

# Delaware

The First State

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*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE  
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND  
CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ALERACARE MSO, INC."  
AS RECEIVED AND FILED IN THIS OFFICE.*

*THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:*

*CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF  
OCTOBER, A.D. 2020, AT 4:10 O`CLOCK P.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-  
FIRST DAY OF APRIL, A.D. 2021, AT 1:15 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "ALERACARE MSO, INC.".*



A handwritten signature in black ink, reading "C. P. Sanchez", is written over a horizontal line.

Charuni Patibanda-Sanchez, Secretary of State

3964059 8100H  
SR# 20253469116

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

Authentication: 204295608  
Date: 07-25-25

**CERTIFICATE OF INCORPORATION  
OF  
ALERACARE MSO, INC.**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:10 PM 10/23/2020  
FILED 04:10 PM 10/23/2020  
SR 20208007907 - File Number 3964059

The undersigned, a natural person, for the purpose of incorporating a corporation under the General Corporation Law of Delaware, as amended and supplemented, hereby adopts the following Certificate of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation (the “**Corporation**”) is: AleraCare MSO, Inc.

**ARTICLE 2 - REGISTERED OFFICE AND REGISTERED AGENT**

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is: 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation’s resident agent at such address is: National Registered Agents, Inc.

**ARTICLE 3 - NATURE OF BUSINESS**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which a corporation may be incorporated under the General Corporation Law of Delaware.

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

**ARTICLE 4 - CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, of the par value of \$1.00 per share.

**ARTICLE 5 - INCORPORATOR**

The name and the mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Thomas Pascoe	4045 East Bell Road, Ste. 157 Phoenix, AZ 85032

## **ARTICLE 6 - EXISTENCE**

The Corporation is to have perpetual existence.

## **ARTICLE 7 - BOARD OF DIRECTORS**

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall each mean the total number of directors which the Corporation would have if there were no vacancies.

The names and mailing addresses of the persons who are to serve as the first Board of Directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Russel J. Corvese	4045 East Bell Road, Ste. 157 Phoenix, AZ 85032
Thomas Pascoe	4045 East Bell Road, Ste. 157 Phoenix, AZ 85032

## **ARTICLE 8 - BYLAWS**

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the stockholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof if, at the time of enactment by the stockholders, the stockholders shall so expressly provide, and (B) shall not divest the stockholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

## **ARTICLE 9 - INDEMNIFICATION AND LIABILITY LIMITATION**

The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability

company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Delaware so long as such person acted in good faith.

The stockholders, officers, directors, employees and agents of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

#### **ARTICLE 10 - STOCKHOLDERS OF RECORD**

Except as may be otherwise provided by statute, the Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the Corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares, unless and until such person becomes the registered holder of such shares. The foregoing shall apply whether or not the Corporation shall have either actual or constructive notice of the claim by or the interest of such person.

#### **ARTICLE 11 - BOOKS AND RECORDS**

The books and records of the Corporation may be kept (subject to any provision contained in the statutes of the State of Delaware) 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.

#### **ARTICLE 12 - AMENDMENTS**

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, changed or repealed, and other provisions authorized or permitted by the General Corporation Law of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by the General Corporation Law of Delaware, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Delaware or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal this Certificate of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

**ARTICLE 13 - COMPROMISE WITH CREDITORS**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under § 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths ( $\frac{3}{4}$ ) in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

The undersigned incorporator hereby declares, under penalty of perjury, according to the laws of Delaware, that the foregoing is true and correct.

Dated: October 23, 2020

  
Thomas Pascoe, Incorporator

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:15 PM 04/21/2021  
FILED 01:15 PM 04/21/2021  
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