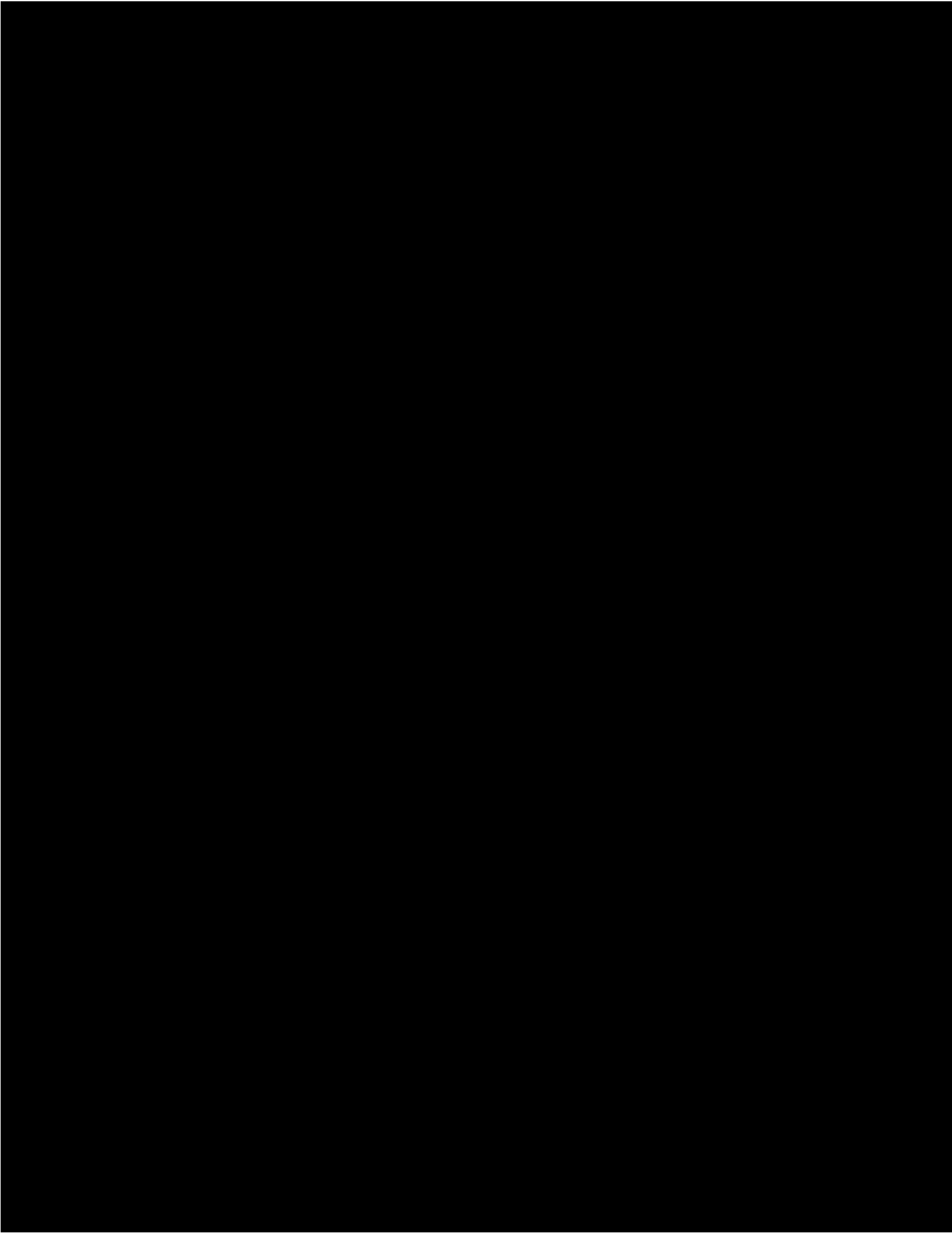


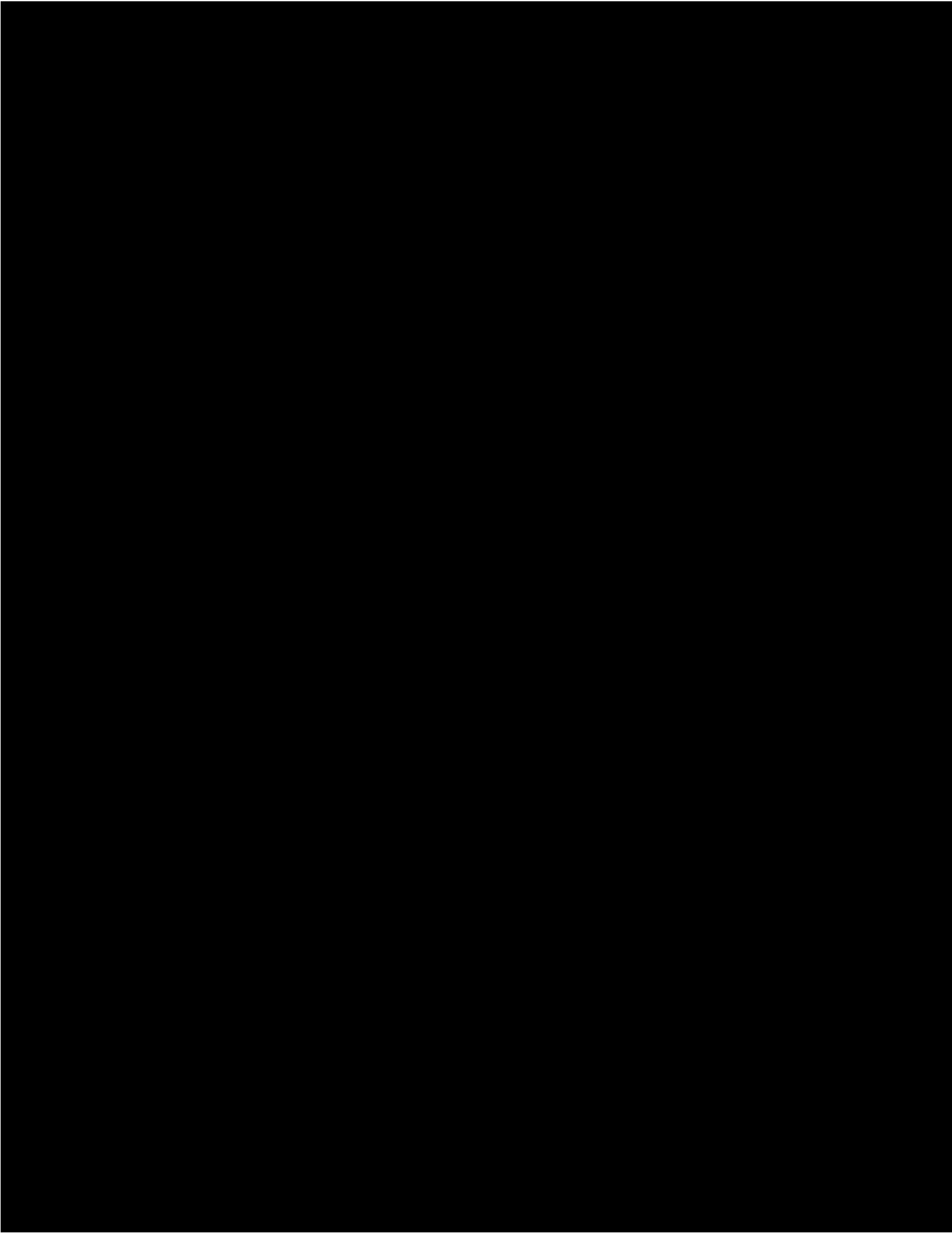
















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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MEDICALLY HOME GROUP MERGER SUB, INC.", A DELAWARE  
CORPORATION,

WITH AND INTO "MEDICALLY HOME GROUP, INC." UNDER THE NAME OF  
"MEDICALLY HOME GROUP, INC.", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D.  
2021, AT 9:04 O`CLOCK A.M.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

5930142 8100M  
SR# 20212194239

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203316852  
Date: 05-28-21

DHNotice016252

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER**  
**MERGING**

**MEDICALLY HOME GROUP MERGER SUB, INC.**  
**WITH AND INTO**  
**MEDICALLY HOME GROUP, INC.**

Pursuant to Title 8, Section 251(c) of the General Corporation Law of the State of Delaware (the “DGCL”), the undersigned corporation does hereby execute the following Certificate of Merger:

1. The name and state of incorporation of each of the constituent corporations (the “Constituent Corporations”) participating in the merger herein certified (the “Merger”) are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Medically Home Group, Inc.	Delaware
Medically Home Group Merger Sub, Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of May 6, 2021 (the “Merger Agreement”), by and among Medically Home Group Buyer, Inc., a Delaware corporation (“Buyer”), Medically Home Group Merger Sub, Inc., a Delaware corporation (the “Merger Sub”), Medically Home Group, Inc., a Delaware corporation (“MHG”), and the Seller Representative (as defined therein), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.
3. MHG shall be the surviving corporation in the Merger (the “Surviving Corporation”). The name of the Surviving Corporation shall be Medically Home Group, Inc.
4. As of the effective time of the Merger, the Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be further amended and restated in its entirety to read as set forth on Exhibit A attached hereto (the “Amended and Restated Certificate”), until thereafter amended in accordance with the DGCL and such Amended and Restated Certificate.
