

# **EXHIBIT 12**



# California Secretary of State

Business Programs Division  
1500 11th Street, Sacramento, CA 95814

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MEDIMPACT HEALTHCARE SYSTEMS, INC.  
10181 SCRIPPS GATEWAY COURT  
SAN DIEGO, CA 92131

## Business Amendment Filing Approved

April 12, 2024

**Entity Name:** MEDIMPACT HEALTHCARE SYSTEMS, INC.  
**Entity Type:** Stock Corporation - CA - General  
**Entity No.:** 1725824  
**Document Type:** Restated Articles of Incorporation  
**Document No.:** BA20240752763  
**File Date:** 04/11/2024

The above referenced document has been approved and filed with the California Secretary of State. To access free copies of filed documents, go to [bizfileOnline.sos.ca.gov](https://bizfileOnline.sos.ca.gov) and enter the entity name or entity number in the Search module.

### What's Next?

The most up to date records may be obtained by searching for the Entity Name or Entity Number in the Search module at [bizfileOnline.sos.ca.gov](https://bizfileOnline.sos.ca.gov).

For further assistance, contact us at (916) 657-5448 or visit [bizfileOnline.sos.ca.gov](https://bizfileOnline.sos.ca.gov).



Thank you for using [bizfile California](https://bizfileOnline.sos.ca.gov), the California Secretary of State's business portal for online filings, searches, business records, and additional resources.



## AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

## MEDIMPACT HEALTHCARE SYSTEMS, INC.

For Office Use Only

**-FILED-**

File No.: BA20240752763

Date Filed: 4/11/2024

The undersigned certifies that:

1. They are the President and Secretary, respectively, of MedImpact Healthcare Systems, Inc., a California corporation (the "Corporation"), California Secretary of State entity number 1725824.
2. The Amended and Restated Articles of Incorporation of the Corporation are amended and restated to read as follows:

ARTICLE I

The name of the Corporation is MedImpact Healthcare Systems, Inc.

ARTICLE II

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 California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The Corporation is authorized to issue one class of shares, designated "Common Stock." The total number of shares of Common Stock authorized is 20,000,000. The Common Stock of the Corporation may be issued from time to time in two series designated, respectively, "Series A Voting Common Stock", of which the Corporation is authorized to issue 18,800,000 shares, and "Series B Non-Voting Common Stock", of which the Corporation is authorized to issue 1,200,000 shares. The rights, preferences, privileges and restrictions of Series A Voting Common Stock and Series B Non-Voting Common Stock shall be equal in all respects except that, unless otherwise provided by law, the holders of shares of Series A Voting Common Stock shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and power to vote upon the election of directors or upon any other matter for which a shareholder vote is taken, and the holders of shares of Series B Non-Voting Common Stock shall not be entitled to notice of any shareholders' meetings or to vote upon the election of directors or upon any other matters for which a shareholder vote is taken, except as provided by law. Upon the amendment and restatement of this Corporation's Amended and Restated Articles of Incorporation to read as set forth above, each outstanding share of Common Stock shall, automatically and without any action on the part of the Corporation or the respective holders thereof, be converted into ten thousand (10,000) shares of Series A Voting Common Stock, without increasing or decreasing the par value of each share of Common Stock (the "Forward Split"). The Forward Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent. The Forward Split shall be effected on a certificate-by-certificate basis.

ARTICLE IV

The liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE V

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to limits on such excess indemnifications set forth in Section 204 of the California Corporations Code.

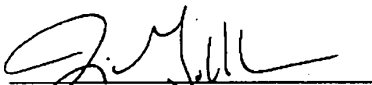
3. The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this amended and restated article of incorporation are true and correct of our own knowledge.

Date: April 11, 2024



Frederick Howe, President



James L. Gollaher, Secretary



# California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

**Request Type:** Certified Copies

**Entity Name:** MEDIMPACT HEALTHCARE  
SYSTEMS, INC.

**Formed In:** CALIFORNIA

**Entity No.:** 1725824

**Entity Type:** Stock Corporation - CA - General

**Issuance Date:** 04/12/2024

**Copies Requested:** 1

**Receipt No.:** 006784106

**Certificate No.:** 199682943

## Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B2603-7404	04/11/2024	Restated Articles of Incorporation	2

\*\* \*\*\*\* \*\*\*\*\* \*\*\*\*\* End of list \*\*\*\*\* \*\*\*\* \*\*

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on April 12, 2024.

SHIRLEY N. WEBER, PH.D.  
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at [bizfileOnline.sos.ca.gov](https://bizfileOnline.sos.ca.gov).



# AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

## MEDIMPACT HEALTHCARE SYSTEMS, INC.

For Office Use Only

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File No.: BA20240752763

Date Filed: 4/11/2024

The undersigned certifies that:

1. They are the President and Secretary, respectively, of MedImpact Healthcare Systems, Inc., a California corporation (the "Corporation"), California Secretary of State entity number 1725824.
2. The Amended and Restated Articles of Incorporation of the Corporation are amended and restated to read as follows:

### ARTICLE I

The name of the Corporation is MedImpact Healthcare Systems, Inc.

### ARTICLE II

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 California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

### ARTICLE III

The Corporation is authorized to issue one class of shares, designated "Common Stock." The total number of shares of Common Stock authorized is 20,000,000. The Common Stock of the Corporation may be issued from time to time in two series designated, respectively, "Series A Voting Common Stock", of which the Corporation is authorized to issue 18,800,000 shares, and "Series B Non-Voting Common Stock", of which the Corporation is authorized to issue 1,200,000 shares. The rights, preferences, privileges and restrictions of Series A Voting Common Stock and Series B Non-Voting Common Stock shall be equal in all respects except that, unless otherwise provided by law, the holders of shares of Series A Voting Common Stock shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and power to vote upon the election of directors or upon any other matter for which a shareholder vote is taken, and the holders of shares of Series B Non-Voting Common Stock shall not be entitled to notice of any shareholders' meetings or to vote upon the election of directors or upon any other matters for which a shareholder vote is taken, except as provided by law. Upon the amendment and restatement of this Corporation's Amended and Restated Articles of Incorporation to read as set forth above, each outstanding share of Common Stock shall, automatically and without any action on the part of the Corporation or the respective holders thereof, be converted into ten thousand (10,000) shares of Series A Voting Common Stock, without increasing or decreasing the par value of each share of Common Stock (the "Forward Split"). The Forward Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent. The Forward Split shall be effected on a certificate-by-certificate basis.

ARTICLE IV

The liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE V

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to limits on such excess indemnifications set forth in Section 204 of the California Corporations Code.

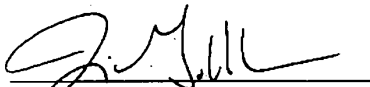
3. The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this amended and restated article of incorporation are true and correct of our own knowledge.

Date: April 11, 2024



Frederick Howe, President



James L. Gollaher, Secretary

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1725824

## ARTICLES OF INCORPORATION

FILED  
In the office of the Secretary of State  
of the State of California

JUN - 1 1993

March Fong Eu  
MARCH FONG EU, Secretary of StateArticle I

The name of the corporation is  
MedImpact Pharmaceutical Management, Inc.

Article II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article III

The name and address in this State of the corporation's initial agent for service of process is:

LINDA WELLS  
10660 Scripps Ranch Blvd. Ste. 100  
San Diego, CA 92131

Article IV

The corporation is authorized to issue only one class of shares, which shares shall be designated common shares. The total number of shares which the corporation is authorized to issue is one million (1,000,000) shares.

Article V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Article VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in



excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnifications set forth in Section 204 of the Corporations Code.

DATED: May 26, 1993

  
RICHARD K. ABDALAH  
Incorporator