5. The Merger shall become effective immediately upon the acceptance of this Certificate of Merger by the Secretary of State of the State of Delaware.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of such principal place of business is:

**133 Brookline Ave, Boston, MA 02215**

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer as of this 28th day of May, 2021.

**MEDICALLY HOME GROUP, INC.**

By: /s/ Rami Karjian

Name: Rami Karjian

Title: Chief Executive Officer

*[Signature Page to Certificate of Merger]*

DHNotice016255

**Exhibit A**

Amended and Restated Certificate of Incorporation

[*See attached*]

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**MEDICALLY HOME GROUP, INC.**

FIRST: The name of this corporation is Medically Home Group, Inc. (the “Corporation”).

SECOND: The address of the corporation’s registered office in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the “DGCL”).

FOURTH: The total number of shares of capital stock that the Corporation shall have the authority to issue is one hundred (100) shares of common stock, par value of \$0.0001 per share.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the board of directors of the Corporation (the “Board of Directors”).

(2) The Board of Directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the bylaws of the Corporation (the “Bylaws”).

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws. The election of directors need not be by written ballot unless the Bylaws so provide.

(4) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation and any Bylaws adopted by the stockholders; provided, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SIXTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director’s duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the

DGCL or (d) for any transaction from which the director derives an improper personal benefit. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the DGCL as so amended.

Any repeal or modification of the foregoing provision of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

SEVENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which DGCL permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

Any amendment, repeal or modification of the foregoing provisions of this Article SEVENTH shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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